

February 2020

## **NOTICE OF ANNUAL BUSINESS MEETINGS**

This is the official notice that the Eighty-Seventh Annual Meeting of the American Academy of Orthopaedic Surgeons and the Twenty-Second Annual Meeting of the American Association of Orthopaedic Surgeons will be held at the Orange County Convention Center, Orlando, FL on March 24-28, 2020.

### **All Fellowship Meetings**

All official meetings of the Fellowship will be held in the Chapin Theater of the Orange County Convention Center. The schedule of official meetings is as follows:

- “Your Academy 2020” -- Thursday, March 26, 2020, at 9:30 a.m.
- Guest Speaker -- Thursday, March 26, 2020, at 10:30 a.m. – Susan Cain – “*The Power of Introverts Among Us* – Optimizing Your Musculoskeletal Health Teams.” Susan Cain is a *New York Times* best-selling author and record-breaking TED Talk speaker.
- Business Meeting of the American Academy of Orthopaedic Surgeons -- Thursday, March 26, 2020, at 11:30 a.m.
- Business Meeting of the American Association of Orthopaedic Surgeons -- Thursday, March 26, 2020, at 12:00 p.m. (Immediately following the Academy Business Meeting)

### **Open Hearings**

The AAOS *Resolutions Committee* will conduct an *Open Hearing* regarding AAOS Resolutions on Wednesday, March 25, 2020, beginning at 1:00 p.m. in Room W311 C of the Orange County Convention Center.

The AAOS *Bylaws Committee* will conduct an *Open Hearing* regarding amendments to the AAOS Bylaws on Wednesday, March 25, 2020, in Room W311 C of the Orange County Convention Center, beginning shortly after the conclusion of the *Resolutions Committee* Open Hearing.

All Fellows are encouraged to attend and participate in these meetings.

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## 2020 Nominating Committee Members

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In March 2019, the Board of Directors appointed the Chair of the 2020 Nominating Committee, and in June 2019, the Fellowship elected five (5) members to the 2020 AAOS Nominating Committee. In June 2019, the BOC/BOS also elected one representative to serve on the 2020 Nominating Committee. The members of the 2020 AAOS Nominating Committee are:

Gerald R. Williams, Jr., MD, FAAOS, Chair (PA)	CAPT (Ret) Matthew T. Provencher, MD, FAAOS (CO)
Stephen S. Burkhart, MD, FAAOS (TX)	Anthony E. Romeo, MD, FAAOS (NY)
Lisa K. Cannada, MD, FAAOS (FL) – BOC/BOS Representative	Jennifer M. Wolf, MD, FAAOS (IL)
Jesse B. Jupiter, MD, FAAOS (MA)	

In accordance with Paragraph 9.2.d.v of the Bylaws of the American Association of Orthopaedic Surgeons, the AAOS Nominating Committee released its proposed candidates for each position “at least one hundred and twenty (120) days in advance of the business meeting of the Annual Meeting” and the names of such individuals are included in this Official Notice of the Annual Meeting.

## NOMINEES PRESENTED BY THE 2020 AAOS NOMINATING COMMITTEE

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The 2020 AAOS Nominating Committee recommends the following individuals to serve, effective at the end of the 2020 Annual Meeting:

Second Vice-President: Felix (Buddy) H. Savoie, III, MD, FAAOS (LA)  
At-Large Member of the Board of Directors (Age 45 and Over): Alexander Vaccaro, MD, PhD, MBA, FAAOS (PA)  
At-Large Member of the Board of Directors (Under Age 45): Matthew P. Abdel, MD, FAAOS (MN)

During the Business Meeting of the American Association of Orthopaedic Surgeons on March 26, 2020, the Fellowship will vote on these nominees.

## NOMINATIONS FOR 2021 AAOS NOMINATING COMMITTEE

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At the Business Meeting of the American Association of Orthopaedic Surgeons on Thursday, March 26, 2020, an unlimited number of nominations will be accepted for the 2021 AAOS Nominating Committee. Only Active Fellows may serve on the Nominating Committee, and no person may be elected to serve on the Nominating Committee more than three (3) times. All

persons nominated will be sent a notification and a form containing a statement for them to sign regarding their willingness to serve. They will also be asked to provide a short personal statement. Following Annual Meeting, an electronic ballot containing a list of those nominated and willing to serve will be sent to all Fellows.

## **PROPOSED ASSOCIATION RESOLUTIONS (for Fellowship Vote after the 2020 Annual Meeting)**

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The AAOS Resolutions Committee will conduct an Open Hearing on Wednesday, March 25, 2020, on the proposed Academy and Association Resolutions. The Open Hearing will begin at 1:00 p.m. in Room W311 C of the Orange County Convention Center.

### **Five-Year Review of Previously Adopted Association Resolutions**

The Association Resolutions listed below have been submitted in accordance with Article VII, Paragraph 7.4 of the Association Bylaws which requires the Board of Directors to review all resolutions adopted by the Fellowship within five (5) years. The Fellowship adopted or retained the resolutions below in May 2015. The Board of Directors submitted its recommendations on these resolutions to the Board of Councilors and the Board of Specialty Societies for review at the 2019 Fall Meeting. The resolutions below include the recommendation of the Board of Directors from June 2019 and December 2019; Board of Councilors from October 2019; and Board of Specialty Societies from October 2019.

#### **Association Resolution #1: Evaluation/Management (E/M) and CPT Codes**

Adopted 2010; modified and retained 2015

- A. **Resolved**, the American Association of Orthopaedic Surgeons shall support efforts to streamline and simplify Evaluation/Management (E/M) and CPT codes.

*June 2019 Recommendation of the Board of Directors: **Retain***

*October 2019 Recommendation of the Board of Councilors: **Retain***

*October 2019 Recommendation of the Board of Specialty Societies: **Retain***

*December 2019 Recommendation of the Board of Directors: **Retain***

#### **Association Resolution #2: American Association of Orthopaedic Surgeons on Policy on Medical Care in the United States and Health Care Reform**

Adopted 1995; modified and retained 2000, 2005, 2010; retained 2015

- A. **Resolved**, that the American Association of Orthopaedic Surgeons shall base its policies concerning health care delivery on the principles of patient autonomy and shared decision-making between the patient and the physician. AAOS should advocate for

health care delivery that maximizes the health of the patient, return to social engagement and economic independence; and be it further

- B. **Resolved**, that the American Association of Orthopaedic Surgeons shall support and advocate for the Principles of Health Care Reform and Specialty Care, as adopted and amended from time to time by the Board of Directors of the American Association of Orthopaedic Surgeons.

*June 2019 Recommendation of the Board of Directors: **Retain***

*October 2019 Recommendation of the Board of Councilors: **Retain***

*October 2019 Recommendation of the Board of Specialty Societies: **Retain***

*December 2019 Recommendation of the Board of Directors: **Retain***

### **Association Resolution #3: Supply of Orthopaedic Surgeons**

Adopted 1995; modified and retained 2000; retained 2005, 2010, and 2015

- A. **Resolved**, that the Board of Directors of the American Association of Orthopaedic Surgeons shall continue to monitor the size and composition of the orthopaedic work force and the number of orthopaedic residency and fellowship positions and take all appropriate and legal actions to address serious Fellowship concerns about these issues.

*June 2019 Recommendation of the Board of Directors: **Retain***

*October 2019 Recommendation of the Board of Councilors: **Retain***

*October 2019 Recommendation of the Board of Specialty Societies: **Retain***

*December 2019 Recommendation of the Board of Directors: **Retain***

## **PROPOSED ACADEMY RESOLUTIONS** **(for Fellowship Vote after the 2020 Annual Meeting)**

### **Five-Year Review of Previously Adopted Academy Resolution**

The Academy Resolutions listed below have been submitted in accordance with Article VI, Paragraph 6.4 of the Academy Bylaws which requires the Board of Directors to review all resolutions adopted by the Fellowship within five years. The Fellowship adopted or retained the resolutions below May 2015. The Board of Directors submitted its recommendations on these resolutions to the Board of Councilors and the Board of Specialty Societies for review at the 2019 Fall Meeting. The resolutions below include the recommendation of the Board of Directors from June 2019 and December 2019; Board of Councilors from October 2019; and Board of Specialty Societies from October 2019.

### **ACADEMY RESOLUTION #4: Process of Academy Approval of Evidence-Based Clinical Practice**

## **Guidelines**

Adopted 1995; retained 2000; modified and retained 2005, 2010, 2015

- A. **Resolved**, that the Board of Directors of the American Academy of Orthopaedic Surgeons shall ensure that all evidence-based clinical practice guidelines include a formal review process to include a period of targeted peer review by topic and methodological experts as well as a period of public commentary by interested parties, including members of the Board of Councilors and Board of Specialty Societies, prior to presentation for formal approval by the Council on Research and Quality and the AAOS Board of Directors.

*June 2019 Recommendation of the Board of Directors: **Retain***

*October 2019 Recommendation of the Board of Councilors: **Retain***

*October 2019 Recommendation of the Board of Specialty Societies: **Retain***

*December 2019 Recommendation of the Board of Directors: **Retain***

## **ACADEMY RESOLUTION #5: Additional Subspecialty Certificates in Orthopaedic Surgery**

Adopted 1989; modified and retained 1990, 1994, and 1995; retained 2000; modified and retained 2005; retained 2010 and 2015

- A. **Resolved**, that it shall be the policy of the American Academy of Orthopaedic Surgeons to oppose the issuance of additional subspecialty certificates (formerly known as Certificates of Added [Qualifications (CAQs)] in orthopaedic surgery.

*June 2019 Recommendation of the Board of Directors: **Retain***

*October 2019 Recommendation of the Board of Councilors: **Retain***

*October 2019 Recommendation of the Board of Specialty Societies: **Retain***

*December 2019 Recommendation of the Board of Directors: **Retain***

## **PROPOSED AMENDMENTS TO THE AAOS BYLAWS (for Fellowship Vote after the 2020 Annual Meeting)**

The AAOS Bylaws Committee will conduct an Open Hearing on Wednesday, March 25, 2020, on the proposed amendments to the AAOS Bylaws. The Open Hearing will begin shortly after the conclusion of the Resolutions Committee Open Hearing in Room W311 C of the Orange County Convention Center around 1:15 p.m. All Fellows will have the opportunity to vote on the recommendations of the AAOS Bylaws Committee on the proposed bylaw amendments shortly after the 2020 Annual Meeting.

In the following proposed amendments, language to be added is underlined and language to be deleted is struck through.

## **Bylaws Amendment Group #1: Streamline Bylaws - Academy**

### **Article VI – RESOLUTIONS**

#### 6.3 Process for Considering a Resolution

The ACADEMY shall consider a resolution in the following process:

- a. Appointment of Advisor. As soon as is practical after the resolution has been duly submitted, the ACADEMY shall appoint an Advisor to the Sponsor of each resolution. The Advisor shall assist the Sponsor by ensuring that the resolution is in proper form, clarifying the language of the resolution, determining if the ACADEMY or the ASSOCIATION has taken previous action on the same topic, assessing whether the action requested is legal and whether the ACADEMY is capable of performing the action requested, and other pertinent matters. The Sponsor shall be guided by, but not bound by, the advice of the Advisor.
- b. Submission to the Board of Councilors and the Board of Specialty Societies. The resolution (as it may be revised upon the suggestions of the Advisor) shall be submitted to the Board of Councilors and the Board of Specialty Societies for their consideration and vote at the Fall Meeting.
- c. Board of Councilors and Board of Specialty Societies. At the Fall Meeting, the Board of Councilors and the Board of Specialty Societies shall conduct an Open Hearing on the resolution, at which the Sponsor may, but is not required to testify.

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

- d. Board of Directors. The ACADEMY Board of Directors, at its December meeting following the Fall Meeting of the Board of Councilors and Board of Specialty Societies, shall consider and vote on the proposed resolution. The resolution as adopted by the Board of Directors shall be voted on by the Fellowship after the next Annual Meeting.
- e. Withdrawal of Resolution. If the Board of Councilors, the Board of Specialty Societies, and the Board of Directors each determines that the resolution should be rejected,

such resolution shall be withdrawn and shall not be considered by the Resolutions Committee at the next Annual Meeting or by the Fellowship.

- f. Notice to the Fellowship before the Annual Meeting. At least thirty (30) days prior to the business meeting of the Annual Meeting, the ACADEMY will notify the Fellowship of the proposed ACADEMY resolution and of opportunities the Fellowship will have at the Annual Meeting to discuss the resolution. This notice shall specify whether the proposed ACADEMY resolution has been submitted by individual Fellows, a state orthopaedic society, an orthopaedic specialty society, the ACADEMY Board of Directors, the Board of Councilors, or the Board of Specialty Societies. In this communication, the Fellowship will also be informed that all Active, Inactive and Emeritus Fellows of the ACADEMY will have the opportunity to cast a written or electronic ballot on the proposed ACADEMY resolution after the Annual Meeting.
- g. ACADEMY Resolutions Committee; Annual Meeting. During the Annual Meeting, the ACADEMY Resolutions Committee shall hold an Open Hearing at which time all proposed resolutions will be discussed. The time and location of the Open Hearing shall be announced to the Fellowship. The Sponsor, Board of Directors, Board of Councilors, Board of Specialty Societies and any other interested Fellow, Member or guest may appear before the ACADEMY Resolutions Committee to present information and opinions. ~~In addition, during the annual business meeting, the ACADEMY Resolutions Committee will solicit comments regarding the proposed resolution, as it was adopted by the Board of Directors.~~ The ACADEMY Resolutions Committee may not modify ~~amend~~ the language of the resolution but is charged with collecting and collating the opinions presented about the resolution during the Open Hearing and annual business meeting.

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

- h. Ballot of the Fellowship. Within sixty (60) days of the end of the Annual Meeting, the ACADEMY shall send each Active, Inactive and Emeritus Fellow a packet that contains a ballot and information developed by the Resolutions Committee appropriate to brief the Fellowship on each proposed ACADEMY resolution. The Fellowship shall be asked to vote on each proposed ACADEMY resolution, as it was adopted by the ACADEMY Board of Directors the previous December. In addition, a summary of the views of the Board of Councilors, the Board of Specialty Societies, the Board of Directors and the Resolutions Committee shall be included.

In this packet, the ACADEMY will instruct Fellows to cast their ballots (either in writing or electronically) within the next thirty (30) days. The packet will also include an indication that at least five (5) 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 five (5) percent of the Fellowship votes by the deadline, the ACADEMY Board of Directors, in its discretion, may extend the voting period for up to two (2) additional thirty (30) day increments.
- j. Effect of Adoption of the Resolution. As soon as possible after the ballots have been tabulated, the ACADEMY will communicate the results of the ballot to the Fellowship. The Board of Directors shall be responsible for the reasonable and timely implementation of all resolutions adopted by the Fellowship. The ACADEMY shall report how it is implementing the adopted resolutions.

## ~~6.5—Late and Emergency Resolutions~~

### ~~6.5.a—Late Resolution~~

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

### ~~6.5.b—Emergency Resolution~~

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

~~When the packet of proposed resolutions is sent to the Fellowship within sixty (60) days of the end of the Annual Meeting, the Emergency Resolution shall be included with the other proposed resolutions, along with the materials required for all other resolutions.~~

### ~~6.5.c—Binding Nature~~

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

## Article VII – OFFICERS OF THE ACADEMY

### ~~7.8 Treasurer Elect~~

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

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

## Article VIII – BOARD OF DIRECTORS

### 8.3 Chief Executive Officer

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

### 8.12 Finance Committee

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

## Article IX – BOARD OF COUNCILORS

### ~~9.1 Board of Councilors (BOC)~~

There shall be a Board of Councilors, the purpose, duties, geographic distribution, composition and organization of which shall be established and modified, as necessary, in accordance with

the rules and procedures developed by the Board of Councilors and approved by the ACADEMY Board of Directors. ~~The Board of Councilors shall be advisory to the Board of Directors of the ACADEMY. The Board of Councilors shall be advisory to the Board of Directors of the ACADEMY; and may propose, consider and make recommendations on ACADEMY resolutions and advisory opinions, and proposed amendments to the ACADEMY bylaws, consistent with Articles VI, IX and XI, respectively.~~

### ~~9.2 Purpose of the Board of Councilors~~

~~The purposes of the Board of Councilors shall be to:~~

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

### ~~9.3 Duties of the Board of Councilors~~

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

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

- ~~f. Providing other advice as appropriate to the ACADEMY Board of Directors; and~~
- ~~g. After the Fellowship has elected its five (5) representatives to the Nominating Committee, electing in collaboration with the Board of Specialty Societies one (1) Active Fellow to serve on the ASSOCIATION Nominating Committee pursuant to Article XII, Section 12.2 of the ASSOCIATION Bylaws.~~

#### ~~9.4 Advisory Opinions and ACADEMY Resolutions~~

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

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

#### ~~9.5 Membership~~

~~Each state, the District of Columbia, Puerto Rico, the U.S. Military, geographic regions, and Canada shall have at least of one (1) councilor to serve on the Board of Councilors. Additional councilors from individual states or geographic regions may be added, based upon geographic and numerical ratios as determined by the Board of Directors. An effort will be made to ensure that every Active Fellow is represented in at least one way on the Board of Councilors. Those Fellows elected to serve as members of the Board of Councilors of the ASSOCIATION shall also serve as members of the Board of Councilors of the ACADEMY in the same positions.~~

#### ~~9.6 Election of Members of the Board of Councilors~~

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

#### ~~9.7 Term of Office~~

~~The initial term of office for an elected member of the Board of Councilors shall be three (3) years. Each councilor shall be eligible for re-election for one (1) additional three (3) year term, for a maximum of six (6) consecutive years in office; provided, however, an individual elected to serve as an officer of the Board of Councilors may serve a maximum of eight (8) years in office, including his or her term as Immediate Past Chair of the Board of Councilors.~~

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

#### ~~9.8 Officers of the Board of Councilors~~

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

##### ~~9.8.a Chair~~

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

##### ~~9.8.b Chair Elect~~

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

~~The Chair Elect shall succeed to the office of Chair immediately upon the expiration of the term of office of the Chair or if the Chair dies, becomes unable or refuses to act. If the Chair Elect succeeds to the office of Chair by reason other than natural succession by expiration of the current Chair's term of office, the Chair Elect shall serve for the remaining unfulfilled term of the replaced Chair and further serve for the one (1) year term of office as Chair that he or she would have succeeded to if the current Chair had fulfilled his or her term of office.~~

#### ~~9.8.c Secretary~~

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

#### ~~9.9 Immediate Past Chair of the Board of Councilors~~

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

#### ~~9.10 Committees and Task Forces of the Board of Councilors~~

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

### **Article X – BOARD OF SPECIALTY SOCIETIES**

#### **10.1 Board of Specialty Societies (BOS)**

There shall be a Board of Specialty Societies, the purpose, duties, composition and organization of which shall be established and modified, as necessary, in accordance with rules and procedures developed by the Board of Specialty Societies and approved by the ACADEMY Board of Directors. Those elected to serve as members of the Board of Specialty Societies of the AMERICAN ASSOCIATION OF ORTHOPAEDIC SURGEONS shall also serve as members of the Board of Specialty Societies of the ACADEMY in the same positions. ~~The Board of Specialty Societies shall be advisory to the Board of Directors of the ACADEMY.~~ The Board of Specialty Societies shall be advisory to the Board of Directors of the ACADEMY; and may propose, consider and make recommendations on ACADEMY resolutions and advisory opinions, and

proposed amendments to the ACADEMY bylaws, consistent with Articles VI, X, and XI, respectively.

#### ~~10.2 Purpose of the Board of Specialty Societies~~

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

- ~~a. Foster unity and collaborative initiatives among the member organizations of the Board of Specialty Societies and the ACADEMY; and~~
- ~~b. Facilitate communications between the member organizations of the Board of Specialty Societies and the ACADEMY and among such societies; and~~
- ~~c. Advise the ACADEMY Board of Directors regarding issues of concern of the member organizations of the Board of Specialty Societies and their members; and~~
- ~~d. Consider and make recommendations on ACADEMY resolutions and proposed amendments to the ACADEMY Bylaws at the Fall Meeting of the Board of Councilors and Board of Specialty Societies, consistent with Articles VI and XI of these Bylaws; and~~
- ~~e. Develop Advisory Opinions to be submitted to the Board of Directors of the ACADEMY; and~~
- ~~f. Determine whether an Advisory Opinion to be submitted to the Board of Directors of the ACADEMY should be re-designated as an ACADEMY Resolution and considered pursuant to Article VI of these Bylaws.~~

#### ~~10.3 Duties of the Board of Specialty Societies~~

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

- ~~a. Identifying problems affecting orthopaedics and the member organizations of the Board of Specialty Societies; and~~
- ~~b. Promoting cooperation, unity and relationships among the ACADEMY and the member organizations of the Board of Specialty Societies; and~~
- ~~c. Providing a forum to exchange ideas, information, and concerns and serve as a sounding board for various ACADEMY initiatives; and~~
- ~~d. Assisting in the execution and implementation of ACADEMY policies within the member organizations of the Board of Specialty Societies; and~~

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

#### ~~10.4 Advisory Opinions and ACADEMY Resolutions~~

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

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

#### ~~10.5 Officers of the Board of Specialty Societies~~

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

#### ~~10.5.a Chair~~

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

#### ~~10.5.b Chair-Elect~~

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

#### ~~10.5.c Secretary~~

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

#### ~~10.6 Immediate Past Chair of the Board of Specialty Societies~~

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

#### ~~10.7 Committees and Task Forces of Board of Specialty Societies~~

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

## **ARTICLE XI – AMMENDMENTS TO BYLAWS**

### 11.1 Bylaws Committee

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

### 11.2 Process for Considering Amendments to the Bylaws

The ACADEMY shall consider a proposed amendment to the ACADEMY Bylaws in the following manner.

- a. Submission of proposed amendment to the Bylaws. A proposed amendment to the Bylaws must be submitted in writing by at least twenty (20) Fellows, the Board of Directors, the Board of Councilors, or the Board of Specialty Societies to the ACADEMY by September 1 before the Annual Meeting after which it will be considered and voted on.
- b. Appointment of Advisor. As soon as is practical after the proposed bylaws amendment has been duly submitted, the Board shall appoint an Advisor to the Sponsor of each proposed bylaws amendment. The Advisor shall assist the Sponsor by ensuring that the proposed bylaws amendment is in proper form, clarifying the language of the proposed bylaws amendment, determining if the ACADEMY or the ACADEMY has taken previous actions on the same topic, assessing whether the action requested is legal and whether the ACADEMY is capable of performing the action requested, and other pertinent matters. The Sponsor shall be guided by, but not bound by, the advice of the Advisor.
- c. Submission to the Board of Councilors and the Board of Specialty Societies. The proposed bylaws amendment (as it may be revised upon the suggestions of the Advisor) shall be submitted to the Board of Councilors and Board of Specialty Societies for consideration at the Fall Meeting.
- d. Board of Councilors and Board of Specialty Societies. At the Fall Meeting, the Board of Councilors and the Board of Specialty Societies shall conduct an Open Hearing on the proposed bylaws amendment, at which the Sponsor may, but is not required to testify.

After the Open Hearing, the Joint Bylaws Review Committee of the Board of Councilors and Board of Specialty Societies shall develop a report and

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

- e. Board of Directors. The ACADEMY Board of Directors, at its December meeting following the Fall Meeting of the Board of Councilors and Board of Specialty Societies, shall consider the proposed ACADEMY bylaws amendment and prepare comments for consideration by the ACADEMY Bylaws Committee and, except as otherwise provided in these Bylaws, the Fellowship.
- f. Notice to the Fellowship before the Annual Meeting. At least thirty (30) days prior to the business meeting of the Annual Meeting, the ACADEMY will notify the Fellowship of the proposed ACADEMY bylaws amendment and opportunities the Fellowship will have at the Annual Meeting to discuss the bylaws amendment. In this communication, the Fellowship will also be informed that all Active, Inactive and Emeritus Fellows of the ACADEMY will have the opportunity to cast a written or electronic ballot on the proposed ACADEMY bylaws amendment after the Annual Meeting.
- g. ACADEMY Bylaws Committee; Annual Meeting. During the Annual Meeting, the Bylaws Committee shall hold an Open Hearing at which time all proposed ACADEMY bylaws amendments will be discussed. The time and location of the Open Hearing shall be announced to the Fellowship. The Sponsor, Board of Directors, Board of Councilors, Board of Specialty Societies and any other interested Fellow, Member or guest may appear before the Bylaws Committee to present information and opinions. ~~In addition, during the annual business meeting, the Bylaws Committee will solicit comments regarding the proposed ACADEMY bylaws amendment, based upon a report by the Bylaws Committee that provides its recommendations regarding the proposed bylaws amendment.~~ The ACADEMY Bylaws Committee may not modify the language of the proposed bylaws amendment but is charged with collecting and collating the opinions presented about the proposed bylaws amendment during the Open Hearing.

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

- h. Withdrawal of Bylaws Amendment. If the Board of Councilors, the Board of Specialty Societies, the Board of Directors and the ACADEMY Bylaws Committee each determines that the proposed bylaws amendment should be rejected, such amendment shall be withdrawn and shall not be considered by the Fellowship.
- i. Ballot of the Fellowship. Within sixty (60) days of the end of the Annual Meeting, the ACADEMY shall send each Active, Inactive and Emeritus Fellow a packet that contains a ballot and information developed by the Bylaws Committee appropriate to brief the Fellowship on each proposed bylaws amendment. The Fellowship shall be asked to vote on each proposed ACADEMY bylaws amendment, as it was last recommended by the ACADEMY Board of Directors. 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.

In the packet, the ACADEMY will instruct Fellows to cast their ballots (either in writing or electronically) within the next thirty (30) days. The packet will also include an indication that at least five (5) 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 five (5) percent of the Fellowship votes by the deadline, the ACADEMY Board of Directors, in its discretion, may extend the voting period for up to two (2) additional thirty (30) day increments.
- k. Effect of Adoption of the Bylaws Amendment. As soon as possible after the ballots have been tabulated, the ACADEMY will communicate the results of the ballot to the Fellowship. To be adopted, the proposed ACADEMY bylaws amendment shall require the affirmative vote of two-thirds (2/3<sup>rd</sup>s) of those Fellows casting ballots.

#### ARTICLE XVI RULES OF ORDER

In the absence of any provision in these Bylaws, all meetings of the ACADEMY, the Board of Directors, the Board of Councilors, the Board of Specialty Societies and duly appointed committees or task forces shall be governed by standard parliamentary procedures which provide for procedural due process, including 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."~~

Submitted by: AAOS Board of Directors

*October 2019 Recommendation of the Board of Councilors: **Adopt***

October 2019 Recommendation of the Board of Specialty Societies: **Adopt**  
December 2019 Recommendation of the Board of Directors: **Adopt**

## **Bylaws Amendment Group #2: Streamline Bylaws - Association**

### **Article II – PURPOSE**

The purpose of the ASSOCIATION shall be to promote the interests of musculoskeletal patients and the profession of orthopaedic surgery. No part of the net earnings of the ASSOCIATION shall inure to the benefit of any individual.

### **Article III – MEMBERSHIP**

#### 3.1 Status of Fellowship and Membership

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

### **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 Respondent shall be notified that the Board of Directors will consider a compliance matter and afforded an opportunity to respond to the matter under consideration. The ASSOCIATION shall notify the Respondent of any such compliance action taken by the Board of Directors within thirty (30) days. The decision of the Board of Directors shall be final.

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 the benefits 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.

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 fully reinstated upon the request of the individual, provided he or she pays all past dues, fees or special assessments owing upon reinstatement. Suspension shall be for such term as the Board determines is necessary to ensure modification of behavior.

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.

## 5.2 Ground 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, being in arrears in dues for more than a period of one-hundred eighty (180) days after the final due date for the payment of such dues, as such date is determined by the ASSOCIATION in accordance with notice and collection procedures adopted by the Board of Directors.
- b. As implemented in Paragraph 5.4 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.
- c. As implemented in Paragraph 5.4 of these Bylaws, limitation on license to dispense narcotics.

- d. As implemented in Paragraph 5.4 of these Bylaws, conviction of any felony, or the entry of a plea of guilty or no contest to a felony charge.
- e. As implemented under Paragraph 5.4 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.
- f. As implemented under Paragraph 5.5 of these Bylaws, failure to comply with the ASSOCIATION Standards of Professionalism, as adopted by the Fellowship.

### 5.3 Professional Compliance Process Regarding Dues, Fees and Special Assessments

The ASSOCIATION shall certify to the Board of Directors the failure of the Fellow or Member to pay annual dues, fees, or special assessments. The ASSOCIATION shall notify the Fellow or Member that the matter will be considered by the Board of Directors at least thirty (30) days prior to the date of the meeting at which it will be considered. If the Board by a two-thirds (2/3<sup>rd</sup>s) vote of its members present and voting so determines, the ASSOCIATION shall remove the Fellow or Member from the rolls of the ASSOCIATION, effective at the close of the fiscal year for which dues, fees or special assessments are delinquent. A professional compliance action taken under this Paragraph 5.3 regarding a failure to pay dues, fees or special assessments shall not be reported to others under Paragraph 5.8.

### 5.4 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 dues, fees and special assessments under Paragraph 5.3 or alleged violations of the mandatory Standards of Professionalism) related to a Fellow or Associate Member's medical licensure actions, limitations on license to dispense narcotics, felony conviction or entry of a plea of guilty or no contest to felony counts, or failure to comply with other ASSOCIATION requirements, shall be reviewed by the Board of Directors. The process for review of such matters, based on policies and procedures established by the Board of Directors from time to time, shall afford the Fellow or Associate Member at least ninety (90) days notice prior to the date of the meeting of the Board of Directors at which it will be considered. Respondent shall have an opportunity to submit a written statement and supporting materials.
- ~~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 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.~~

- ~~e. 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 5.4 shall require a two-thirds (2/3<sup>rd</sup>s) 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.~~
- b. This Paragraph 5.4 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.

## 5.5 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. The process for administering complaints under this Article shall be governed by the Professional Compliance Program Policies and Procedures adopted by the ASSOCIATION Board of Directors. 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.~~

#### ~~5.6 Role of the Board of Directors in Professional Compliance Actions Filed Under Paragraph 5.5~~

~~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 (2/3<sup>rd</sup>s) vote of the members of the Board of Directors present and voting. The ASSOCIATION shall notify the Fellow or Member within thirty (30) days of the decision of the Board of Directors. The decision of the Board of Directors shall be final.~~

#### ~~5.67 Status of Respondent During Professional Compliance Process Files Under Paragraphs 5.4 or 5.5~~

~~The status of a Respondent shall not be altered during a professional compliance process filed under Paragraphs 5.4 or 5.5 by action of the Respondent or by the ASSOCIATION.~~

#### ~~5.78 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 (except those taken under Paragraph 5.3 dealing with non-payment of dues, fees or special assessments), 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.

#### ~~5.89~~ Governed by Illinois Law; Jurisdiction and Venue

Consistent with Paragraph 5.6 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.

#### ~~5.910~~ 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.

#### ~~5.1011~~ 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.

## Article VI – MEETINGS AND VOTE OF THE FELLOWSHIP

### 6.7 Elections of AAOS Officers and Others

Elections of AAOS Officers and Others shall be held at the Business Meeting of the Annual Meeting in accordance with Paragraph 9.2.d.

~~If there are no candidates nominated for any AAOS Office by twenty (20) or more Fellows under Paragraph 9.2.b.(xi), 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.~~

### 6.8 Other Votes of the Fellowship

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

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

### 6.9 Conduct of Business Meetings

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

6.9.b Appointment of ~~Tellers~~ Inspectors. The President shall appoint such ~~tellers~~ inspectors as are deemed necessary.

6.9.c Ballot Voting. If the Fellowship approves a motion for a ballot vote at a business meeting, such motion shall be implemented in accordance with whatever written, mechanical or electronic method the Board has previously approved.

6.9.d Motions at Business Meetings. The President shall deem any motion duly made and seconded during the business meeting of the Annual Meeting to be a resolution, which shall be considered under Article X of these Bylaws.

## Article VII – RESOLUTIONS

### 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 ASSOCIATION has taken previous action 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 Fellowship.

- d. Board of Directors. The ACADEMY Board of Directors, at its December meeting following the Fall Meeting of the Board of Councilors and Board of Specialty Societies, shall consider and vote on the proposed resolution. The resolution as adopted by the Board of Directors shall be voted on by the Fellowship after the next Annual Meeting.
- e. Withdrawal of Resolution. If the Board of Councilors, the Board of Specialty Societies, and the Board of Directors each determines that the resolution should be rejected, such resolution shall be withdrawn and shall not be considered by the Resolutions Committee at the next Annual Meeting or by the Fellowship.

- f. Notice to the Fellowship before the Annual Meeting. At least thirty (30) days prior to the business meeting of the Annual Meeting, the ACADEMY will notify the Fellowship of the proposed 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 been submitted by individual Fellows, a state orthopaedic society, an orthopaedic specialty society, the ACADEMY Board of Directors, the Board of Councilors, or the Board of Specialty Societies. In this communication, the Fellowship will also be informed that all Active, Inactive and Emeritus Fellows of the 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 modify ~~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 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 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.

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 five (5) 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.

- 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 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.

## ~~6.5—Late and Emergency Resolutions~~

### ~~6.5.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 (2/3<sup>rd</sup>s) of its members or member organizations present and voting, respectively, to consider such resolution.~~

### ~~6.5.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.~~

### ~~6.5.c—Binding Nature~~

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

## **Article VIII – OFFICERS OF THE ASSOCIATION**

## 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. The Treasurer-Elect shall succeed to the office of Treasure 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 and Leader Development Committee~~

### 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.
- 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 (6<sup>th</sup>) 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 XII, 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.
- 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 individual shall comply with the rules as established by the Nominating Committee. The ASSOCIATION shall disseminate the name(s) of any individual(s) so nominated as soon as practicable.
- vii. If there are no candidates nominated for any AAOS office by twenty (20) or more Fellows, 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.

- viii. ~~If there are one or more candidates nominated under Paragraph 12.2.b.(vi), at least thirty (30) days before the business meeting at the Annual Meeting, the ASSOCIATION shall prepare a ballot that contains~~ release 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 12.2.b.(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.
- x. If there are one or more candidates nominated ~~under Paragraph 12.2.b.(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, 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 and Leader Development Committee~~

~~There shall be a Membership and Leader Development Committee. In addition to other responsibilities assigned by the Board of Directors, the Membership and Leader Development Committee shall be responsible for the selection of those applicants to be recommended to the~~

~~Board of Directors for election as either Fellows or Members, according to such rules and procedures as the Board of Directors may from time to time adopt.~~

## **Article 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 two (2) years.

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

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

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

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

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

### 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 ASSOCIATION. The Chief Executive Officer may delegate to any other employee such responsibilities as he or she shall deem appropriate. ~~The Chief Executive Officer shall be a non-voting ex-officio member of the ASSOCIATION Board of Directors.~~

### 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.

## Article XI – BOARD OF COUNCILORS

### ~~11.1 Board of Councilors (BOC)~~

There shall be a Board of Councilors, the purpose, duties, 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.~~ The Board of Councilors shall be advisory to the Board of Directors of the ASSOCIATION; and may propose, consider and make recommendations on ASSOCIATION resolutions and advisory opinions, proposed amendments to the ASSOCIATION bylaws and ASSOCIATION Standards of Professionalism, consistent with Articles VII, XII and XVI respectively.

### ~~11.2 Purpose 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~~
- ~~e. Consider and make recommendations regarding the disposition of ASSOCIATION resolutions and proposed amendments to the ASSOCIATION Bylaws, consistent with Articles X and XVI of these Bylaws; and~~
- ~~d. Advise the ASSOCIATION Board of Directors regarding matters of importance to orthopaedic surgeons.~~

#### ~~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 X 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 XII, 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 X of these Bylaws, provided the following requirements are met:~~

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

#### ~~11.4 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.~~

#### ~~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.~~

### ~~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 purpose, duties, 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.~~ The Board of Specialty Societies shall be advisory to the Board of Directors of the ASSOCIATION; and may propose, consider and make recommendations on ASSOCIATION resolutions and advisory opinions, proposed amendments to the ASSOCIATION bylaws and ASSOCIATION Standards of Professionalism, consistent with Articles VII, XII and XVI respectively.

#### ~~12.2 Purposes of the Board of Specialty Societies~~

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

- ~~g. Foster unity and collaborative initiatives among the member organizations of the Board of Specialty Societies and the ASSOCIATION; and~~
- ~~h. Facilitate communications between the member organizations of the Board of Specialty Societies and the ASSOCIATION and among such societies; and~~
- ~~i. Advise the ASSOCIATION Board of Directors regarding issues of concern of the member organizations of the Board of Specialty Societies and their members; and~~
- ~~j. 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 X and XVI of these Bylaws; and~~

- ~~k. Develop Advisory Opinions to be submitted to the Board of Directors of the ASSOCIATION; and~~
- ~~l. 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 X of these Bylaws.~~

### ~~12.3 Duties of the Board of Specialty Societies~~

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

- ~~b. Identifying problems affecting orthopaedics and the member organizations of the Board of Specialty Societies; and~~
- ~~c. Promoting cooperation, unity and relationships among the ASSOCIATION and the member organizations of the Board of Specialty Societies; and~~
- ~~d. Providing a forum to exchange ideas, information, and concerns and serve as a sounding board for various ASSOCIATION initiatives; and~~
- ~~e. Assisting in the execution and implementation of ASSOCIATION policies within the member organizations of the Board of Specialty Societies; and~~
- ~~f. Developing recommendations of ASSOCIATION resolutions and proposed amendments to the ASSOCIATION Bylaws; and~~
- ~~g. Developing Advisory Opinions to be submitted to the Board of Directors of the ASSOCIATION; and~~
- ~~h. Determining whether an Advisory Opinion to be submitted to the Board of Directors of the ASSOCIATION should be re-designated as an ASSOCIATION Resolution and considered pursuant to Article X of these Bylaws; and~~
- ~~i. Providing other advice as appropriate to the Board of Directors; and~~
- ~~j. After the Fellowship has elected its five (5) representatives to the Nominating Committee, electing in collaboration with the Board of Councilors one (1) Active Fellow to serve on the ASSOCIATION Nominating Committee pursuant to Article XII, Section 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 X of these Bylaws, provided the following requirements are met:~~

- ~~a. The statement is a subject about which the ASSOCIATION can take action;~~
- ~~b. The statement is re-designated as an ASSOCIATION Resolution (from an Advisory Opinion);~~
- ~~c. A member organization of the Board of Specialty Societies (with a designated Fellow) is identified as the Sponsor of the Resolution;~~
- ~~d. Two thirds (2/3<sup>rd</sup>s) 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.~~

##### ~~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.~~

#### ~~12.5.b Chair Elect~~

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

#### ~~12.5.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 – AMMENDMENTS 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 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
- c. 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.
- d. 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.
- e. 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.

- 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 proposed ASSOCIATION bylaws amendment and prepare comments for consideration by the ASSOCIATION Bylaws Committee and, except as otherwise provided in these Bylaws, the Fellowship.

- g. Notice to the Fellowship before the Annual Meeting. At least thirty (30) days prior to the business meeting of the Annual Meeting, the ASSOCIATION will notify the Fellowship of the proposed 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 an electronic ballot on the proposed ASSOCIATION bylaws amendment after the Annual Meeting.
- h. ASSOCIATION Bylaws Committee; Annual Meeting. During the Annual Meeting, the Bylaws Committee shall hold an Open Hearing at which time all proposed ASSOCIATION bylaws amendments will be discussed. The time and location of the Open Hearing shall be announced to the Fellowship. The Sponsor, Board of Directors, Board of Councilors, Board of Specialty Societies and any other interested Fellow, Member or guest may appear before the Bylaws Committee to present information and opinions. ~~In addition, during the annual business meeting, the Bylaws Committee will solicit comments regarding the proposed ASSOCIATION bylaws amendment, based upon a report by the Bylaws Committee that provides its recommendations regarding the proposed bylaws amendment.~~ The ASSOCIATION Bylaws Committee may not modify the language of the Bylaws amendment but is charged with collecting and collating the opinions presented about the Bylaws amendment during the Open Hearing.

Upon hearing the evidence and the opinions presented during the Open Hearing ~~and annual business meeting~~, the ASSOCIATION Bylaws Committee shall develop a recommendation that the Fellowship adopt or reject each proposed ASSOCIATION bylaws amendment.

- i. 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.
- 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 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 last recommended by the ASSOCIATION Board of Directors. 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 five (5) percent of the current Fellowship must vote regarding the proposed bylaws amendment. In addition, of those voting, at least two-thirds (2/3<sup>rds</sup>) must vote in favor of the proposed bylaws amendment for it to be adopted.

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

## **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 (2/3<sup>rds</sup>) vote of the Board of Directors present and voting.

### 16.2 Standards of Professionalism

The ASSOCIATION shall adopt Standards of Professionalism that establish the minimum standard of acceptable conduct for orthopaedic surgeons. The Standards of Professionalism are mandatory and apply to all Fellows and Members. Modifications, additions to and deletions from a Standard of Professionalism shall require a two-thirds (2/3<sup>rds</sup>) 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 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. The Standards of Professionalism Oversight Committee may not modify the proposed Standards of Professionalism but is charged with collecting and collating the opinions presented about the Standard of Professionalism during the Open Hearing.

- 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 recommended by the ASSOCIATION Board of Directors. 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 five (5) percent of the current Fellowship must vote regarding the proposed Standards of Professionalism. In addition, of those voting, at least two-thirds ( $2/3^{\text{rds}}$ ) must vote in favor of the proposed Standards of Professionalism for them to be adopted.

- 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 ( $2/3^{\text{rds}}$ ) of those Fellows casting ballots.

#### **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 procedural due process, including adequate notice and fair opportunity for discussion. ~~The Presiding Officer may be guided by, but not bound by, the most current edition of Robert's "Rules of Order."~~

Submitted by: AAOS Board of Directors

*October 2019 Recommendation of the Board of Councilors: **Adopt***

*October 2019 Recommendation of the Board of Specialty Societies: **Adopt***

*December 2019 Recommendation of the Board of Directors: **Adopt***

## **Bylaws Amendment Group #3: Board of Councilors and Board of Specialty Societies Representation on the AAOS Nominating Committee - Association**

### **Article IX – STANDING COMMITTEES OF THE ASSOCIATION**

#### 9.2 Nominating Committee

The Nominating Committee shall consist of seven (7) Active Fellows – ~~five~~ four (4) Active Fellows elected by the Fellowship, one (1) Active Fellow ~~jointly~~ elected by the Board of Councilors, one (1) Active Fellow elected by 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.

#### 9.2a 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.

#### 9.2b Election of ~~Five (5)~~ Four (4) 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)~~ four (4) 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.
- 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).
- v. Fellows shall vote for up to ~~five (5)~~ four (4) 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.

- vi. After all the votes have been cast by the Fellowship, the ASSOCIATION shall review the results and determine who has been elected. Those ~~five (5)~~ four (4) individuals who receive the greatest number of votes shall be considered elected, with the individual who received the ~~sixth (6<sup>th</sup>)~~ fifth (5<sup>th</sup>) greatest number of votes serving as an alternate member of the Nominating Committee.
- vii. 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)~~ four (4) 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.

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

After the Fellowship has elected its ~~five (5)~~ four (4) representatives to the Nominating Committee, the Board of Councilors and the Board of Specialty Societies shall ~~jointly~~ each and independently elect one (1) member to the Nominating Committee pursuant to this Section 9.2 of these Bylaws. In electing ~~an individual~~ individuals 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. The Officers of the Board of Councilors and the Board of Specialty Societies will each and independently determine ~~and~~ how this vote shall occur.

#### 9.2d 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~~ four elected by the Fellowship, the one elected ~~jointly~~ by the Board of Councilors and the one elected by the Board of Specialty Societies, and the Chair appointed by the Board of Directors).

#### **Submitted by:**

##### Board of Councilors

Dori Cage, MD, FAAOS

David Cannon, MD, FAAOS

Wendell, Duncan, MD, FAAOS  
Cassim Igram, MD, FAAOS  
Wayne Johnson, MD, FAAOS  
Claudette Lajam, MD, FAAOS  
Sam Murrell, MD, FAAOS  
Thomas Muzzonigro, MD, FAAOS  
Robert Orfaly, MD, FAAOS  
Ricardo Rodrigues, MD, FAAOS  
Todd Schmidt, MD, FAAOS  
Laura Tosi, MD, FAAOS  
Basil Besh, MD, FAAOS

Board of Specialty Societies

Dirk Alander, MD, MHA, FAAOS  
Peter Amadio, MD, FAAOS  
Lisa Cannada, MD, FAAOS  
Frank Cordasco, MD, FAAOS  
Julie Dodds, MD, FAAOS  
Randall Morgan, MD, FAAOS  
Kevin Plancher, MD, FAAOS  
Marco Rizzo, MD, FAAOS  
Julie Samora, MD, FAAOS  
Craig Satterlee, MD, FAAOS  
Ted Schlegel, MD, FAAOS  
Scott Steinmann, MD, FAAOS  
Adolph Yates, MD, FAAOS  
Michael Bolognesi, MD, FAAOS  
John Callaghan, MD, FAAOS  
Lou McIntyre, MD, FAAOS  
Amar Ranawat, MD, FAAOS  
William Ricci, MD, FAAOS  
Carolyn Hettrick, MD, FAAOS

*October 2019 Recommendation of the Board of Councilors: **Adopt***  
*October 2019 Recommendation of the Board of Specialty Societies: **Adopt***  
*December 2019 Recommendation of the Board of Directors: **Do not adopt***

Respectfully submitted,

Donna J. Malert, CAE  
Director, Governance and Affiliate Relations