

**REPORT OF THE AAOS BYLAWS COMMITTEE
2020 Annual Meeting
March 26, 2020**

The AAOS Bylaws Committee held a virtual Open Hearing on Wednesday, March 25, 2020, to review recommendations and hear comments on three groups of Association and Academy bylaws amendments.

The language of the proposed bylaws amendments, and recommendations of the Board of Directors (BOD), the Board of Councilors (BOC), and the Board of Specialty Societies (BOS) was contained in the Notice of 2020 Annual Meeting that was sent to every Fellow in advance of the meeting.

The members of the 2020 AAOS Bylaws Committee that participated in deliberations and recommendations for these proposed amendments are Ronald W.B. Wyatt, MD, Chair, Charles Carroll IV, MD, David C. Ring, MD, David S. Jevsevar, MD, and Nicholas Rajacich, MD. Donna Malert, Director, Governance and Affiliate Relations, and Melissa Young, General Counsel, staffed the Committee.

Bylaws Amendment Groups #1 and #2: Streamline Bylaws – Association and Academy

If adopted as proposed, Bylaws Amendment Groups #1 and #2 would remove the administrative details from the Association and Academy Bylaws for the Board of Councilors, the Board of Specialty Societies and the Professional Compliance Program. Additionally, the Treasurer-Elect position would be eliminated from the Board of Directors composition, and the AAOS Chief Executive Officer would be removed from Board of Directors as an ex-officio member. The administrative details removed from the Association and Academy Bylaws Amendments will be set forth within the AAOS Governance Policies and Procedures.

These amendments were proposed by the AAOS Board of Directors, and both the Board of Councilors (BOC) and the Board of Specialty Societies (BOS) recommended adoption during the Fall Meeting.

The AAOS Bylaws Committee received multiple comments concerning the difficult situation that many members currently face with the COVID 19 pandemic and understand that some members would like to postpone the fellowship vote on these proposed amendments. However, under the Bylaws, this Committee does not have the authority to postpone a vote of the Fellowship. Testimony received via email and during the Open Hearing on Bylaws Amendment Groups #1 and #2 were both in support of and in opposition to the proposed amendments.

The Committee carefully considered its directive under the Bylaws to recommend that the Fellowship adopt, modify or reject the proposed Bylaws Amendments Groups #1 and #2. After reviewing its charges and lengthy discussion, the Committee recommends that the Fellowship adopt the proposed Bylaws Amendment Groups #1 and #2. It is the Committee's hope that this recommendation, and the ultimate Fellowship vote on Bylaws Amendment Groups #1 and #2, serves to unify rather than divide the Fellowship.

Recommendation of the AAOS Bylaws Committee:

The Bylaws Committee recommends that the Fellowship adopt proposed Bylaws Amendment Groups #1 and #2 as submitted.

Bylaws Amendment Group #3: Board of Councilors and Board of Specialty Societies Representation on the AAOS Nominating Committee - Association

If adopted as proposed, Bylaws Amendment Group #3 would modify the Association Bylaws to allow both the Board of Councilors and the Board of Specialty Societies to each elect a representative to serve on the AAOS Nominating Committee. This proposed amendment initially came forward several years ago from the BOC and the BOS and, at the AAOS Annual Meeting, was revised to provide for only one position to be selected and shared between the two advisory bodies.

The Board of Councilors (BOC) and the Board of Specialty Societies (BOS) recommended adoption during the Fall Meeting. The Board of Directors recommend that this amendment not be adopted.

The AAOS Bylaws Committee received comments submitted via email and during the Open Hearing. One comment in opposition to adoption of the Bylaws Amendment in order for the Governance Committee to complete its evaluation of the Nominating Committee structure. The AAOS Bylaws Committee also received comments supporting adoption of Bylaws Amendment Group #3.

Recommendation of the AAOS Bylaws Committee:

The Bylaws Committee recommends that the Fellowship adopt proposed Bylaws Amendment Group #3 as submitted.

The AAOS Bylaws Committee appreciates this opportunity to be of service to the Academy and Association.

Respectfully submitted,

Ronald W.B. Wyatt, MD, Chair
Charles Carroll IV, MD
David C. Ring, MD
David S. Jevsevar, MD
Nicholas Rajacich, MD

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