AAOS American Academy of Orthopaedic Surgeons
American Association of Orthopaedic Surgeons

BYLAWS

OF THE

AMERICAN ASSOCIATION OF ORTHOPAEDIC SURGEONS®

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

(Amended May 12, 2024)

American Association of Orthopaedic Surgeons
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BYLAWS OF THE
AMERICAN ASSOCIATION OF ORTHOPAEDIC SURGEONS®
(Amended May 12, 2024)

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BYLAWS
OF THE
AMERICAN ASSOCIATION OF ORTHOPAEDIC SURGEONS®

(Incorporated February 13, 1998)
(Amended June 7, 2023)

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 - MEMBERSHIP

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 as contained in the Articles of Incorporation, the Bylaws, Standards of Professionalism, Membership Policy Manual, and the policy statements as adopted by the ASSOCIATION and the AMERICAN ACADEMY OF ORTHOPAEDIC SURGEONS (hereinafter "ACADEMY").

3.2 Uniform and Reciprocal Fellowship and Associate Membership

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

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3.4 Dues, Special Assessments, and Removal for Non-Payment

The Board of Directors shall determine the timing and the amount of annual dues and special assessments assessed and collected by the ASSOCIATION. Additionally, these Bylaws authorize the Board of Directors and the Membership Council to implement policies and/or procedures regarding membership (consistent with these Bylaws) including the removal of any Fellow or Member from the rolls of the ASSOCIATION for non-payment of dues.

3.5 Transfer of Membership

Membership in the ASSOCIATION or the ACADEMY is not transferable or assignable.

3.6 Members of the ACADEMY Before the ASSOCIATION Bylaws were Adopted

Any individual who became a Fellow or Member of the ACADEMY or any other classification of membership 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 Associate Member of the same classification in the ASSOCIATION.

3.7 Governed by Illinois Law

Membership 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.

3.8 Categories of Membership

There shall be six categories of membership in the ASSOCIATION: Fellows, International Members, Candidate Members, Affiliates, Allied Members and Honorary Members.

ARTICLE IV - MEMBER CATEGORIES, REQUIREMENTS AND RIGHTS

4.1 Member Requirements

All members must comply with the Articles of Incorporation, Bylaws, Membership Policy Manual, Standards of Professionalism and policy statements of the ASSOCIATION and/or the ACADEMY.

All members must maintain a good reputation and standing within his or her community and be of high ethical character and professional repute.

To maintain membership status, the member must meet the member classification requirements and comply with the annual dues, special assessments, and fee requirements established by the Board of Directors.

4.2 Fellows

Fellow shall consist of three classifications: Active, Inactive and Emeritus.

4.2.a. Fellows – Active

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

a. Is certified by the American Board of Orthopaedic Surgery (ABOS), the American Osteopathic Board of Orthopaedic Surgery (AOBOS), or the Royal College of Physicians and Surgeons of Canada (RCPSC);

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b. Practices in the United States or Canada; and
c. Maintains a full, unrestricted and unlimited license to practice medicine in the United States or Canada in which he or she practices or provides evidence of full-time medical service in the federal government which does not require a medical license.

Active Fellows shall have the right to vote in the annual AAOS balloting process, hold office and serve on any committee or task force.

4.2.b. Fellows – Inactive

To be eligible to become a Fellow – Inactive, an individual must meet the following requirements:
a. Is an Active Fellow;
b. Is incapacitated for a period of more than six (6) months; and
c. Is unable to engage in the practice of medicine or to assume duties of a medically-oriented nature because of the incapacity.

Inactive Fellows may vote in the annual AAOS balloting process, but shall not hold office or serve on any committee or task force.

4.2.c. Fellows – Emeritus

To be eligible to become a Fellow - Emeritus, an individual must meet the following requirements:
a. Is an Active Fellow in good standing for at least twenty-five (25) years consecutively; and
b. Is completely retired from the practice of medicine.

Fellows – Emeritus Fellows may vote in the annual AAOS balloting process and serve as a member of any committee or task force, except as otherwise noted in Article IX of the ASSOCIATION Bylaws.

4.3 International Members

International Members shall consist of two classifications: Orthopaedic Surgeon and Resident.

4.3.a. International Members – Orthopaedic Surgeon

To be eligible to become an International Member, an individual must meet the following requirements:
a. Is an orthopaedic surgeon practicing outside the United States or Canada;
b. Is a member in good standing in one of the national orthopaedic organizations of the country in which the individual practices, or, where no national orthopaedic organizations exists, proof of orthopaedic licensure;
c. Devotes his or her medical practice to orthopaedic surgery or is engaged in the teaching of orthopaedic surgery or research related to the musculoskeletal system; and
d. Maintain a full, unrestricted and unlimited license to practice medicine (or its equivalent) in the country in which he or she practices.

International Members may attend and participate in meetings and may serve as a member of any committee or task force, but may not vote in the annual AAOS balloting process or hold office.

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4.3.b. International Members – Resident

To be eligible to become an International Member – Resident, an individual must meet all the following requirements:

a. Is a physician residing outside of the United States or Canada who has commenced the study of orthopaedics;
b. Is enrolled in an orthopaedic residency program recognized by the national orthopaedic organization of the country in which the residency program is located or those who have successfully completed such an orthopaedic residency and are in a non US or Canadian fellowship program.

International Members – Resident may attend and participate in meetings and may serve as a member of any committee or task force, but may not hold office or vote in the annual AAOS balloting process.

4.3.c. International Members – Emeritus

To be eligible to become an International Member – Emeritus, an individual must meet the following requirements:

a. Is an International Member in good standing for at least twenty-five (25) consecutive years; and is completely retired from the practice of medicine.

International Members – Emeritus may attend and participate in meetings and may serve as a member of any committee or task force, but may not vote in the annual AAOS balloting process or hold office.

4.4 Candidate Members

Candidate Membership shall consist of four (4) classifications: Orthopaedic Surgeon, Resident and Medical Student

4.4.a. Candidate Members – Orthopaedic Surgeon

To be eligible to become a Candidate Member – Orthopaedic Surgeon, an individual must meet the following requirements:

a. Is a physician who has successfully completed a Residency Review Committee, American Osteopathic Association, or Canadian-approved orthopaedic residency or subsequent fellowship;
b. Has the intention to apply for Active Fellowship within five (5) years of completing orthopaedic residency or subsequent fellowship program; and
c. Maintains a full, unrestricted and unlimited license to practice medicine in the United States or Canada, or gives evidence of full-time medical service in the federal government which does not require licensure.

Upon meeting the criteria of Section 4.2.a, a Candidate Member-Orthopaedic Surgeon may apply for Fellow status.

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Candidate Members – Orthopaedic Surgeon may participate in meetings and may serve as a member of any committee or task force, but may not hold office or vote in the annual AAOS balloting process.

4.4.b. Candidate Members – Resident

To be eligible to become a Candidate Member – Resident, an individual must meet all the following requirements:

a. Has commenced the study of orthopaedics; and
b. Is a physician enrolled in an Accreditation Council of Graduate Medical Education, American Osteopathic Association, or Royal College of Physicians and Surgeons of Canada approved orthopaedic residency program or who has successfully completed such an orthopaedic residency and is a US or Canadian fellowship program.

Candidate Members – Resident may participate in meetings and may serve as a member of any committee or task force, but may not hold office or vote in the annual AAOS balloting process.

4.4.c. Candidate Members – Medical Student

To be eligible to become a Candidate Member – Medical Student, an individual must meet all the following requirements:

a. Is enrolled in a medical school accredited by the Liaison Committee on Medical Education, the American Osteopathic Association, the Association of Faculties of Medicine of Canada, or the World Federation for Medical Education; and
b. Have an interest in pursuing a career in orthopaedics.

Candidate Members – Medical Student may participate in meetings and participate in task forces, but may not serve on any committee, hold office or vote in the annual AAOS balloting process.

4.4.d. Candidate Members – Inactive

To be eligible to become a Candidate Member – Inactive, an individual must meet the following requirements:

a. Is incapacitated for a period in excess of six (6) months; and
b. Is unable to engage in the practice of medicine or to assume duties of a medically-oriented nature because of the incapacity.

Candidate Members – Inactive may not vote in the annual AAOS balloting process, hold office or serve on any committee or task force.

4.5 Affiliates

To be eligible to become an Affiliate, an individual must meet the following requirements:

a. Is an orthopaedic surgeon practicing in the United States or Canada who
    i. has successfully completed a Residency Review Committee, American Osteopathic Association, or Canadian-approved orthopaedic residency or subsequent fellowship and has not completed the board certification process within five (5) years of completing residency or fellowship; or

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ii. has successfully completed the study of orthopaedics in an international orthopaedic residency program recognized by the national orthopaedic organization of the country in which the individual trained; and

b. Maintains a full, unrestricted and unlimited license to practice medicine in the United States or Canada or gives evidence of full-time medical service in the federal government which does not require licensure.

Affiliates may participate in meetings and may serve as a member of any committee or task force, but may not hold office or vote in the annual AAOS balloting process.

4.6 Allied Members

Allied Membership shall consist of three (3) classifications: Orthopaedic Team, Orthopaedic Research and Physician.

4.6.a. Allied Members – Orthopaedic Team

To be eligible to become an Allied Member – Orthopaedic Team, an individual must meet all the following requirements:

a. Is a licensed nurse, physician assistant, physical therapist, athletic trainer or practice administrator;
b. Is employed in the United States or Canada at a medical institution, academic medical center or a military facility or for the Veterans Affairs;
c. Is working in an orthopaedic setting under the supervision of a Fellow or Candidate Member; and
d. Is recommended by a Fellow or a Candidate Member who provides supervision for the individual.

Allied Members – Orthopaedic Team may attend and participate in meetings and may serve as a member of a committee or task forces but may not hold office or vote in the annual AAOS balloting process.

4.6.b. Allied Members – Orthopaedic Research

To be eligible to become an Allied Member – Orthopaedic Research, an individual must meet all the following requirements:

a. Holds a doctorate degree or its equivalent;
b. Engages in research or basic science related to orthopaedic surgery at a medical institution, academic medical center or a military facility or for the Veterans Affairs; and
c. Has demonstrated achievement in research and education related to orthopaedic surgery.

Allied Members – Orthopaedic Research may participate in meetings and may serve as a member of a committee or task force, but may not hold office or vote in the annual AAOS balloting process.

4.6.c. Allied Members – Physician

To be eligible to become an Allied Member – Physician, an individual must meet the following requirements:

a. Is a distinguished physician who is not an orthopaedic surgeon;

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b. Holds the degrees of M.D. or D.O.; and
c. Engages in activities, interests and contributions related to orthopaedic surgery.

Allied Members – Physician may participate in meetings and may serve as a member of any committee or task force, but may not vote in the annual AAOS balloting process or hold office.

4.7 Honorary Member

The status of Honorary Member may be conferred upon an individual by two thirds (2/3rds) vote of the Board of Directors present and voting.

An Honorary Member may attend and participate in meetings, but may not serve on any committee or task force, hold office or vote in the annual AAOS balloting process.

ARTICLE V - PROFESSIONAL COMPLIANCE PROGRAM

5.1 Levels of Professional Compliance Actions

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

a. Reprimand

A reprimand shall be a written sanction, reprimanding the Fellow or Member, with no loss of the benefits of Fellowship or Membership for the finding of a violation of one, and only one, Standard of Professionalism. Such reprimand shall be made a part of the membership file of the Fellow or Member.

b. Censure

A censure shall be a written sanction, censuring the Fellow or Member, with no loss of Fellowship or Membership for the finding of a violation of one or more Standards of Professionalism. Such censure shall be made a part of the membership file of the Fellow or Member. A Fellow or Member who has been censured by the Board of Directors may apply for ASSOCIATION or ACADEMY volunteer opportunities; however, the Board of Directors reserves the right to consider the professional compliance action in making any committee or volunteer appointments.

c. Suspension

A suspension shall be a written sanction, causing 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 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. Notwithstanding the foregoing, a Fellow or Member who has successfully reinstated into Fellowship or Membership may apply for ASSOCIATION or ACADEMY volunteer opportunities; however, the Board of Directors reserves the right to consider the professional compliance action in making any committee or volunteer appointments.

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d. Expulsion

An expulsion shall be a written sanction, causing 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 accept a reapplication for Fellowship or Membership from an expelled Fellow or Member provided he or she meets all requirements to apply to become a Fellow or Member.

e. Board Notification

If the Committee on Professionalism determines that a prima facie violation of the Standards of Professionalism has occurred, the Committee shall confidentially notify the Board of Directors that a grievance has been filed against a Fellow or Member in order to avoid a conflict of interest in potential committee or volunteer appointment.

5.2 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. As implemented in Paragraph 5.3 of these Bylaws and except for Inactive or Emeritus Fellows who have allowed their medical licenses to lapse, limitations or restrictions 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.

b. As implemented in Paragraph 5.3 of these Bylaws, limitation on license to dispense narcotics.

c. As implemented in Paragraph 5.3 of these Bylaws, conviction of any felony, or the entry of a plea of guilty or no contest to a felony charge.

d. As implemented under Paragraph 5.3 of these Bylaws, 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.

e. As implemented under Paragraph 5.4 of these Bylaws, failure to comply with the ASSOCIATION Standards of Professionalism, as adopted by the Fellowship.

5.3 Professional Compliance Process Regarding Medical Licensure Actions, Limitation on License to Dispense Narcotics, Felony Conviction or Entry of a Plea of Guilty or No Contest to Felony Count(s), or Failure to Comply with Other ASSOCIATION Requirements

a. All professional compliance matters other than alleged violations of the mandatory Standards of Professionalism under Paragraph 5.4 shall be subject to this Paragraph 5.3 and shall be handled in accordance with such procedures as the Board of Directors may from time to time determine.

b. The ASSOCIATION shall gather publicly available information, as well as information from the National Practitioner Data Bank about any Fellow or Member ("Respondent") against whom action has been taken by the licensing board of any state or Canadian province; or who has been convicted of a felony, or plead guilty or no contest to a felony; or who has had his or her license to dispense narcotics limited; or who is alleged to have failed 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

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Fellowship or the Board of Directors. Any Fellow or Member who no longer maintains a full, unrestricted and unlimited license to practice medicine or who has pled guilty or no contest to a felony is obligated to notify the ASSOCIATION Office of General Counsel within thirty (30) days of such action.

c. The ASSOCIATION shall notify such Respondent that the matter will be considered by the Board of Directors at least ninety (90) days prior to the date of the meeting of the Board of Directors at which it will be considered. Respondent shall have the opportunity to submit a written statement and supporting materials for consideration by the Judiciary Committee; any such written statement and supporting materials shall be filed with the ASSOCIATION Office of General Counsel within thirty (30) days of the receipt of such notification.

d. The Judiciary Committee shall consider all relevant materials and prepare recommendations to the Board of Directors for any professional compliance action to be taken regarding such Respondent.

e. Any professional compliance action regarding a Respondent taken pursuant to Paragraph 5.3 shall require a two-thirds (2/3rds) vote of the members of the Board of Directors present and voting; it shall take effect immediately. The ASSOCIATION shall notify the Respondent within thirty (30) days of the decision of the Board of Directors. The decision of the Board of Directors shall be final.

f. This Paragraph 5.3 shall not apply to the AAOS Fellow or Member whose medical license in any one or more states or Canadian province has lapsed, so long as such Fellow or Member maintains a full, unrestricted license in the state(s) in which he or she is actively practicing.

5.4 Professional Compliance Process Regarding Alleged Violations of ASSOCIATION Standards of Professionalism

A Fellow or Member may file complaints about another Fellow or Member for alleged violations of the ASSOCIATION 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 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 of the Committee on Professionalism shall recommend that the ASSOCIATION Board of Directors reprimand, censure, suspend or expel the Respondent.

If the Committee on Professionalism Hearing Panel has recommended a compliance action, the Judiciary Committee shall conduct a hearing at which the Grievant 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.

5.5 Role of the Board of Directors in Professional Compliance Actions Filed Under Paragraph 5.4

Upon receipt of the recommendations of the Committee on Professionalism and the Judiciary Committee, the Board of Directors shall schedule consideration of the matter as soon as practicable. 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.

Any professional compliance action regarding a Fellow or Member of the ASSOCIATION shall require a two-thirds (2/3rds) vote of the members of the Board of Directors present and voting. The ASSOCIATION shall notify the

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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.

5.6 Status of Respondent During Professional Compliance Process Filed Under Paragraphs 5.3 or 5.4

The status of a Respondent shall not be altered during a professional compliance process filed under Paragraphs 5.3 or 5.4 by action of the Respondent or by the ASSOCIATION.

5.7 Notification of Others of the Professional Compliance Actions Taken by the ASSOCIATION under Article V

For any professional compliance actions taken by the ASSOCIATION Board of Directors involving censure, suspension or expulsion, the ASSOCIATION shall notify the Fellow's state licensing board, state medical society, the American Board of Orthopaedic Surgery, and, as appropriate, other medical associations. For any suspension or expulsion relating to patient health or welfare, the ASSOCIATION shall notify the National Practitioner Data Bank as may be required.

At least annually, the ASSOCIATION shall notify Fellows and Members of all professional compliance actions involving censure, suspension or expulsion, identifying such Fellow by name. Notification shall be included in publicly accessible AAOS publications. Professional compliance actions involving reprimand shall not be published by AAOS, with notice of the reprimand provided only to the Grievant.

5.8 Governed by Illinois Law; Jurisdiction and Venue

Consistent with Paragraph 5.5 of these Bylaws, any legal action challenging a decision of the Board of Directors under the Professional Compliance Program shall be governed under Illinois law. In addition, any legal action challenging a decision of the Board of Directors under the Professional Compliance Program shall be filed under the jurisdiction and venue of the Circuit Court of the County of Cook, State of Illinois, or the U.S. District Court of the Northern District of Illinois.

5.9 Covenant Not to Sue

The Professional Compliance Program serves the interests of AAOS Fellows and Members who desired a program of this type to hold Fellows and Members accountable for meeting a minimum level of ethical behavior. As such, to the fullest extent permitted by law, all Fellows and Members hereby waive, release, exonerate, forever discharge and covenant not to sue or otherwise initiate, assert, make, allege or pursue any suit, claim, proceeding, action, cause of action or demand of any kind against the ASSOCIATION or ACADEMY, including their respective Board of Directors, affiliates entities, officers, directors, committee members, attorneys, staff, representatives and agents, or any other person or entity, for any matters, acts, obligations, omissions, things or occurrences resulting from, arising out of or in any manner relating to or involving the Professional Compliance Program and/or any professional compliance action or notification, reporting or publication thereof. It is understood and agreed that all decisions made in connection with a professional compliance complaint or other professional compliance matter vest solely and exclusively in the ASSOCIATION's Board of Directors and that its decisions are final.

5.10 Attorneys' Fees and Costs

In the event that a Fellow or Member brings a legal action challenging the decision of the Board of Directors or attempts to prevent the Board of Directors from making a decision in a Professional Compliance case and does not prevail in that legal action, the ASSOCIATION will be entitled to recover an award and its reasonable attorneys' and expert witness fees, costs and post-judgment interest at the prevailing legal rate.

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ARTICLE VI - MEETINGS AND VOTE OF THE FELLOWSHIP

6.1 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.

6.2 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.

6.3 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 (1/20th) 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.

6.4 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.

6.5 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.

6.6 Quorum Regarding Proposed Resolutions, Standards of Professionalism, Bylaw Amendments, and Election of the Nominating Committee

When the Fellowship considers proposed resolutions, Standards of Professionalism or amendments to the ASSOCIATION Bylaws pursuant to Article VII or Article XVI or XIII respectively, by written or electronic means, a quorum of participation by at least ten (10) percent of the current ASSOCIATION Fellowship shall be required. In the event less than ten (10) 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 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 Standards of Professionalism and proposed amendments to the ASSOCIATION Bylaws. Individuals to serve on the Nominating Committee shall be elected pursuant to Article IX, which does not mandate a minimum percentage to be elected.

6.7 Elections of AAOS Officers and Others

a. Elections if there are no candidates for AAOS Office Nominated under Paragraph 9.2.d.(vi)

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If there are no candidates nominated for any AAOS Office by twenty (20) or more Fellows under Paragraph 9.2.d.(vi), the Fellowship shall vote on the report of the Nominating Committee at the ASSOCIATION 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, members of the Board of Directors, and nominees to the American Board of Orthopaedic Surgery to be elected.

b. Elections if there are one or more candidates for AAOS Office Nominated under Paragraph 9.2.d.(vii)

If there are one or more candidates for AAOS Office submitted by twenty (20) or more Fellows under Paragraph 9.2.d.(vii)of these Bylaws, each Fellow shall be entitled to cast an electronic ballot with one (1) vote for each duly-nominated officer of the ASSOCIATION, member of the Board of Directors, and nominees to the American Board of Orthopaedic Surgery to be elected. For at least fifteen (15) days prior to the business meeting at the Annual Meeting and until 1:00 pm the day before the business meeting, Fellows may cast a ballot electronically with one vote for each position to be elected, except for ABOS nominees, in which case Fellows may vote for up to four (4) individuals to serve. No Fellow may cast more than one ballot and no late ballots will be accepted. The ASSOCIATION shall compile the results of the ballots cast, and the President shall announce results of the balloting and those who have been duly elected during the business meeting of the Annual Meeting.

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.

6.8 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.

6.9 Conduct of Business Meetings

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.
b. Appointment of Tellers. The President shall appoint such tellers as are deemed necessary.
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.
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 VII of these Bylaws.

ARTICLE VII - RESOLUTIONS

7.1 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.

7.2 Process for Submitting a Proposed Resolution

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

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7.2.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 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 7.5.

7.2.b Submission by a BOC Member Organization

To be considered by the Fellowship after the next Annual Meeting, a resolution submitted by a BOC Member Organization must be:

i. Proposed by a BOC Member Organization, 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 BOC Member Organization; and
iii. Designated as a Resolution; and
iv. Submitted in writing to the ASSOCIATION by September 1, except as provided in Paragraph 7.5.

7.2.c Submission by a BOS Member Organization

To be considered by the Fellowship after the next Annual Meeting, a resolution submitted by an 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 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 BOS Member Organization; and
iii. Designated as a Resolution; and
iv. Submitted in writing to the ASSOCIATION by September 1, except as provided in Paragraph 7.5.

7.2.d Submission by the ASSOCIATION Board of Directors

To be considered by the Fellowship 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 7.5.

7.2.e Submission by the Board of Councilors

To be considered by the Fellowship 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 VII of these Bylaws. If the Board of Councilors submits a re-designated Advisory Opinion as an ASSOCIATION resolution, Paragraphs 7.3.a, 7.3.b, and 7.3.c of these Bylaws do not apply, pursuant to Section 11.3.

7.2.f Submission by the Board of Specialty Societies

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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 ASSOCIATION resolution, provided it has been submitted in accordance with the provisions of Article XIV of these Bylaws. If the Board of Specialty Societies submits a re-designated Advisory Opinion as an ASSOCIATION resolution, Paragraphs 7.3.a, 7.3.b, and 7.3.c of these Bylaws do not apply.

7.3 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 ASSOCIATION 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 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 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 ASSOCIATION Board of Directors and, except as otherwise provided in these Bylaws, the ASSOCIATION Resolutions Committee and the Fellowship.

d. Board of Directors. The ASSOCIATION 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.

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 resolution and of opportunities the Fellowship will have at the Annual Meeting to discuss the resolution. This notice shall specify whether the proposed ASSOCIATION resolution has

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been submitted by individual Fellows, a state orthopaedic society, an orthopaedic specialty society, the ASSOCIATION 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 ASSOCIATION will have the opportunity to cast a written or electronic ballot on the proposed ASSOCIATION resolution after the Annual Meeting.

g. 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, as it was adopted by the Board of Directors. The ASSOCIATION 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 ASSOCIATION Resolutions Committee shall develop a recommendation that the Fellowship adopt or reject each proposed resolution.

h. Ballot of the Fellowship. Within sixty (60) 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. The Fellowship shall be asked to vote on each proposed ASSOCIATION resolution, as it was adopted by the ASSOCIATION 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. This material shall be sent in coordination with the Fellowship process to elect individuals to serve on the Nominating Committee.

   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 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 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.

7.4 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 7.3, except, however, any resolution adopted by the Fellowship may only be retained, modified or rescinded by the Fellowship. Therefore, if the Board of Councilors,

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the Board of Specialty Societies and the Board of Directors 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.

7.5 Late and Emergency Resolutions

7.5.a Late Resolution

The ASSOCIATION 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.

7.5.b Emergency Resolution

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, Board of Specialty Societies 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 Joint Resolutions Committee of the Board of Councilors and Board of Specialty Societies and then by the Executive Committee of the ASSOCIATION 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.

7.5.c Binding Nature

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

7.6 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 XIII of these Bylaws.

ARTICLE VIII - OFFICERS OF THE ASSOCIATION

8.1 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.

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8.2 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.

8.3 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 announced or elected during 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 (2/3rds) vote declare the positions vacant. The ASSOCIATION shall then contact the Nominating Committee which presented its recommendations prior to 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.

8.4 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 and Leader Development, 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.

8.5 First Vice-President

8.5.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;

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iii. Serve as a non-voting ex-officio member of all committees or task forces, except the Membership and Leader Development, Resolutions, Bylaws and Nominating Committees; and
iv. Perform such other duties as the President or the Board of Directors may assign.

8.5.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.

8.6 Second Vice-President

8.6.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.

8.6.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.

8.7 Treasurer

8.7.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

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vii. Perform such other duties as the President or the Board of Directors may assign.

8.7.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.

8.8 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 IX - STANDING COMMITTEES OF THE ASSOCIATION

9.1 Classification and Organization

The ASSOCIATION shall have a Nominating Committee and a Membership Council.

9.2 Nominating Committee

The Nominating Committee shall consist of seven (7) Active Fellows – five (5) Active Fellows elected by the Fellowship, one (1) Active Fellow jointly elected by the Board of Councilors and the Board of Specialty Societies, and a Chair, an Active Fellow appointed by the Board of Directors. No member of the Nominating Committee may be a current member of the Board of Directors.

9.2.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 appropriate distribution.

9.2.b Election of Five (5) Members of the Nominating Committee by the Fellowship

i. At the business meeting of the Annual Meeting, an unlimited number of nominations from the floor shall be taken to nominate five (5) members of the Nominating Committee which will present its report of recommended officers (and others) to the Fellowship in advance 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.

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iii. Within sixty (60) days of the end of the Annual Meeting, the ASSOCIATION shall send the list of nominees' information along with a written or electronic ballot to every Fellow of the ASSOCIATION. This material shall be sent in coordination with the Fellowship voting process on proposed resolutions, bylaw amendments, and Standards of Professionalism (SOPs).

iv. Fellows shall vote for up to five (5) individuals to serve as the Nominating Committee for the next Annual Meeting. The polling shall be closed thirty (30) days after the date on which the ballot was sent or on the next business day thereafter.

v. After all votes have been cast by the Fellowship, the ASSOCIATION shall review the results and determine who has been elected. Those five (5) individuals who receive the greatest number of votes shall be considered elected, with the individual who received the sixth (6th) greatest number of votes serving as an alternate member of the Nominating Committee.

vi. 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 five (5) individuals in terms of number of votes received in the vote by the Fellowship, 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.

9.2.c Nominating Committee Representation by the Board of Councilors and the Board of Specialty Societies

After the Fellowship has elected its five (5) representatives to the Nominating Committee, the Board of Councilors and the Board of Specialty Societies shall jointly elect one (1) member to the Nominating Committee pursuant to Article IX, Section 9.2 of these Bylaws. In electing an individual to serve on the Nominating Committee, the Board of Councilors and the Board of Specialty Societies shall be mindful of the provision that no more than two (2) elected members of the Nominating Committee may practice in the same state or province; the Officers of the Board of Councilors and the Board of Specialty Societies shall jointly determine how this requirement shall be met and how this vote shall occur.

9.2.d Nominating Committee Deliberation Process

i. As soon as practicable after the ballots have been tabulated, the ASSOCIATION shall notify the Fellowship of the list of all individuals who have been elected to serve on the Nominating Committee (that is, those five elected by the Fellowship, the one elected jointly by the Board of Councilors and the Board of Specialty Societies, and the Chair appointed by the Board of Directors).

ii. The Nominating Committee shall solicit and consider recommendations from the Fellowship that are submitted to it.

iii. The Nominating Committee shall conduct its initial deliberations separate from and prior to one hundred and twenty (120) days in advance of the business meeting of the Annual Meeting.

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iv. 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; and nominees to the American Board of Orthopaedic Surgery (as required).

v. At least one hundred and twenty (120) 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.

vi. At least ninety (90) 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. If there are no candidates submitted under this Paragraph, then the election of those nominated by the Nominating Committee shall occur at the ASSOCIATION business meeting of the Annual Meeting.

vii. If there are one or more candidates nominated under Paragraph 9.2.d.(vi), after the ASSOCIATION has determined that the candidate(s) being nominated by twenty (20) or more Fellows wishes to be considered, he or she (they) shall be requested to provide the same information to the Nominating Committee that the Nominating Committee had requested of all other individuals it had considered for the same position(s). The Nominating Committee shall review the candidacy of any individual(s) so proposed, using the same criteria as used with its initial recommendation, and shall recommend a preferred candidate, if any, to the Fellowship. The Nominating Committee's recommended final slate, along with all individual nominees, shall be included with the balloting materials distributed to all Fellows.

viii. If there are one or more candidates nominated under Paragraph 9.2.d.(vi), at least thirty (30) days before the business meeting at the Annual Meeting, the ASSOCIATION shall prepare a ballot that contains the names of all duly-nominated individuals for the positions of Second Vice-President; Treasurer-Elect (if any); At-large members of the Board of Directors; and nominees to the American Board of Orthopaedic Surgery (as required). For any position for which there are (2) candidates or more, except for the ABOS, each individual shall prepare a statement of up to three hundred (300) words, explaining how he or she will seek to accomplish his or her vision of the ASSOCIATION and the ACADEMY. The Nominating Committee's recommended final slate shall be included with this balloting material.

ix. If there are one or more candidates nominated under Paragraph 9.2d.(vi), at least fifteen (15) days before the business meeting at the Annual Meeting, the ASSOCIATION will make the ballot (and balloting materials) available for Fellows to vote electronically in a secure manner. Fellows may cast a ballot with one vote for each position to be elected, except for the ABOS nominees, in which case Fellows may vote for up to four (4) individuals to serve. Voting shall remain open until 1:00 pm (in the Annual Meeting time zone) the day before the business meeting. No Fellow may cast more than one ballot and no late ballots will be accepted. The ASSOCIATION shall compile the results of the ballots cast, and provide the results to the President in advance of the business meeting of the Annual Meeting. 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.

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x. If there are one or more candidates nominated under Paragraph 9.2.d.(vi), at the business meeting of the Annual Meeting, the President shall announce the results of the balloting and the names of those duly elected. If there are no candidate(s) nominated under Paragraph 9.2.d.(vi), then the Chair or a representative of the Nominating Committee shall present the Nominating Committee Report during the ASSOCIATION business meeting at the Annual Meeting, after which the Fellowship shall vote on it.

9.3 Membership Council

There shall be a Membership Council. In addition to other responsibilities assigned by the Board of Directors, the Membership Council 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 X - BOARD OF DIRECTORS

10.1 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.

10.2 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 three (3) 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 three (3). 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 three (3) 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 twice for a two-year term, two (2) voting members of the Board of Directors who are not orthopaedic surgeons or Fellows of the ASSOCIATION, based upon such criteria that the Board of Directors shall from time to time adopt.

10.3 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

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ASSOCIATION. The Chief Executive Officer may delegate to any other employee such responsibilities as he or she shall deem appropriate.

10.4 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.

10.5 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.

10.6 Removal of Directors

A member of the Board of Directors may be removed only for cause by a two-thirds (2/3rds) 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.

10.7 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.

10.8 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.

10.9 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.

10.10 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.

10.11 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

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

10.12 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.

10.13 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.

10.14 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.

10.15 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.

10.16 Finance Committee

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.

10.17 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 XI - BOARD OF COUNCILORS

11.1 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.

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11.2 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 VII and XIIIof these Bylaws; and
d. Advise the ASSOCIATION Board of Directors regarding matters of importance to orthopaedic surgeons.

11.3 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 VII of these Bylaws; and
f. Providing other advice as appropriate to the 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 IX, Section 9.2 of these Bylaws.

11.4 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 VII 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 (2/3rds) 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.

11.5 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.

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11.6 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.

11.7 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.

11.8 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.

11.8.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.

11.8.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.

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11.8.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.

11.9 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.

11.10 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 guidelines.

ARTICLE XII - BOARD OF SPECIALTY SOCIETIES

12.1 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.

12.2 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 ASSOCIATION; and
b. Facilitate communications between the member organizations of the Board of Specialty Societies and the ASSOCIATION and among such societies; and
c. Advise the ASSOCIATION 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 ASSOCIATION resolutions and proposed amendments to the ASSOCIATION Bylaws at the Fall Meeting of the Board of Councilors and Board of Specialty Societies, consistent with Articles VII and XIII these Bylaws; and
e. Develop Advisory Opinions to be submitted to the Board of Directors of the ASSOCIATION; and
f. Determine 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 VII of these Bylaws.

12.3 Duties of the Board of Specialty Societies

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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 ASSOCIATION 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 ASSOCIATION initiatives; and
d. Assisting in the execution and implementation of ASSOCIATION policies within the member organizations of the Board of Specialty Societies; and
e. Developing recommendations of ASSOCIATION resolutions and proposed amendments to the ASSOCIATION Bylaws; and
f. Developing Advisory Opinions to be submitted to the Board of Directors of the ASSOCIATION; and
g. 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 VII of these Bylaws; and
h. Providing other advice as appropriate to the Board of Directors; and
i. 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 IX, Section 9.2 of these Bylaws.

12.4 Advisory Opinions and ASSOCIATION Resolutions

The Board of Specialty Societies shall have a formal process for offering Advisory Opinions to the ASSOCIATION 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 ASSOCIATION Resolution which will be then considered under Article VII 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 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 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.

12.5 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.

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12.5.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.

11.8.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 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.

11.8.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.

12.6 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.

12.7 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 guidelines.

ARTICLE XIII - AMENDMENTS TO BYLAWS

13.1 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.

13.2 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

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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 ensuring 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 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.

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 Board of 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 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 and Board of Specialty Societies, 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

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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.

h. Withdrawal of Bylaws Amendment. If the Board of Councilors, the Board of Specialty Societies, 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 sixty (60) days of 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. The Fellowship shall be asked to vote on each proposed ASSOCIATION 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. This material shall be sent in coordination with the Fellowship process to elect individuals to serve on the Nominating Committee.

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 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 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 (2/3rds) of those Fellows casting ballots.

13.3 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 XIV - 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, 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

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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 XV - INDEMNIFICATION

15.1 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.

15.2 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 15.1 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.

15.3 Specific Cases

Any indemnification under Paragraph 15.1 (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 15.1. Such determination shall be made:

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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.

15.4 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.

15.5 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.

15.6 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 XVI - CODE OF MEDICAL ETHICS AND PROFESSIONALISM AND STANDARDS OF PROFESSIONALISM

16.1 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 (2/3rds) vote of the Board of Directors present and voting.

16.2 Standards of Professionalism

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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 these Bylaws.

16.3 Process for Adopting Standards of Professionalism (SOPs)

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

a. Submission of proposed Standards of Professionalism. Proposed Standards 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 they will be considered and voted on. One individual should be identified as the Sponsor of the proposed Standards of Professionalism.

b. Appointment of Advisor. If submitted by individual Fellows, as soon as is practical after Standards of Professionalism have been submitted, the Board shall appoint an Advisor to the Sponsor of such statement. The Advisor shall assist the Sponsor by ensuring that the SOPs are 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. Proposed Standards of Professionalism (as they may be revised upon the suggestions of the Advisor) shall be submitted to the Board of Councilors and Board of Specialty Societies for their 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 Standards of Professionalism, at which the Sponsor may, but is not required to testify.

   After the Open Hearing, the Joint Professionalism Committee of the Board of Councilors and Board of Specialty Societies shall develop a report and recommendation on the proposed Standards of Professionalism 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 proposed Standards. The Board of Councilors and the Board of Specialty Societies shall conduct separate votes on the proposed recommendations of the Joint Professionalism Committee. The recommendations of the Board of Councilors and Board of Specialty Societies 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. Committee on Professionalism. The Committee on Professionalism shall consider the proposed Standards of Professionalism and prepare comments for consideration by the ASSOCIATION Board of Directors and Standards of Professionalism Oversight Committee and, except as otherwise provided in these Bylaws, the Fellowship.

f. Board of Directors. The ASSOCIATION Board of Directors, at its December meeting following the Fall Meeting of the Board of Councilors and Board of Specialty Societies, shall consider the

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proposed Standards of Professionalism and prepare comments for consideration by the ASSOCIATION Standards of Professionalism Oversight Committee and 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 Standards 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 Standards 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 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 Standards of Professionalism, based upon a report that provides its proposed recommendations regarding the proposed Standards.

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 the proposed Standards of Professionalism. If the Standards of Professionalism Oversight Committee recommends that proposed Standards of Professionalism be modified, the Committee's proposed modification shall be submitted to the Fellowship for its consideration.

i. Withdrawal of proposed Standards of Professionalism. If the Board of Councilors, the Board of Specialty Societies, the Board of Directors, the Committee on Professionalism and the ASSOCIATION Standards of

Professionalism Oversight Committee each determines that proposed Standards of Professionalism should be rejected, they shall be withdrawn and shall not be considered by the Fellowship.

j. Ballot of the Fellowship. Within sixty (60) days of 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 the proposed Standards of Professionalism. The Fellowship shall be asked to vote on the proposed Standards of Professionalism, as they were 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 Standards of Professionalism Oversight Committee shall be included. This material shall be sent in coordination with the Fellowship process to elect individuals to serve on the Nominating Committee.

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

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k. Extension of Time. In the event that less than five (5) 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.

l. Effect of Adoption of the Standards 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 Standards of Professionalism shall require the affirmative vote of two-thirds (2/3rds) of those Fellows casting ballots.

ARTICLE XVII - MISCELLANEOUS PROVISIONS

17.1 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 III and as the Board may determine.

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

17.2 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.

17.3 Fiscal Year

The Board shall define the fiscal year.

ARTICLE XVIII - 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."

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ARTICLE XIX - 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.

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