



**AMERICAN ASSOCIATION OF  
ORTHOPAEDIC SURGEONS**

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**Political Action  
Committee**

**POLICIES AND PROCEDURES  
OF THE  
POLITICAL ACTION  
COMMITTEE  
OF THE  
AMERICAN ASSOCIATION  
OF ORTHOPAEDIC SURGEONS®**

**(ORTHOPAEDIC PAC)**

(Adopted February 6, 1999)  
(As amended December 3, 2010)

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**POLICIES AND PROCEDURES OF THE  
POLITICAL ACTION COMMITTEE OF THE  
AMERICAN ASSOCIATION OF ORTHOPAEDIC SURGEONS®  
(ORTHOPAEDIC PAC)**

Adopted by the Board of Directors  
American Association of Orthopaedic Surgeons  
(Adopted February 6, 1999)  
(As amended December 3, 2010)

**ARTICLE I  
Names and Purpose**

- A. **Name.** The name of this Political Action Committee (hereinafter “PAC”) shall be the Political Action Committee of the American Association of Orthopaedic Surgeons (hereinafter “Orthopaedic PAC”).
- B. **Association.** The American Association of Orthopaedic Surgeons (hereinafter “ASSOCIATION”) shall be a not-for-profit membership organization, incorporated and located in and governed by the laws of the State of Illinois.
- C. **Purpose.** The purpose of the Orthopaedic PAC shall be to support candidates for federal office who have expressed real or potential interest in issues involving the provision of care to musculoskeletal patients and the maintenance and betterment of the profession of orthopaedic surgery.

**Article II  
Orthopaedic PAC Executive Committee**

- A. **General Powers.** The property, affairs, and business of the Orthopaedic PAC shall be managed and controlled by its Executive Committee (hereinafter “Orthopaedic PAC Executive Committee”) that shall be named from time to time by the Board of Directors of the ASSOCIATION.
- B. **Specific Powers.** The Orthopaedic PAC Executive Committee shall be specifically charged to:
  - 1. Develop a strategy for giving and make contributions within the federal limits to candidates (or to such candidates’ authorized political or campaign committees) for federal office;
  - 2. Solicit appropriate individuals for contributions to the Orthopaedic PAC in a legally appropriate manner;

3. Administer the Orthopaedic PAC with funds, staff and other support provided by the ASSOCIATION;
4. File all reports required by the Federal Election Commission (FEC), Internal Revenue Service (IRS) and other federal and state regulatory agencies; and
5. Otherwise perform the duties and responsibilities of a PAC.

C. **Reporting to the Council on Advocacy.** The Orthopaedic PAC Executive Committee is one of the committees within the ASSOCIATION Council on Advocacy, and reports directly to the Council on Advocacy.

D. **Status Reports to the ASSOCIATION Board of Directors.** Reports regarding the Orthopaedic PAC shall be made to the ASSOCIATION Board of Directors on a regular basis. The Orthopaedic PAC shall report at least annually to the Board of Directors of the ASSOCIATION regarding the activities of the Orthopaedic PAC. Generally, this report shall occur at the meeting of the Board of Directors of the ASSOCIATION held in conjunction with the Annual Meeting of the American Academy of Orthopaedic Surgeons (hereinafter “ACADEMY”).

E. **Number of Members of the Orthopaedic PAC Executive Committee.** The ASSOCIATION Board of Directors shall determine the number of members of the Orthopaedic PAC Executive Committee, taking into account the interests, activities and desires of the membership of the ASSOCIATION. There shall be ten (10) voting members of the Orthopaedic PAC Executive Committee.

F. **Terms and Election.** The officers of the Orthopaedic PAC Executive Committee shall serve for one two-year term and shall be eligible to be elected for an unlimited number of additional two-year terms, and/or until their successors are elected.

In addition to the three Officers of the Orthopaedic PAC Executive Committee and others elected by the ASSOCIATION Board of Directors, the individuals serving in the following positions shall serve as voting members of the Orthopaedic PAC Executive Committee during their respective terms of office:

1. ASSOCIATION Second Vice-President;
2. Chair, Chair-Elect, and a representative of the State Legislative and Regulatory Affairs Committee of the ASSOCIATION Board of Councilors;
3. Chair and Chair-Elect of the ASSOCIATION Board of Specialty Societies (BOS); and
4. Chair of the ASSOCIATION Council on Advocacy.

Successors to outgoing members of the Orthopaedic PAC Executive Committee shall be elected by the ASSOCIATION Board of Directors, upon the recommendation of the Committee Appointment Program Committee. Members of the Orthopaedic PAC Executive Committee may succeed themselves in office. The “one-person, one committee” rule of the

ASSOCIATION shall not apply to the election of members to the Executive Committee of the Orthopaedic PAC. The ASSOCIATION Chief Executive Officer shall serve as *ex officio*, non-voting member of the PAC Executive Committee.

- G. **Removal.** The majority vote of the ASSOCIATION Board of Directors shall be required to remove a member of the Orthopaedic PAC Executive Committee prior to the expiration of the term for which that member of the Orthopaedic PAC Executive Committee has been elected.
- H. **Vacancies.** The ASSOCIATION Board of Directors at any meeting, whether caused by resignation, death, removal, or expiration of a term, may fill vacancies among the Orthopaedic PAC Executive Committee.
- I. **Meetings of the Orthopaedic PAC Executive Committee.** The Orthopaedic PAC Executive Committee shall determine the time and place for the holding of the regular meetings of the Board. The Orthopaedic PAC Executive Committee shall meet and conduct business at in-person meetings, by conference call or by electronic e-mail. All decisions of the Orthopaedic PAC Executive Committee, including those made by electronic e-mail vote, shall be made by the majority vote of all of the voting members of the Orthopaedic PAC Executive Committee. In the event of an electronic e-mail vote, if any member of the Orthopaedic PAC Executive Committee disagrees with the decision of the Orthopaedic PAC Executive Committee, he or she shall have the right to contact the Chair who will stay the decision until the Orthopaedic PAC Executive Committee can meet in person or by conference call and make a final decision.
- J. **Advisory and/or Auxiliary Committees.** The Orthopaedic PAC Executive Committee may in its discretion create Advisory and/or Auxiliary Committees to advise and support the Orthopaedic PAC.
- K. **Compensation.** Members of the Orthopaedic PAC Executive Committee shall not receive compensation for their services as such, but the reasonable expenses of attendance may be allowed for attendance at each meeting of the Orthopaedic PAC Executive Committee consistent with ASSOCIATION policy.

### ARTICLE III

#### Officers of the Orthopaedic PAC Executive Committee

- A. **Officers.** The officers of the Orthopaedic PAC Executive Committee shall be the Chair, the Treasurer and the Secretary, elected by the ASSOCIATION Board of Directors. The Orthopaedic PAC Executive Committee may appoint such other officers or agents, including an Assistant Treasurer or an Assistant Secretary, as it deems desirable.
- B. **Appointment.** The Chair, Treasurer and Secretary of the Orthopaedic PAC Executive Committee shall be elected for one two year term and shall be eligible to be elected for an unlimited number of additional terms by the ASSOCIATION Board of Directors, upon the recommendation of the Committee Appointment Program Committee. The term of office for those elected shall commence at the conclusion of the Annual Meeting of the ACADEMY. If the election of officers of the Orthopaedic PAC Executive Committee is not completed prior to the Annual Meeting, such election shall be held as soon thereafter as convenient. Each officer

of the Orthopaedic PAC Executive Committee shall hold office until his or her successor shall have been duly elected.

- C. **Removal.** The ASSOCIATION Board of Directors may remove any officer of the Orthopaedic PAC Executive Committee whenever in its judgment the best interests of the Orthopaedic PAC would be served thereby.
- D. **Vacancy.** A vacancy in any office of the Orthopaedic PAC Executive Committee because of death, resignation, removal, disqualification or otherwise, may be filled by the ASSOCIATION Board of Directors for the unexpired portion of the term. Notwithstanding the above, the Assistant Treasurer shall fill the position of Treasurer automatically upon the Treasurer's resignation, removal or disqualification, and if no Assistant Treasurer has been appointed, then by the Chair. In addition, notwithstanding the above, the Assistant Secretary shall fill the position of Secretary automatically upon the Secretary's resignation, removal or disqualification, and if no Assistant Secretary has been appointed, then by the Chair.
- E. **Chair.** The Chair shall be the principal officer of the Orthopaedic PAC Executive Committee and shall exercise general supervision over the affairs of the Orthopaedic PAC. The Chair is a member of the ASSOCIATION Council on Advocacy, and reports directly to the Chair of the Council. The Chair in general may perform all duties incident to the office of Chair and such other duties as may be assigned. The Chair may authorize and approve expenditures and take such other steps he or she shall deems necessary to advance the purposes of the Orthopaedic PAC, provided such steps do not exceed the scope of authority determined by the ASSOCIATION Board of Directors.
- F. **Treasurer.** The Treasurer shall ensure that all funds and securities of the Orthopaedic PAC are secure; receive and give receipts for monies due to the PAC and deposit all such monies in a separate segregated account of the ASSOCIATION; and in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned. The Treasurer of the Orthopaedic PAC Executive Committee shall be responsible for working with the ASSOCIATION to administer and oversee the Orthopaedic PAC's financial records; to initiate periodic audits as appropriate; and to comply with statutory reporting requirements and submit appropriate tax returns and payments.
- G. **Secretary.** The Secretary shall keep the minutes of the meetings of the Orthopaedic PAC Executive Committee and shall oversee the keeping, preparation, and filing of all other records required by the law; keep a register of the post office address of each member of the Orthopaedic PAC Executive Committee; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned.
- H. **Assistant Treasurers and Secretaries.** The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them.

**ARTICLE IV**  
**Checks, Deposits, Funds and Records**

- A. **Checks.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Orthopaedic PAC shall be signed by such officer or officers, agent or agents of the Orthopaedic PAC in such manner as shall be determined by the Orthopaedic PAC Executive Committee. In the absence of such determination by the Orthopaedic PAC Executive Committee, such instrument shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chair.
- B. **Deposits.** All funds of the Orthopaedic PAC shall be deposited in separate segregated account of the ASSOCIATION.
- C. **Funds.** The Orthopaedic PAC Executive Committee may accept on behalf of the Orthopaedic PAC any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the PAC.
- D. **Complete Books and Records.** The Orthopaedic PAC shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Executive Committee.

**ARTICLE V**  
**Changes to the Policies and Procedures of the Orthopaedic PAC**

The Orthopaedic PAC Policies and Procedures may be changed or repealed and new Policies and Procedures may be adopted by a majority of the ASSOCIATION Board of Directors present and voting.