AAOS American Academy of Orthopaedic Surgeons
American Association of Orthopaedic Surgeons

BYLAWS

OF THE

AMERICAN ACADEMY OF ORTHOPAEDIC SURGEONS®

(Amended May 12, 2024)

American Academy of Orthopaedic Surgeons®
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BYLAWS OF THE
AMERICAN ACADEMY OF ORTHOPAEDIC SURGEONS®

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BYLAWS OF THE
AMERICAN ACADEMY OF ORTHOPAEDIC SURGEONS®

(Amended May 12, 2024)

ARTICLE I - NAME, STATUS, OFFICE

1.1 Name

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

1.2 Status of Corporation

The ACADEMY 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 ACADEMY 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 ACADEMY shall be to foster and assure the highest quality musculoskeletal health care through: education of orthopaedic surgeons, other health care professionals and the public; promotion of research; and communication with other professionals and the public. These and other purposes of the ACADEMY exclusively are to foster, develop, support and augment charitable, scientific or educational activities.

Orthopaedic surgery is the medical specialty that includes the investigation, preservation and restoration of the form and function of the extremities, the spine, and associated musculoskeletal structures by medical, surgical and physical means.

No part of the net earnings of the ACADEMY shall inure to the benefit of any individual and no substantial part of the activities of the ACADEMY shall be used in the carrying on of propaganda or otherwise attempting to influence legislation. The ACADEMY shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or against any candidate for public office.

ARTICLE III - STATUS AND CATEGORIES OF MEMBERSHIP AND FELLOWSHIP

3.1 Status of Fellowship, Membership and Affiliate

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

3.2 Unified And Reciprocal Fellowship and Membership

All Fellows, Members and Affiliates of the ACADEMY shall be considered Fellows, Members and Affiliates of the AMERICAN ASSOCIATION OF ORTHOPAEDIC SURGEONS. All Fellows, Members and Affiliates of the AMERICAN ASSOCIATION OF ORTHOPAEDIC SURGEONS shall be considered Fellows, Members and Affiliates of the ACADEMY, except as otherwise provided in the Bylaws of the AMERICAN ASSOCIATION OF ORTHOPAEDIC SURGEONS.

3.3 Non-Discrimination

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The ACADEMY 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 six categories of membership in the ACADEMY: Fellows, International Members, Candidate Members, Affiliates, Allied Members and Honorary Members.

ARTICLE IV - FELLOWSHIP AND MEMBERSHIP

4.1 Rights and Classes of Fellowship, Membership and Affiliates

All classes and requirements of Fellowship, Membership and Affiliates in the ACADEMY shall be the same as those of the AMERICAN ASSOCIATION OF ORTHOPAEDIC SURGEONS.

4.2 Professional Compliance Actions Regarding Fellows and Members

Any act by the Board of Directors of the AMERICAN ASSOCIATION OF ORTHOPAEDIC SURGEONS to reprimand, censure, suspend or expel any Fellow, Member or Affiliate of the ASSOCIATION shall affect, in the same manner, the status of such Fellow, Member or Affiliate in the ACADEMY.

ARTICLE V - MEETINGS AND VOTE OF THE FELLOWSHIP

5.1 Business Meeting of the Annual Meeting

The annual business meeting of the Fellowship shall take place at the Annual Meeting or at such other time and place as designated by the Board of Directors. The ACADEMY 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.

5.2 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.

5.3 Annual Scientific Meeting

The annual scientific meeting shall consist of educational programs and shall be scheduled by the ACADEMY Board of Directors to coordinate with the business and ceremonial meetings at the Annual Meeting. Eligibility for attendance by any person at the annual scientific meeting shall be designated by the Board of Directors.

5.4 Other Meetings

Sectional or regional meetings of the ACADEMY Fellowship may be held with the approval of the Board of Directors.

5.5 Special Meeting

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A special business meeting of the Fellowship may be called by the President of the ACADEMY 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 (1/20th) of those Fellows entitled to vote at such meeting. The petition of the Fellows shall be submitted to the ACADEMY, which 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 ACADEMY. The President of the ACADEMY shall fix the time and location of the special meeting.

5.6 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.

5.7 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 ACADEMY, 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.

5.8 Quorum Regarding Proposed Resolutions or Bylaw Amendments

When the Fellowship considers proposed resolutions or amendments to the ACADEMY Bylaws pursuant to Article VI or XI respectively, by written or electronic means, a quorum of participation by at least ten (10) percent of the current ACADEMY Fellowship shall be required. In the event less than ten (10) percent of the ACADEMY Fellowship participate in such balloting, the proposed resolutions or amendments to the ACADEMY Bylaws shall fail. Greater than fifty (50) percent of the ballots cast shall constitute an action of the Fellowship regarding resolutions and greater than two-thirds (2/3rds) of the ballots cast shall constitute an action of the Fellowship regarding the proposed amendments to the ACADEMY Bylaws.

5.9 Other Votes of the Fellowship

5.9.a. 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.

5.9.b. Only committee or task force members duly appointed or elected who are Fellows or Members shall be entitled to vote within the committee or task force. Whenever a member of a committee or task force is specified to be ex-officio, it is specifically understood that an ex-officio member does not have the right to vote unless otherwise specified by the Board of Directors.

5.10 Conduct of Business Meetings

5.10.a. Order of Business. The Board of Directors shall determine the order of business prior to the annual business meeting of the Annual Meeting.

5.10.b. 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.

5.10.c Appointment of Tellers. The President may appoint such tellers as are deemed necessary.

5.10.d. Motions at a Business Meeting. 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 VI of these Bylaws.

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ARTICLE VI - RESOLUTIONS

6.1 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.

6.2 Process for Submitting a Proposed Resolution

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

6.2.a. Submission by Individual Fellows
To be considered by the Fellowship after the next Annual Meeting, a resolution submitted by individual orthopaedic surgeons must be:
- i. Proposed by an ACADEMY Fellow (who shall be considered its Sponsor); and
- ii. Signed by at least twenty (20) ACADEMY Fellows, including the Sponsor; and
- iii. Designated as a Resolution; and
- iv. Submitted in writing to the ACADEMY by September 1, except as provided in Paragraph 6.5.

6.2.b. Submission by a BOC Member Organization
To be considered by the Fellowship after the next Annual Meeting, a resolution submitted by a state orthopaedic society must be:
- i. Proposed by an BOC Member Organization, with a designated ACADEMY Fellow to serve as Sponsor; and
- ii. Signed by the President and the majority of the ACADEMY Fellows on the Board of Directors of the state orthopaedic society; and
- iii. Designated as a Resolution; and
- iv. Submitted in writing to the ACADEMY by September 1, except as provided in Paragraph 6.5.

6.2.c. Submission by a BOS Member Organization
To be considered by the Fellowship after the next Annual Meeting, a resolution submitted by a BOS Member Organization must be:
- i. Proposed by an orthopaedic specialty society that is a member organization of the Board of Specialty Societies, with a designated ACADEMY Fellow to serve as Sponsor; and
- ii. Signed by the President and the majority of the ACADEMY Fellows on the Board of Directors of the orthopaedic specialty society; and
- iii. Designated as a Resolution; and
- iv. Submitted in writing to the ACADEMY by September 1, except as provided in Paragraph 6.5.

6.2.d. Submission by the ACADEMY Board of Directors
To be considered by the Fellowship after the next Annual Meeting, a resolution submitted by the ACADEMY 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 ACADEMY by September 1, except as provided in Paragraph 6.5.

6.2.e. Submission by the Board of Councilors

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To be considered by the Fellowship after the next Annual Meeting, the Board of Councilors may submit a re-designated Advisory Opinion as an ACADEMY resolution, provided it has been submitted in accordance with the provisions of Article VI of these Bylaws. If the Board of Councilors submits a re-designated Advisory Opinion as an ACADEMY resolution, Paragraphs 6.3.a, 6.3.b, and 6.3.c of these Bylaws do not apply.

6.2.f. Submission by the Board of Specialty Societies
To be considered by the Fellowship after the next Annual Meeting, the Board of Specialty Societies may submit a re-designated Advisory Opinion as an ACADEMY resolution, provided it has been submitted in accordance with the provisions of Article VI of these Bylaws. If the Board of Specialty Societies submits a re-designated Advisory Opinion as an ACADEMY resolution, Paragraphs 6.3.a, 6.3.b, and 6.3.c of these Bylaws do not apply.

6.3 Process for Considering a Resolution

The ACADEMY 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 ACADEMY shall appoint an Advisor to the Sponsor of each resolution. The Advisor shall assist the Sponsor by ensuring that the resolution is in proper form, clarifying the language of the resolution, determining if the ACADEMY or the ASSOCIATION has taken previous action on the same topic, assessing whether the action requested is legal and whether the ACADEMY 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 and the Board of Specialty Societies for their consideration and vote at the Fall Meeting.

c. Board of Councilors and Board of Specialty Societies. At the Fall Meeting, the Board of Councilors and the Board of Specialty Societies shall conduct an Open Hearing on the resolution, at which the Sponsor may, but is not required to testify.

After the Open Hearing, the Joint Resolutions Committee of the Board of Councilors and Board of Specialty Societies shall develop a report and recommendation that shall be considered by the Board of Councilors and Board of Specialty Societies. The Board of Councilors and Board of Specialty Societies shall recommend that the Fellowship adopt, modify or reject the resolution. The Board of Councilors and Board of Specialty Societies shall conduct separate votes on the proposed recommendations of the Joint Resolutions Committee. The recommendations of the Board of Councilors and Board of Specialty Societies shall be reported to the ACADEMY Board of Directors and, except as otherwise provided in these Bylaws, the Fellowship.

d. Board of Directors. The ACADEMY Board of Directors, at its December meeting following the Fall Meeting of the Board of Councilors and Board of Specialty Societies, shall consider and vote on the proposed resolution. The resolution as adopted by the Board of Directors shall be voted on by the Fellowship after the next Annual Meeting.

e. Withdrawal of Resolution. If the Board of Councilors, the Board of Specialty Societies, and the Board of Directors each determines that the resolution should be rejected, such resolution shall be withdrawn and shall not be considered by the Resolutions Committee at the next Annual Meeting or by the Fellowship.

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f. Notice to the Fellowship before the Annual Meeting. At least thirty (30) days prior to the business meeting of the Annual Meeting, the ACADEMY will notify the Fellowship of the proposed ACADEMY resolution and of opportunities the Fellowship will have at the Annual Meeting to discuss the resolution. This notice shall specify whether the proposed ACADEMY resolution has been submitted by individual Fellows, a state orthopaedic society, an orthopaedic specialty society, the ACADEMY Board of Directors, the Board of Councilors, or the Board of Specialty Societies. In this communication, the Fellowship will also be informed that all Active, Inactive and Emeritus Fellows of the ACADEMY will have the opportunity to cast a written or electronic ballot on the proposed ACADEMY resolution after the Annual Meeting.

g. ACADEMY Resolutions Committee; Annual Meeting. During the Annual Meeting, the ACADEMY 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 ACADEMY Resolutions Committee to present information and opinions. In addition, during the annual business meeting, the ACADEMY Resolutions Committee will solicit comments regarding the proposed resolution, as it was adopted by the Board of Directors. The ACADEMY Resolutions Committee may not amend the language of the resolution, but is charged with collecting and collating the opinions presented about the resolution during the Open Hearing and annual business meeting.

   Upon hearing the evidence and the opinions presented during the Open Hearing and annual business meeting, the ACADEMY Resolutions Committee shall develop a recommendation that the Fellowship adopt or reject each proposed resolution.

h. Ballot of the Fellowship. Within sixty (60) days of the end of the Annual Meeting, the ACADEMY 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 ACADEMY resolution. The Fellowship shall be asked to vote on each proposed ACADEMY resolution, as it was adopted by the ACADEMY Board of Directors the previous December. In addition, a summary of the views of the Board of Councilors, the Board of Specialty Societies, the Board of Directors and the Resolutions Committee shall be included.

   In this packet, the ACADEMY 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 ten (10) 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 resolution for it to be adopted.

i. Extension of Time. In the event that less than ten (10) percent of the Fellowship votes by the deadline, the ACADEMY 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 ACADEMY 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 ACADEMY shall report how it is implementing the adopted resolutions.

6.4 Review

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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 6.3, 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 Specialty Societies, the Board of Directors and the ACADEMY 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.

6.5 Late and Emergency Resolutions

6.5.a. Late Resolution

The ACADEMY shall receive a Late Resolution submitted after September 1 and before the Fall Meeting of the Board of Councilors and Board of Specialty Societies for consideration at the next Annual Meeting only when the Board of Councilors and the Board of Specialty Societies at the Fall Meeting each votes by two-thirds (2/3rds) of its members or member organizations present and voting, respectively, to consider such resolution.

6.5.b. Emergency Resolution

The ACADEMY 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, Board of Specialty Societies and ACADEMY 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 Joint Resolutions Committee of the Board of Councilors and Board of Specialty Societies and then by the Executive Committee of the ACADEMY Board of Directors.

When the packet of proposed resolutions is sent to the Fellowship within sixty (60) 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.

6.5.c. Binding Nature

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

6.6 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 XI of these Bylaws.

ARTICLE VII - OFFICERS OF THE ACADEMY

7.1 Officers

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The officers of the ACADEMY shall be the President, First Vice-President, Second Vice-President and Treasurer. The officers of the ACADEMY shall be those individuals elected to serve as the officers of the AMERICAN ASSOCIATION OF ORTHOPAEDIC SURGEONS and shall serve in the same offices and for the same tenure.

7.2 Qualifications for Officers

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

7.3 Term of Office

Each officer shall serve for a one-year term of office or until a successor has been duly elected by the AMERICAN ASSOCIATION OF ORTHOPAEDIC SURGEONS or is automatically advanced to the next higher office as provided in these Bylaws. The term of office 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 the 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 (2/3rds) vote declare the positions vacant. The ACADEMY shall then contact the Nominating Committee of the AMERICAN ASSOCIATION OF ORTHOPAEDIC SURGEONS which presented its recommendations prior to the most recent Annual Meeting.

7.4 President

The duties of the President shall be to:

a. Preside at all general meetings of the ACADEMY;

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, employee or agent of the ACADEMY authorized by the Board any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors 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 Resolutions and Bylaws 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.

7.5 First Vice-President

7.5.a. Duties of the First Vice-President
The duties of the First Vice-President 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;

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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 Resolutions and Bylaws Committees;
iv. Deliver an address during the Annual Meeting after which meeting he or she shall assume the office of President; and
v. Perform such other duties as the President or the Board of Directors may assign.

7.5.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.

7.6 Second Vice-President

7.6.a. Duties of the Second Vice-President
The duties of the Second Vice-President 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.

7.6.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 the President and the First Vice-President are both 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 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, he or she 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.

7.7 Treasurer

7.7.a. Duties of the Treasurer

The duties of the Treasurer shall be to:
i. Maintain oversight responsibilities for all funds, securities and other assets of the ACADEMY;
ii. Serve as the Treasurer of the Board of Directors and perform all duties incident to the office of Treasurer;
iii. Serve as 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 ACADEMY shall be audited annually by a Certified Public Accountant for the past fiscal year;

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vi. Present an annual audited report to the Fellowship; and
vii. Perform such other duties as the President or the Board of Directors may assign.

7.7.b. Term of Office

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

7.8 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 ACADEMY.

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 VIII - BOARD OF DIRECTORS

8.1 Powers of the Board of Directors

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

8.2 Number and Qualifications

The Board of Directors of the ACADEMY shall consist of those individuals elected to serve as the Board of Directors of the AMERICAN ASSOCIATION OF ORTHOPAEDIC SURGEONS.

8.3 Chief Executive Officer

The Board shall be authorized to employ a Chief Executive Officer who shall serve as the chief executive official of the ACADEMY. 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 ACADEMY. The Chief Executive Officer may delegate to any other employee such responsibilities as he or she shall deem appropriate.

8.4 Regular Meetings

The regular meetings of the Board shall be held prior to the business meeting of the Annual Meeting of the ACADEMY 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.

8.5 Special Meeting

A special meeting of the Board may be called by the President of the ACADEMY 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.

8.6 Notice of a Special Meeting

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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 ACADEMY. 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 shall be deemed to be delivered on the date the telefax is 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.

8.7 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.

8.8 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.

8.9 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.

8.10 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.

8.11 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 of Directors between meetings of the Board, but such actions of the Executive Committee 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.

8.12 Finance Committee

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The Finance Committee shall be composed of the most recent past President, the First Vice-President and the Treasurer of the ACADEMY. 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 ACADEMY and shall manage, supervise and control the financial affairs and policies of the ACADEMY.

8.13 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 IX - BOARD OF COUNCILORS

9.1 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 ACADEMY Board of Directors. The Board of Councilors shall be advisory to the Board of Directors of the ACADEMY.

9.2 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 ACADEMY affairs by Fellows and Members; and
b. Facilitate communications and the dissemination of ACADEMY policy within the individual states; and
c. Consider and make recommendations regarding the disposition of ACADEMY resolutions and proposed amendments to the ACADEMY Bylaws, consistent with Articles VI and XI of these Bylaws; and
d. Advise the ACADEMY Board of Directors regarding matters of importance to orthopaedic surgeons.

9.3 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 ACADEMY policies within the individual states or regions; and
c. Developing recommendations on ACADEMY resolutions and proposed amendments to the ACADEMY Bylaws; and
d. Developing Advisory Opinions to be submitted to the Board of Directors of the ACADEMY; and
e. Determining whether an Advisory Opinion to be submitted to the Board of Directors of the ACADEMY should be re-designated as an ACADEMY Resolution and considered pursuant to Article VI of these Bylaws; and
f. Providing other advice as appropriate to the ACADEMY Board of Directors; and
g. After the Fellowship has elected its five (5) representatives to the Nominating Committee, electing in collaboration with the Board of Specialty Societies one (1) Active Fellow to serve on the ASSOCIATION Nominating Committee pursuant to Article XII, Section 12.2 of the ASSOCIATION Bylaws.

9.4 Advisory Opinions and ACADEMY Resolutions

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The Board of Councilors shall have a formal process for offering Advisory Opinions to the ACADEMY 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 ACADEMY Resolution which will be then considered under Article VI of these Bylaws, provided the following requirements are met:

a. The statement is a subject about which the ACADEMY can take action;
b. The statement is re-designated as an ACADEMY Resolution (from an Advisory Opinion);
c. A member of the Board of Councilors is identified as the Sponsor of the Resolution;
d. Two-thirds (2/3rds) of the Councilors present and voting determine that the matter should be re-designated as an ACADEMY Resolution; and
e. The Board of Directors shall consider and prepare comments on such ACADEMY Resolution for consideration by the ACADEMY Resolutions Committee and the Fellowship.

9.5 Membership

Each state, the District of Columbia, Puerto Rico, the U.S. Military, geographic regions, 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. An effort will be made to ensure that every Active Fellow is represented in at least one way on the Board of Councilors. Those Fellows 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.

9.6 Election of Members of the Board of Councilors

Members of the Board of Councilors shall be elected by members of their representative body, in accordance with established procedures. Members of the Board of Councilors must be Fellows of the ASSOCIATION and the AMERICAN ACADEMY OF ORTHOPAEDIC SURGEONS.

9.7 Term of Office

The initial 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, for a maximum of six (6) consecutive years in office; provided, however, an individual elected to serve as an officer of the Board of Councilors may serve a maximum of eight (8) years in office, including his or her term as Immediate Past Chair of the Board of Councilors.

Any representative society with a small number of AAOS Fellows and with difficulty identifying volunteers to serve as its representative to the Board of Councilors may petition the Executive Committee of the Board of Councilors for relief from a hardship, in accordance with policies and procedures as adopted by the Board of Directors from time to time.

9.8 Officers of the Board of Councilors

The Board of Councilors shall have three officers: a Chair, Chair-Elect and Secretary. The Board of Councilors shall elect a Chair-Elect and Secretary who shall serve for a one (1) year term of office or until a successor has been duly elected by the Board of Councilors or until automatically advanced to the next higher office, with the exception of the Secretary who may be re-elected for an additional one (1) year term. The Chair-elect shall succeed to the office of Chair at the conclusion of the AAOS Annual Meeting or if the Chair is unable or unwilling to act; the Chair shall succeed to the office of Immediate Past Chair upon expiration of his/her term as Chair. 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.

9.8.a. Chair

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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 ACADEMY 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.

9.8.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.

9.8.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.

9.9 Immediate Past Chair of the Board of Councilors

The Immediate Past Chair of the Board of Councilors shall serve a one-year term, shall be a voting member of the Board of Councilors and shall serve as Chair of the Board of Councilors Nominating Committee and in such other capacities as determined by the Chair.

9.10 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 rules and procedures.

ARTICLE X - BOARD OF SPECIALTY SOCIETIES

10.1 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 ACADEMY Board of Directors. Those elected to serve as members of the Board of Specialty Societies of the AMERICAN ASSOCIATION OF ORTHOPAEDIC SURGEONS 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 ACADEMY.

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10.2 Purposes of the Board of Specialty Societies

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

a. Foster unity and collaborative initiatives among the member organizations of the Board of Specialty Societies and the ACADEMY; and

b. Facilitate communications between the member organizations of the Board of Specialty Societies and the ACADEMY and among such societies; and

c. Advise the ACADEMY Board of Directors regarding issues of concern of the member organizations of the Board of Specialty Societies and their members; and

d. Consider and make recommendations on ACADEMY resolutions and proposed amendments to the ACADEMY Bylaws at the Fall Meeting of the Board of Councilors and Board of Specialty Societies, consistent with Articles VI and XI of these Bylaws; and

e. Develop Advisory Opinions to be submitted to the Board of Directors of the ACADEMY; and

f. Determine whether an Advisory Opinion to be submitted to the Board of Directors of the ACADEMY should be re-designated as an ACADEMY Resolution and considered pursuant to Article VI of these Bylaws.

10.3 Duties of the Board of Specialty Societies

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

a. Identifying problems affecting orthopaedics and the member organizations of the Board of Specialty Societies; and

b. Promoting cooperation, unity and relationships among the ACADEMY and the member organizations of the Board of Specialty Societies; and

c. Providing a forum to exchange ideas, information, and concerns and serve as a sounding board for various ACADEMY initiatives; and

d. Assisting in the execution and implementation of ACADEMY policies within the member organizations of the Board of Specialty Societies; and

e. Developing recommendations of ACADEMY resolutions and proposed amendments to the ACADEMY Bylaws; and

f. Developing Advisory Opinions to be submitted to the Board of Directors of the ACADEMY; and

g. Determining whether an Advisory Opinion to be submitted to the Board of Directors of the ACADEMY should be re-designated as an ACADEMY Resolution and considered pursuant to Article VI of these Bylaws; and providing other advice as appropriate to the Board of Directors; and

h. After the Fellowship has elected its five (5) representatives to the Nominating Committee, electing in collaboration with the Board of Councilors one (1) Active Fellow to serve on the ASSOCIATION Nominating Committee pursuant to Article XII, Section 12.2 of the ASSOCIATION Bylaws.

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10.4 Advisory Opinions and ACADEMY Resolutions

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

a. The statement is a subject about which the ACADEMY can take action;

b. The statement is re-designated as an ACADEMY Resolution (from an Advisory Opinion);

c. A member organization of the Board of Specialty Societies (with a designated Fellow) is identified as the Sponsor of the Resolution;

d. Two-thirds (2/3rds) of the member organizations of the Board of Specialty Societies present and voting determine that the matter should be re-designated as an ACADEMY Resolution; and

e. The Board of Directors shall consider and prepare comments on such ACADEMY Resolution for consideration by the ACADEMY Resolutions Committee and the Fellowship.

10.5 Officers of the Board of Specialty Societies

The Board of Specialty Societies shall have three officers: a Chair, Chair-Elect and Secretary. Officers of the Board of Specialty Societies must be Fellows of the ASSOCIATION and the AMERICAN ACADEMY OF ORTHOPAEDIC SURGEONS. The Board of Specialty Societies shall elect a Chair-Elect and Secretary who shall serve for a one (1) year term of office or until a successor has been duly elected by the Board of Specialty Societies or until automatically advanced to the next higher office, with the exception of the Secretary who may be re-elected for an additional one (1) year term. The Chair-elect shall succeed to the office of Chair at the conclusion of the AAOS Annual Meeting or if the Chair is unable or unwilling to act; the Chair shall succeed to the office of Immediate Past Chair upon expiration of his/her term as Chair. 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.

10.5.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.

10.5.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.

10.5.c. Secretary

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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.

10.6 Immediate Past Chair of the Board of Specialty Societies

The Immediate Past Chair of the Board of Specialty Societies shall serve a one-year term, shall be a voting member of the Board of Specialty Societies and shall serve as Chair of the Board of Specialty Societies Nominating Committee and in such other capacities as determined by the Chair.

10.7 Committees 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 rules and procedures.

ARTICLE XI - AMENDMENTS TO BYLAWS

11.1 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.

11.2 Process for Considering Amendments to the Bylaws

The ACADEMY shall consider a proposed amendment to the ACADEMY 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 ACADEMY 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 ensuring that the proposed bylaws amendment is in proper form, clarifying the language of the proposed bylaws amendment, determining if the ACADEMY or the ACADEMY has taken previous actions on the same topic, assessing whether the action requested is legal and whether the ACADEMY 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 and Board of Specialty Societies for consideration at the Fall Meeting.

d. Board of Councilors and Board of Specialty Societies. At the Fall Meeting, the Board of Councilors and the Board of Specialty Societies shall conduct an Open Hearing on the proposed bylaws amendment, at which the Sponsor may, but is not required to testify.

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

e. Board of Directors. The ACADEMY Board of Directors, at its December meeting following the Fall Meeting of the Board of Councilors and Board of Specialty Societies, shall consider the proposed ACADEMY bylaws amendment and prepare comments for consideration by the ACADEMY 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 ACADEMY will notify the Fellowship of the proposed ACADEMY 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 ACADEMY will have the opportunity to cast a written or electronic ballot on the proposed ACADEMY bylaws amendment after the Annual Meeting.

g. ACADEMY Bylaws Committee; Annual Meeting. During the Annual Meeting, the Bylaws Committee shall hold an Open Hearing at which time all proposed ACADEMY 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 ACADEMY 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 ACADEMY bylaws amendment.

h. Withdrawal of Bylaws Amendment. If the Board of Councilors, the Board of Specialty Societies, the Board of Directors and the ACADEMY 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 sixty (60) days of the end of the Annual Meeting, the ACADEMY 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. The Fellowship shall be asked to vote on each proposed ACADEMY bylaws amendment, as it was last amended. In addition, a summary of the views of the Board of Councilors, the Board of Specialty Societies, the Board of Directors and the Bylaws Committee shall be included.

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In the packet, the ACADEMY 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 ten (10) percent of the current Fellowship must vote regarding the proposed bylaws amendment. In addition, of those voting, at least two-thirds (2/3rds) must vote in favor of the proposed bylaws amendment for it to be adopted.

j. Extension of Time. In the event that less than ten (10) percent of the Fellowship votes by the deadline, the ACADEMY 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 ACADEMY will communicate the results of the ballot to the Fellowship. To be adopted, the proposed ACADEMY bylaws amendment shall require the affirmative vote of two-thirds (2/3rds) of those Fellows casting ballots.

11.3 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 XII - LEGALLY-MANDATED CHANGES

If the Board of Directors, upon advice of legal counsel, by a three-fourths (3/4ths) vote of those members present and voting, determines that changes are required in the corporate, tax status, policy resolutions or other positions of the ACADEMY 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 such actions of the Board of Directors, they shall be deemed null and void.

ARTICLE XIII - INDEMNIFICATION

13.1 Settlements and Judgments

The ACADEMY 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 ACADEMY) because he or she is or was a director, officer, employee or agent of the ACADEMY, or is or was serving at the request of the ACADEMY 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:

He or she acted in good faith; and

He or she acted in a manner he or she reasonably believed to be in or not opposed to the best interest of the ACADEMY; and

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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 ACADEMY, 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 ACADEMY, 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.

13.2 Successful Defense

To the extent that a director, officer, employee or agent of the ACADEMY has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in paragraph 13.1, 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.

13.3 Specific Cases

Any indemnification under paragraph 13.1 (unless ordered by a court) shall be made by the ACADEMY 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 13.1. Such determination shall be made:

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;

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

By majority vote of the Fellows of the ACADEMY present and voting at a meeting where notice of this item is specifically indicated in advance.

13.4 Advance Payment of Expenses

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the ACADEMY 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 ACADEMY as authorized in these Bylaws.

13.5 Indemnification Not Exclusive

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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 ACADEMY 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.

13.6 Insurance

The ACADEMY may maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the ACADEMY or who is or was serving at the request of the ACADEMY 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 ACADEMY would have the power to indemnify the individual against such liability under the provisions of these Bylaws.

ARTICLE XIV - CODE OF MEDICAL ETHICS AND PROFESSIONALISM AND STANDARDS OF PROFESSIONALISM

14.1 Code of Medical Ethics and Professionalism

The ACADEMY 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 (2/3rds) vote of the Board of Directors present and voting.

14.2 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 (2/3rds) vote of the Fellowship in the manner described in the ASSOCIATION Bylaws.

ARTICLE XV - MISCELLANEOUS PROVISIONS

15.1 Registration Fee

The ACADEMY shall assess a registration fee for attendance at the Annual Meeting, the amount of which shall be determined by the Board.

15.2 Contracts

The Board may authorize any officer, employee or agent of the ACADEMY, 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 ACADEMY. Such authority may be general or confined to specific instances.

15.3 Fiscal Year

The Board of Directors shall define the fiscal year.

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ARTICLE XVI - RULES OF ORDER

In the absence of any provision in these Bylaws, all meetings of the ACADEMY, 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 XVII - DISSOLUTION

In the event of dissolution or final liquidation of the ACADEMY, all of its assets remaining after payment of its obligations have been made and provided for shall be distributed to and among such corporations, foundations, or other organizations operated for scientific and educational purposes and exempt from taxation under Section 501(c)(3) of the Internal Revenue Code. This distribution shall be designated by the Board of Directors.

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