

Modernizing Governace — Highlights of Proposed Bylaws Changes

Topic	Proposed State	Current State	Rationale
Bylaws Scope	Streamlined bylaws (<20 pages) that focus on the most important leadership and operational issues while meeting legal requirements. Review proposals to amend bylaws and Standards of Professionalism to be managed by a Bylaws Committee of the Board. <ul style="list-style-type: none"> Bylaws Committee accepts amendments from the Board or from at least 10% of Active Fellows. Recommendations presented to the Fellowship for vote. 	Extensive bylaws (>60 pages) with procedural details that limit efficiency and agility. Current Board members cannot serve on the Bylaws Committee.	Concise bylaws will allow the AAOS Board of Directors to establish Association and Academy (AAOS) policies and procedures that support the bylaws. The Board and Active Fellows will be able to offer input over future Bylaws issues as they may arise.
Focus on Active Fellows	Only Active Fellows — paying dues and in active practice — will be entitled to vote on any matter that requires a Fellowship vote. Emeritus Fellows may reinstate to Active Fellow status to regain voting eligibility.	In addition to Active Fellows, Inactive Fellows and Emeritus Members may also vote.	Voting by Active Fellows only will enable responsiveness to current needs in MSK care space and promote agility in decision making for active practicing surgeons.
Board Nomination Process	Streamlined process for Nominating Committee to solicit nominations for open Board positions (except BOS, BOC and non-orthopaedic surgeon representatives) and recommend a candidate and alternate for each position for Board approval through a majority vote. Nominating Committee to have eight members: <ul style="list-style-type: none"> Four Active Fellows nominated and voted by the Fellowship. Three Board members that serve on the Governance Committee. 2nd Past President as chair (no change). Members may serve only once as elected member. Presidential Line, Treasurer, Immediate Past President and Public Board Members ineligible to serve on the Nominating Committee.	Lengthy and cumbersome process for Nominating Committee to recommend Board candidates and get the vote of the Fellowship. Current Board members cannot serve on the Nominating Committee. Nominating Committee has seven members: <ul style="list-style-type: none"> Five Active Fellows are elected by the Fellowship, one Active Fellow is jointly elected by the BOS and BOC; One Active Fellow is appointed by the Board of Directors to serve as Chair. A member may serve four times.	Updating the nominations processes will <ul style="list-style-type: none"> Allow the selection of skill-based Board members who represent all practice types and specialties and are knowledgeable leaders with an understanding of the current needs of the Board. Reduce opportunity for political influence and popularity vote in decision-making processes. Offer the ability to constitute a Board that supports the AAOS strategic plan and its current business priorities and challenges. Reduce any one person's influence over time as may not be elected more than once. AAOS Board consists of seventeen members, seven of whom (Presidential Line, Treasurer, Immediate Past President and Public Board Members) are not eligible to serve on the Nominating Committee. Ten Board Members are eligible for the Governance Committee, of which three will be appointed to serve on the Nominating Committee. Of those eligible Board Members, six are from the BOC and BOS. BOC and BOS will have a stronger opportunity for representation on the Nominating Committee through this appointment process. Alternate Board candidate may be chosen in the rare case that a recommended candidate has a legal or SOP matter that only the Board is aware of (Board fiduciary obligation).
Board Committees	Governance Committee and Bylaws Committee to be standing committees of the Board. Nominating Committee is a standing committee composed of three Board members that serve on the Governance Committee, a Chair appointed by the Board and four Fellows elected by the Fellowship.	Only Nominating Committee and Membership Council are designated as standing committees. Membership Council is a Board Committee; Nominating Committee is not.	Designating key committees as Board Committees will <ul style="list-style-type: none"> Vest the Board with agency and authority to make the best decisions for members, patients, and the MSK community. Acknowledge the Board's experience and commitment to improving the quality of MSK care.
BOC / BOS	BOC and BOS codified in the proposed bylaws amendments (no change). Each advisory body will continue to have three voting members on the Board of Directors. Each advisory body will create their own structure, charges and procedures.	BOC and BOS codified in the current bylaws amendments as advisory bodies to the Board of Directors. Each advisory body has three voting members on the Board of Directors. The current bylaws dictate the structure and charges of each advisory body. Modification requires an amendment to the bylaws.	BOC and BOS continue as valued advisory bodies to the Board. No change. The proposed amendments afford the advisory bodies autonomy in structuring themselves to meet the needs of stakeholders. This includes creation of a mechanism to inform the Board of Directors of their members' concerns.
Member Expulsion with/ without Cause	Board will have the discretion to expel a member with or without cause.	Board is authorized to expel member who violates AAOS bylaws, SOPs and various non-SOP matters.	Allows the Board to act on an emergent basis to protect the reputation and professionalism of AAOS and its members. e.g., front page news of member conduct which may tarnish the reputation of AAOS and its members. Board SHALL establish procedures to address how the process would be handled which SHALL be posted on the AAOS website. Due process considerations will be applied (notice and opportunity to be heard). Any action taken by the Board in this manner would allow the action to be taken without publication required under the Professional Compliance Program. Will not be used to squelch dissent or used in an arbitrary or capricious manner.
Board Composition	There are no changes to the Board Composition.		
Advocacy	There are no changes to OrthoPAC and other advocacy activities.		

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