

## Proposed Revisions to AAOS Bylaws

## FAQs

### OVERVIEW OF CHANGES

**Q: Where can I find the full text of the proposed bylaws?**

A: The full text of the proposed bylaws is available on the AAOS website [Proposed Association Bylaws](#) / [Proposed Academy Bylaws](#).

**Q: Why are changes to the bylaws necessary?**

A: Our current bylaws are cumbersome and do not align with our current needs. The last comprehensive update was approved in 1996! The scope and pace of change in the MSK community and in healthcare have drastically accelerated. In this dynamic environment, governance changes are necessary to break down barriers to thoughtful leadership and efficiency; streamline roles and responsibilities; and provide the Board with a more flexible, rapid and agile, decision-making process.

The changes will also help us better incorporate feedback from Fellows and make leadership opportunities more broadly accessible. With the changes, we can ensure that AAOS operates in a nimble, adaptable, and flexible way to meet the needs of our members and enhance our ability to take care of patients.

**Q: How will these changes benefit the organization and its Fellows?**

A: The changes will benefit the entire AAOS membership by creating a more streamlined and effective governance structure, improving transparency and accountability, and ensuring that the AAOS is well-positioned to meet future challenges and opportunities. Fellows will benefit from improved representation and a more responsive and efficient organization. Our focus will be on the needs of the practicing surgeons.

The changes will align several key committees with the organization as fiduciaries (legally must act in the best interests of the organization and Fellows and support the mission regardless of personal interests).

- **Bylaws Committee:** Currently can change bylaws sent to Fellowship for vote even after BOD, BOC and BOS approval and have no legal obligation to the members or organization.
- **Governance Committee:** Oversees Board policies and Board evaluation and recommends improvements.
- **Nominating Committee:** Currently the committee has no legal responsibility to the organization (details below)

**Q: Why are we making bylaws changes now? Aren't there more important things that need attention?**

A: The last comprehensive update was approved in 1996. The bylaws changes are foundational and provide the framework for cultural and governance improvements that the AAOS Strategic Plan calls for. The changes also ensure that the future focus of leadership can remain on critical issues while procedural and operational matters are delegated to the appropriate place (such as council or committee) for oversight and management.

**IMPACT OF PROPOSED CHANGES**

**Q: Will the voting rights for any of our members change?**

A: The AAOS is a member driven organization and yes, the goal is to focus on Active Fellows who are practicing orthopaedic surgeons. In the proposed bylaws, only Active Fellows will have voting privileges as only active members pay dues. This is intended to increase engagement and participation of our members that is critical to the success of the AAOS.

Active Fellows will apply the lens of current challenges in MSK care as they vote. We value the wisdom and experience of Emeritus Fellows and will continue to welcome their contributions through other channels, but they will no longer have voting privileges and as always, they will pay no dues. Additionally, converting to Emeritus status is voluntary; any Active Fellows may choose to remain active and vote even if retired.

Additionally, reserving voting rights for Active Fellows helps AAOS be more strategic and responsive to the needs of practicing orthopaedic surgeons. This also helps to overcome stagnation that could inhibit our progress in supporting active surgeons and care of their patients.

**Q: Will the composition of the Board of Directors change?**

A: No. The current composition of the Board of Directors will remain the same, including three voting members each from the Board of Councilors and the Board of Specialty Societies.

**Q: Will the Board of Councilors and Board of Specialty Societies Board still have members on the Board of Directors?**

A: Yes. The Board of Councilors and Board of Specialty Societies will remain the same as they are now, advisory bodies to the Board of Directors. Each group will have three members who sit on the Board of Directors as voting members. Each group will nominate its own members to serve on the Board (the process outlined below under the Board nomination process).

**Q: How will the Board nominations process work?**

A: The Nominating Committee will have eight members. Four members will be Active Fellows nominated and elected by the fellowship (just as they are now) and three will be appointed by the Board (three members of the Governance Committee). The Chair of the committee will be a former director. The three members of the Presidential Line, Treasurer, Immediate Past President, and

Public Board Members are ineligible to serve on the Nominating Committee. This will allow current Board members who have a deep understanding of the needs of the Board at that time to give their perspective on the skill sets needed based on a board assessment process that includes subspecialty, geographic location, type of practice, and a formal assessment of skill sets. This Nominating Committee will propose a candidate and an alternate to the Board for each open position in case there are legal issues that the Board may know about that the Committee does not. The Board of Councilors and Board of Specialty Societies will continue with their independent Nominating Committees and recommend one candidate and one alternate to the Board.

Additionally, a Fellow may serve on the Nominating Committee **only once** in the elected capacity which will reduce any one person's influence over time and allow better representation. This process should limit the politics of popularity and place Fellows on the Board who have experience in the organization and fill the skill sets needed that year. This mirrors the process used to identify Public Board Members, where the needed skill sets are sought out.

**Q. The BOC / BOS currently elect a joint representative to the AAOS Nominating Committee; will this joint BOC/BOS seat remain on the AAOS Nominating Committee?**

A. No. As noted above, three Board Members, who are members of the Governance Committee, will be appointed to serve on the AAOS Nominating Committee. The AAOS Board of Directors currently consists of seventeen members, seven of whom (the three members of the Presidential Line, Treasurer, Immediate Past President and the two Public Board Members) are not eligible to serve on the Nominating Committee. This results in ten eligible Board Members for the Governance Committee, of which three will be appointed to serve on the Nominating Committee. Of the ten eligible Board Members, six are from the BOC and BOS. Therefore, both the BOC and the BOS will have a stronger opportunity for representation on the AAOS Nominating Committee through this appointment process.

**Q: How will future Bylaws and Standards of Professionalism be brought forward?**

A: The AAOS has grown significantly larger and more complex than it was during our last major bylaws update in 1996. To modernize the process for providing member feedback, there will be two options for proposing amendments. An update or amendment can be proposed by the Board of Directors; or by at least ten percent (10%) of the Active Fellows.

This is similar to state and local government-based referendums to be placed on the ballot where a representative number of people must endorse the update rather than a very small group.

**Q: How will resolutions be handled?**

A: The processes that are not included in the streamlined bylaws will be handled in a procedure book accessible to the Fellows. As a bylaws change is not needed to make changes to the procedures, future boards will have flexibility to respond to the changing needs of the organization with the help and advice of the Fellows. This allows the Board of Councilors and the Board of Specialty Societies to

create a mechanism to inform the Board of Directors of their members' needs, which may include an enhanced advisory opinion process.

**Q: Does streamlining bylaws and leadership structures mean we are overlooking important issues or that we are restricting decision making to fewer people?**

A: Not at all. The bylaws changes have been carefully considered to ensure compliance with relevant laws and regulations and align with the highest standards for professional societies. These changes have factored in all voices and are in the best interest of our members and their patients. By introducing process efficiencies, we will be able to better focus on the critical issues, include all voices, and ensure transparency and communication to make AAOS more nimble, relevant, and effective in meeting Fellow needs.

**Q: How do these changes impact the advocacy work of the AAOS?**

A: There are no changes to OrthoPAC and other advocacy activities.

## **PROCESS**

**Q: What is the timeline for the approval of the new bylaws?**

A: All eligible AAOS Fellows will have the opportunity to vote on the Bylaws Committee recommendation to adopt the proposed amendments within sixty days of the 2025 AAOS Annual Meeting. At least ten percent (10%) of the Fellowship must vote and two-thirds of those voting must vote in favor of the proposed bylaws amendments to be adopted.

**Q: How can Fellows provide feedback on the proposed changes?**

A: All eligible AAOS Fellows had an opportunity to comment on the proposed bylaws amendments during the Open Hearing and Business Meeting held at the AAOS Annual Meeting. No comments or concerns were raised at either the Open Hearing or the Business Meeting.

Questions on the proposed changes can be submitted through a website form as well as through conversations with members of the AAOS Board of Directors.

**Q: How were the proposed changes to the bylaws developed?**

A: The proposed changes were developed through an extensive, collaborative, comprehensive and transparent review process by the Board of Directors that included input from many AAOS Fellows as well as several expert legal advisors with nonprofit experience. The changes were all developed, reviewed, and approved by the AAOS Board of Directors, Board of Councilors, Board of Specialty Societies and the AAOS Bylaws Committee. One amendment was made by the BOC and accepted by the Board and the BOS.

**Q: Who can I contact if I have further questions or need more information?**

A: Please contact Donna Malert, Chief Governance Officer, at [malert@aaos.org](mailto:malert@aaos.org).