

BYLAWS
OF THE
AMERICAN ACADEMY OF
ORTHOPAEDIC SURGEONS

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ARTICLE 1– OFFICES

1.1 Registered Offices

The registered office of the American Academy of Orthopaedic Surgeons (“Academy”) shall be maintained in the County of Cook, State of Illinois, and a registered agent shall be in charge thereof.

1.2 Other Offices

The Academy may also have offices in Washington, DC, and at such other places as the Board of Directors may from time to time determine or the business of the Academy may require.

ARTICLE 2 – MEMBERSHIP

2.1 Uniform and Reciprocal Fellowship and Associate Membership

All Fellows and Members of the Academy shall be considered Fellows and Members of the same classification of the Association.

ARTICLE 3 – MEETINGS OF MEMBERSHIP

3.1 Annual Meeting

An annual business meeting (“Annual Meeting”) of the members, which shall be the official meeting of the members as set forth in the Illinois General Not-for-Profit Corporation Act of 1986 (“the Act”), shall be held at such date and time as may be fixed by the Board of Directors and the members shall transact such business as may properly be brought before the meeting.

3.2 Notice of Annual Meeting

Written notice of the Annual Meeting stating the place, date and hour of the meeting, or the means to participate in remote/virtual meetings, shall be given at least thirty (30) days before the date of the meeting to each member.

3.3 Special Meetings

Special meetings of the members, for any purpose, unless otherwise prescribed by the Act or by the Articles of Incorporation, may be called by (1) the President at the request of a majority of the Board of Directors, or (2) at the request in writing of at least ten percent (10%) of the Active Fellows. Such request shall state the purpose of the proposed meeting.

3.4 Notice of Special Meeting

Written notice of a special meeting, stating the place, date and time of the meeting and the purpose for which the meeting is called, shall be given not less than five (5) nor more than sixty (60) days before the date of the meeting to each Active Fellow.

3.5 Place of Meetings

All meetings of the members shall be held at such place as may be fixed from time to time by the Board of Directors.

3.6 Voting

Active Fellows shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of members. In addition to any voting rights provided in these Bylaws, Active Fellows shall be entitled to vote upon any matter with respect to which the Act requires a vote of the members.

3.7 Quorum and Manner of Acting

The business of the Fellowship may be conducted at meetings only when a quorum is present. A quorum shall consist of one hundred (100) Active Fellows present and eligible to vote. Except as otherwise provided in these Bylaws, a majority of votes will constitute an action of the Fellowship.

3.7.a When a quorum is present at any meeting, the vote of a majority of the Active Fellows, present at in person meetings, or participating in remote/virtual meetings, shall decide any question brought before such meeting. If a different quorum or manner of acting is required by the Act, the Articles of Incorporation or these Bylaws, the express provision within those documents shall govern and control the decision of such question.

3.7.b If, however, such quorum is not present at any meeting of the Active Fellows, the members entitled to vote thereat, present in person, shall have the power to adjourn the meeting until a quorum shall again be present. Notice of the adjourned meeting shall be provided to each Active Fellow of record entitled to vote at the meeting. The Academy may then transact any business of the original adjourned meeting when a quorum shall be present.

3.7.c No proxy votes shall be allowed at business meetings. No cumulative voting (that is, placing all votes for a particular candidate or matter before the Active Fellows for vote) shall be allowed.

ARTICLE 4 – OFFICERS

4.1 Officers

The officers of the Academy shall be a President, a First Vice President, a Second Vice President, and a Treasurer. The officers of the Academy shall serve as the officers of the Association in the same capacity and for the same tenure. No one person may hold more than one office at a time.

4.2 Election, Term of Office and Eligibility

As provided hereinbelow, each officer shall hold office until that officer's successor is duly elected, or until that officer's death, resignation or removal.

4.3 Resignation and Removal

An officer may resign at any time by written notice filed with the Academy and Association. An officer may be removed at any time, with or without cause, by majority vote of the Board of Directors.

4.4 Delegation of Duties

In case of the absence of any officer of the Academy or for any other reason which may seem sufficient to the Board of Directors, the Board of Directors may delegate any or all of that officer's powers and duties to any other officer or to any director.

ARTICLE 5 – DIRECTORS

5.1 General Powers

The Board of Directors shall have exclusive control and oversight of the business and affairs of the Academy and may exercise all such powers of the Academy and do all such acts as are not prohibited by the Act, the Articles of Incorporation nor by these Bylaws directed or required to be exercised or done by the members. The Board of Directors may establish Academy policies and procedures that are consistent with these Bylaws.

5.2 Number of Directors and Terms

The Board of Directors of the Academy shall consist of those individuals elected or appointed to serve as the Board of Directors of the Association.

5.3 Regular and Special Meetings of Directors

The Board of Directors shall hold regular meetings at least two (2) times per year at such place and at such times as may be designated by the President of the Academy. Special meetings of the Board of Directors may be called at any time by President or at least seven (7) Directors then in office.

5.4 Notice and Place of Meetings

Written notice stating the time and place of all meetings of the Board of Directors, and in case of a special meeting, the purpose for which the meeting is called, shall be given to each Director not fewer than five (5) days before the date of the meeting. The Board of Directors shall hold regular meetings at such place and at such times as may be designated by the President of the Academy. The Board of Directors may hold its meetings outside of the State of Illinois, at the office of the Academy or at such other places as they may from time to time determine, or as shall be fixed in the respective notices or waivers of notice of such meetings.

5.5 Action Without Meeting

Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, if a written consent to such action is signed by all members of the Board or of such committee, as the case may be, and such written consent is included with the minutes of proceedings of the Board of Directors.

5.6 Quorum and Manner of Acting

Except as otherwise provided in these Bylaws, two-thirds of the total number of directors as specified by the Bylaws shall constitute a quorum at any meeting of the Board of Directors. Except as otherwise provided by the Act, by the Articles of Incorporation or by these Bylaws, the vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn the meeting from time to time until a quorum shall be present. Notice of any adjourned meeting need not be given, except that notice shall be given to all directors if the adjournment is for more than thirty (30) days. Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or committee by any means of communications equipment by which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

5.7 Compensation of Directors

Other than President, First Vice President and Second Vice President, directors, as such, shall not receive any compensation or payment for their services and/or for attendance at each regular or special meeting of the Board of Directors; provided that nothing contained in this section shall be construed to preclude any director from serving the Academy in any other capacity and receiving compensation therefor.

5.8 Chief Executive Officer

The Board of Directors shall be authorized to employ, evaluate or terminate a Chief Executive Officer, who shall have delegated authority to act for and on behalf of the Academy. The Chief Executive Officer may delegate to any other employee such responsibilities as the Chief Executive Officer shall deem appropriate.

ARTICLE 6 – BOARD COMMITTEES

6.1 Board Committees

The Board of Directors may by a majority vote of the Board, designate one or more committees. Each committee shall consist of two (2) or more directors and may have non-director members so long as a majority of a committee's membership is made up of directors. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required. The Board of Directors shall review and approve the charges for each Board Committee.

6.2 Executive Committee of the Board of Directors

The President, First Vice-President, Second Vice-President, Treasurer, the ~~Board member elected by the Chair of the~~ Board of Councilors, and the ~~Board member elected by Chair of~~ the Board of Specialty Societies shall constitute the Executive Committee. The President shall convene the Executive Committee as necessary. The Executive Committee shall handle matters requiring action between Board meetings. The actions of the Executive Committee between meetings of the Board of Directors shall be considered effective and binding prior to ratification by the full Board of Directors. If the Board of Directors does not ratify the actions of the Executive Committee, such actions shall be deemed null and void.

6.3 Bylaws Committee

The Bylaws Committee shall be a committee of the Board and shall review any Academy bylaws amendments proposed in accordance with Article 7 herein. The Bylaws Committee shall operate in a manner consistent with policies and procedures established by the Board from time to time.

6.4 Governance Committee

The Governance Committee shall be a committee of the Board and shall monitor and evaluate the Academy's governance processes. The Governance Committee shall operate in a manner consistent with policies and procedures established by the Board from time to time.

6.5 Other Committees

The Board of Directors may designate one or more additional committees which shall have such members, duties and authority as may be specified by the Board.

ARTICLE 7 – AMENDMENT OF BYLAWS

7.1 Bylaws Committee

The Bylaws Committee shall be a committee of the Board of Directors charged with the review of proposed amendments to the Academy bylaws duly submitted in accordance with Section 7.2. For clarification purposes, proposals to amend Academy bylaws will be referred to as Academy Items.

7.2 Process for Considering Academy Items

7.2.a Submission of Academy Items. Academy Items must be submitted in writing by a two-thirds vote of the Board of Directors; or by at least ten percent (10%) of the Active Fellows. Academy Items must be submitted to the Academy by December 1 of the year before the Annual Meeting after which it will be considered and voted on.

7.2.b Notice to Fellowship before Annual Meeting. No later than thirty (30) days prior to Annual Meeting, the Academy shall notify Active Fellows of any Academy Items for consideration by the Fellowship and date, time and place where Active Fellows may discuss Academy Items at the Annual Meeting.

7.2.c Annual Meeting. During Annual Meeting, the Bylaws Committee shall hold an Open Hearing during which Active Fellows may present information or opinions any Academy Item.

7.2.d Bylaws Committee; Board of Directors. The Bylaws Committee shall consider information and opinions received during the Open Hearing at Annual Meeting and present a recommendation to the Board of Directors for a vote on each Academy Item.

7.2.e Ballot of the Fellowship. No later than sixty (60) days after Annual Meeting, the Academy shall send a written or electronic ballot to each Active Fellow with information developed by the Bylaws Committee appropriate to brief the Fellowship on each Academy Item. The Fellowship shall be asked to vote on the Board of Director's recommendation on each Academy Item, as the Academy Item may have been amended by the Board of Directors. This ballot and material shall be distributed to Active Fellows in coordination with the process to elect Active Fellows serve on the Association Nominating Committee pursuant to Association Article 8 and in accordance with policies and procedures established by the Board of Directors from time to time. At least ten (10) percent of the Active Fellows must vote and of those voting, at least two-thirds must vote in favor of the Academy Item for it to be adopted.

ARTICLE 8 – ADVISORY GROUPS

8.1 Advisory Groups

The Academy shall have two (2) Advisory Groups charged with informing the Board of Directors on matters of importance to Academy members, the profession, public and patients: the Board of Councilors and the Board of Specialty Societies. The Advisory Groups shall have no authority to bind the Academy and will be subject to the policies and procedures established by the Board of Directors from time to time.

8.2 Advisory Group Composition

Each Advisory Group shall develop a set of procedures for populating the group with representatives from relevant stakeholder groups, determining the leadership, and developing programs and events, subject to approval of the Board of Directors.

8.3 Selection of Advisory Group Members for Board of Directors

Each Advisory Group shall have members on the Board of Directors of the Academy as those selected to serve on the Board of Directors of the Association.

ARTICLE 9 – MISCELLANEOUS PROVISIONS

9.1 Fiscal Year

The Board of Directors shall define the fiscal year of the Academy.

9.2 Notices

Whenever under the provisions of the Act or of the Articles of Incorporation or of these Bylaws notice is required to be given to any director or member, it shall not be construed to mean personal notice, but such notice may be given in writing, (a) by email to such email address as appears on the records of the Academy; or (b) by mail, by depositing the same in a post office or letter box, for overnight delivery in a postpaid sealed envelope, addressed to such director or member at such address as appears on the records of the Academy.

9.3 Waivers of Notice

Whenever any notice is required to be given under the provisions of the Act or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the members, directors or members of a committee of directors need be

specified in any written waiver of notice.

9.4 Indemnification

- 9.4.a To the maximum extent permitted by the Act, as amended from time-to-time, the Academy may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.
- 9.4.b The Academy may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.