

Modernizing Governace — Highlights of Proposed Bylaws Changes

Topic	Proposed State	Current State	Rationale
Bylaws Scope	<p>Streamlined bylaws (33 pages) that focus on the most important leadership and operational issues while meeting legal requirements.</p> <p>Reviewed and amended bylaws and Standards of Professionalism to be managed by a Bylaws Committee of the Board.</p> <ul style="list-style-type: none"> • Bylaws Committee accepts amendments from the Board or by at least 10% of Active Fellows. • Recommendations presented to the Fellowship for vote. 	<p>Extensive bylaws (68 pages) with procedural details that limit efficiency and agility.</p> <p>Current Board members cannot serve on the Bylaws Committee.</p>	<p>Concise bylaws will allow the AAOS Board of Directors to establish Association and Academy (AAOS) policies and procedures that support the bylaws.</p> <p>The Board and Active Fellows will be able to offer input over future Bylaws issues as they may arise.</p>
Focus on Active Fellows	<p>Only Active Fellows — paying dues and in active practice — will be entitled to vote on any matter that requires a Fellowship vote.</p>	<p>In addition to Active Fellows, Inactive Fellows and Emeritus Members may also vote.</p>	<p>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.</p>
Board Nominations	<p>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.</p> <p>Nominating Committee to have eight members:</p> <ul style="list-style-type: none"> • Four members to be appointed by the Board (three current members of the Governance Committee and a former director as Chair). • Four Active Fellows nominated and voted by the Fellowship. 	<p>Lengthy and cumbersome process for Nominating Committee to recommend Board candidates and get the vote of the full Fellowship.</p> <p>Current Board members cannot serve on the Nominating Committee.</p> <p>Nominating Committee has seven members:</p> <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. 	<p>Updating the nominations processes will</p> <ul style="list-style-type: none"> • Allow the selection of competent and diverse Board members by a knowledgeable and experienced group of AAOS leaders that understand 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.
Board Committees	<p>Governance Committee and Bylaws Committee to be standing committees of the Board.</p> <p>Nominating Committee is a standing committee equally composed of Board members and Fellows elected by the Fellowship.</p>	<p>Only Nominating Committee and Membership Council are designated as standing committees. Membership Council is a Board Committee; Nominating Committee reports to the Fellowship.</p>	<p>Designating key committees as Board Committees will</p> <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.
Board Composition	<p>There are no changes to the Board Composition</p>		