

May 9, 2025

Dear Colleagues,

The 2025 AAOS Balloting process will soon open. There continues to be inaccurate information communicated to AAOS Fellows and on social media. We are writing to you today to provide factual context that will help you to make an informed decision to support and vote **YES** on the proposed bylaws amendments. The following is **factual information** and **important rationale** for biased and factually incorrect things that are being circulated.

'Fellows can be removed "with or without cause" by a majority vote of the Board of Directors (BOD)'

BIASED

- This is in the new bylaws **FOR GOOD REASON**.
- Bylaws are public facing, concise and protect the organization and the membership.
- On advice from several legal firms, this is a standard provision for non-profit organizations to safeguard themselves against frivolous lawsuits (for any reason).
- There will never be a member removed without cause, a clear statement of the reason and due process.
- This will be spelled out in the policies that will support the new bylaws if passed.
- These bylaws would mean that AFTER someone is removed FOR cause, they have no legal claim and the AAOS will not have to spend a great deal of time and expense defending this program.

'Nominating Committee – The majority are now Board members'

FALSE!!

- **New:** One can serve as an elected member of the Nominating Committee ONLY once. Limiting any one person's influence on chosen leaders.
- The Nominating Committee will be 4 members elected (same as now) and 3 members of the Board from the Governance Committee, the chair will be the 2nd Past President (same as now).
- Board representation advances our process in 2 specific ways.
 - Board members truly understand the issues that the organization is facing and are the only ones who can bring that information to the Nominating Committee to better choose candidates for their skill, experience and knowledge rather than popularity.
 - Board members will fully understand (with the help of an already developed matrix) the skill sets, specialties, and practice types of the members leaving the Board and specifically what they brought to the table that needs to be replaced.

'The BOC and BOS lose their 1 person on the Nominating Committee'

BIASED

- The Governance Committee will have 3 members on the Nominating Committee.
- Of the 17 members of the Board 7 (PL, Past President, treasurer, and 2 public members) are not eligible to be on the Governance Committee. Of the remaining 10, 6 are BOC or BOS members. The most likely outcome of this is that based on the math that 1 or 2 of the BOS or BOC members of the Board will be on the Nominating Committee. This was ALL PART of the STRATEGY to lean into the BOC and BOS as they will have more input into the selection of the Nominating Committee.

'Board sole control over leadership selection; Board approves nominees by majority vote'

BIASED

- The Nominating Committee will recommend a candidate and alternate for each position for very good reason!
- The BOC and others have raised the issue of how to deal with a newly elected Board or committee member who then is sanctioned by the AAOS for a Standard of Professionalism action.
- At the time of ratification of the slate, ONLY the members of the Board are legally allowed to know of Standards of Professionalism actions about to happen and this cannot be shared with the Nominating Committee.
- The ONLY time the alternate would be picked is if there is a legal issue not known about by the Nominating Committee that the Board knows and would be a problem if the individual took office (or could not take office

if expelled based on the legal issue, be it an SOP or other legal matter). Otherwise, the initial candidate will be approved. This will also be in the policies book.

'BOC and BOS replaced by "Advisory Group" and controlled entirely by the Board – BOC and BOS are just gone'

FALSE!

- BOC and BOS have always been and are **currently 'advisory groups' and stated in exactly that language in the current bylaws... so NO CHANGE.**
- The minimal set of bylaws created specifically state no change in any aspect of the BOC or BOS.
- Both groups have three members they choose (same legal issue as the above nominating for the potential case of legal problems) to be on the Board in whatever fashion they use.

'Resolutions process eliminated'

FALSE

- The resolutions and opinion process will move to the policies book to be generated by a task force including a Past President as well as Board members from the BOC and BOS to make this process work as well as possible for everyone. Trust your leadership and the leadership of the BOS and BOC to improve this process which is not yet determined.

'Members can't "run for office of President"'

TRUE (and should be!)

- We are a professional society with integrity and those who would "run" for office may be more like politicians and are likely self-serving individuals than leaders.
- Since the process has been in place (2009), 2024 was the first year the alternate nomination process was attempted. Everyone involved in the bylaws discussions from the Board, the BOC, the BOS, and many other individuals in leadership roles as well as legal experts in not-for-profit organizations unanimously believed that our nominating process is fair and with the additions will provide a vetted candidate with the appropriate skill sets needed to be the Chair of the Board.
- Effective leaders demonstrate that by showing a long history of integrity and selflessness. The Nominating Committee will be able to differentiate these traits from self-promoters.

'Emeritus Fellows lose voting rights'

BIASED

- This is better seen as the organization focusing on those in the active practice of orthopaedic surgery.
- The AAOS will continue to engage and include our Emeritus Fellows through various open forums, task forces, committees, etc. and provide them with resources.
- Like the specialty organizations, we wish the organization's direction would be that of the active practicing surgeon.

'Bylaws changes proposed by Board or 10% of Active Fellows (thousands of sponsors)'

BIASED

- The stripped-down bylaws were created to codify the bare minimum of what is necessary plus the existence of the BOS and BOC as they are meant to be permanent.
- Concise bylaws will allow the Board to establish AAOS policies and procedures that support the bylaws.
- The goal was to have only the articles required in the bylaws and the rest in the policies/procedures to allow for change more effectively as needed by all involved.
- Board and Active Fellows will be able to offer input over future Bylaws issues as they may arise.
- 10% of the Fellowship is the equivalent of citizen referendum – not only the desire of 20 Fellows.

AAOS Finances

- AAOS is transparent to its membership through reporting annually on its finances both at the Annual Meeting Business Meeting and through the Annual Report.

- Misleading to oversimplify the AAOS finances as they include five separate organizations (Academy/Association, OLC, Ortho Properties LLC (HQ building), and Rosemont Center Property Owners Association (garage)).

As an organization, AAOS continues to be strong. Throughout the process, your colleagues who were elected and nominated by the BOC and BOS have acted with complete transparency including:

- Releasing the full slate of changes with multiple summaries and table in August of 2024 a month prior to the Combined NOLC/Fall Meeting
- Had 6 hours of discussion at the Combined NOLC/Fall Meeting and accepted an amendment from the BOC, demonstrating a level of trust.
- Had an Open Hearing at the Annual Meeting during which **NO ONE** had comments.
- Your colleagues on the Board and the Public Board Members have spent 100's of hours looking at all scenarios to create a representative Board that will be as highly functioning as possible. The Board has voted **UNANIMOUSLY** in favor of these bylaws' upgrades.

We encourage you to look at the pictures below of the two Boards and the Council Chairs who were involved in this work and ask yourself, "Who in this group is NOT working for me and for the benefit of our patients?"

If you have any questions or would like to discuss further, please do not hesitate to contact me or any member of the AAOS Board of Directors.

With respect and appreciation,

Ned Amendola, MD, FAAOS
 AAOS President

