

BYLAWS
OF THE
AMERICAN ASSOCIATION OF
ORTHOPAEDIC SURGEONS

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ARTICLE 1 - OFFICES

1.1 Registered Offices

The registered office of the American Association of Orthopaedic Surgeons ("Association") 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 Association may also have offices in Washington, D.C., and at such other places as the Board of Directors may from time to time determine or the business of the Association may require.

ARTICLE 2 – MEMBERSHIP CATEGORIES, REQUIREMENTS AND RIGHTS

2.1 Uniform and Reciprocal Fellowship and Associate Membership

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

2.2 Categories of Membership

There shall be seven (7) categories of membership in the Association: Active Fellows, Emeritus Fellows, Candidate Members, International Members, Affiliates, Allied Members and Honorary Members. Only Active Fellows shall have the right to vote on matters before the Fellowship. The Association shall manage membership application process and eligibility criteria in accordance with policies and procedures adopted by the Board of Directors from time to time. Such policies and procedure shall be publicly available.

2.3 Transfer of Membership

Membership in the Association or Academy is not transferable or assignable.

2.4 Resignation and Removal

A member may resign at any time by written notice filed with the Association. A member may be removed, with or without cause, at any time by a vote of a majority of the Board of Directors. A member may be removed for non-payment of dues at any time by vote of a majority of the Board of Directors. A member's membership status may be changed pursuant to Article 3, Professional Compliance Program, and policies and procedures, as adopted by the Board of Directors from time to time.

2.5 Governed by Illinois Law

Membership in the Association is governed by the laws of the State of Illinois, where the offices of the Association are located. That law provides that an applicant may not seek judicial review of an adverse membership decision except where membership is an economic necessity. Every aspect of the application and selection process shall also be governed by the law of the State of Illinois.

ARTICLE 3 - PROFESSIONAL COMPLIANCE PROGRAM

3.1 Professional Compliance Program

There shall be a Professional Compliance Program to educate members on the obligation to engage in professional conduct as required in the Articles of Incorporation, the Bylaws, Standards of Professionalism, and Association policies. The Board of Directors may reprimand, censure, suspend or expel any member by a two-thirds (2/3rds) vote of the Board members present and voting. The Professional Compliance Program shall operate in a manner consistent with policies and procedures adopted by the Board from time to time.

3.2 Standards of Professionalism

The Association shall maintain Mandatory Standards of Professionalism (SOPs) which will apply to the conduct of every member. The Board of Directors, by a two-thirds (2/3rds) vote, or ten percent (10%) of the Active Fellows of the Association may propose the adoption of new SOPs or the amendment of any existing SOPs, which will be considered by the Bylaws Committee, in conjunction with its consideration of proposed Bylaws amendments under Article 9.

3.3 Notification of Others of the Professional Compliance Actions Taken by the Association

3.3.a For any professional compliance actions taken by the Board of Directors involving censure, suspension or expulsion, the Association shall notify the member's state licensing board, state medical society, the American Board of Orthopaedic Surgery, and, as appropriate, other medical associations. For any suspension or expulsion relating to patient health or welfare, the Association shall notify the National Practitioner Data Bank as may be required.

3.3.b At least annually, the Association shall notify members of all professional compliance actions involving censure, suspension or expulsion, identifying such member by name. Notification shall be included in publicly accessible Association publications. Professional compliance actions involving reprimand shall not be published by the Association, with notice of the reprimand provided only to the Grievant.

3.4 Governed by Illinois Law: Jurisdiction and Venue

Consistent with Section 2.11 of these Bylaws, any legal action challenging a decision of the Board of Directors under the Professional Compliance Program shall be governed under Illinois law. In addition, any legal action challenging a decision of the Board of Directors under the Professional Compliance Program shall be filed under the jurisdiction and venue of the Circuit Court of the County of Cook, State of Illinois, or the U.S. District Court of the Northern District of Illinois.

3.5 Covenant Not to Sue

The Professional Compliance Program serves the interests of Association members who desired a program of this type to hold members accountable for meeting a minimum level of ethical behavior. As such, to the fullest extent permitted by law, all members hereby waive, release, exonerate, forever discharge and covenant not to sue or otherwise initiate, assert, make, allege or pursue any suit, claim, proceeding, action, cause of action or demand of any kind against the Association or Academy, including their respective Board of Directors, affiliates entities, officers, directors, committee members, attorneys, staff, representatives and agents, or any other person or entity, for any matters, acts, obligations, omissions, things or occurrences resulting from, arising out of or in any manner relating to or involving the Professional Compliance Program and/or any professional compliance action or notification, reporting or publication thereof. It is understood and agreed that all decisions made in connection with a professional compliance complaint or other professional compliance matter vest solely and exclusively in the Board of Directors and that its decisions are final.

3.6 Attorneys' Fees and Costs

In the event that a member brings a legal action challenging the decision of the Board of Directors or attempts to prevent the Board of Directors from making a decision in a Professional Compliance case and does not prevail in that legal action, the Association will be entitled to recover an award and its reasonable attorneys' and expert witness fees, costs and post-judgment interest at the prevailing legal rate.

ARTICLE 4 - MEETINGS OF THE MEMBERS

4.1 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.

4.2 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.

4.3 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.

4.4 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.

4.5 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.

4.6 Voting

Active Fellows shall be entitled to one (1) vote for 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 on any matter with respect to which the Act requires a vote of the members.

4.7 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.

4.7.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.

4.7.b If, however, such quorum is not present at any meeting of 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 Association may then transact any business of the original adjourned meeting when a quorum shall be present.

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

ARTICLE 5 – OFFICERS

5.1 Officers

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

5.2 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.

5.3 Resignation and Removal

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

5.4 The President

The President shall serve a one (1) year term and succeed to the position of the Past President at the end of the term. The President shall have executive authority to see that all orders and resolutions of the Board of Directors are carried into effect and, subject to the control vested in the Board of Directors by the Act, by the Articles of Incorporation, or by these Bylaws. The President shall preside at all meetings of the members and the Board of Directors; and in general shall perform all duties incident to the office of the President and such other duties as may be assigned to the President by the Board of Directors.

5.5 The First Vice President

The First Vice President shall serve a one (1) year term and succeed to the position of the President at the end of the term or if the President dies or is unable or refuses to act. If the First Vice-President succeeds to the office of President by reason other than natural succession by expiration of the current President's term of office, the First Vice-President shall serve for the remaining unfulfilled term of the replaced President and further serve the one (1) year term of office as President that he or she would have succeeded to if the current President had fulfilled his or her term of office. The First Vice President shall perform such other duties as the President or the Board of Directors may assign.

5.6 The Second Vice President

The Second Vice President shall serve a one (1) year term and succeed to the position of the First Vice President at the end of the term or if the First Vice President dies or is unable or refuses to act. If the Second Vice-President succeeds to the office of First Vice President by reason other than natural succession by expiration of the current First Vice President's term of office, the Second Vice-President shall serve for the remaining unfulfilled term of the replaced First Vice President and further serve the one (1) year term of office as First President that he or she would have succeeded to if the current First Vice President had fulfilled his or her term of office. The Second Vice President shall perform such other duties as the President or the Board of Directors may assign.

5.7 The Treasurer

The Treasurer shall serve a term of three (3) years and shall:

- 5.7.a Receive and be responsible for all funds of and securities owned or held by the Association and, in connection therewith, among other things: keep or cause to be kept full and accurate records and accounts for the Association; deposit or cause to be deposited to the credit of the Association all moneys, funds and securities so received in such bank or other depository as the Board of Directors or an officer designated by the Board may from time to time establish; and disburse or supervise the disbursement of the funds of the Association as may be properly authorized;
- 5.7.b Provide to the Board of Directors at any meeting, or from time to time whenever the Board of Directors or the President of the Association may require, financial and other appropriate reports on the condition of the Association; and
- 5.7.c In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors.

5.8 Delegation of Duties

In case of the absence of any officer of the Association 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 6 – DIRECTORS

6.1 General Powers

The Board of Directors shall have exclusive control and oversight of the business and affairs of the Association and may exercise all such powers of the Association and do all such acts as are not prohibited by the Act, the Articles of Incorporation nor by these Bylaws. The Board of Directors may establish Association policies and procedures that are consistent with these Bylaws.

6.2 Number of Directors and Terms

The Board of Directors of the Association shall be composed of thirteen (13) voting directors and one (1) *ex-officio* director.

- 6.2.a Except as otherwise provided in Article 5 regarding Officers and this Article 6, each voting director of the Board of Directors shall serve for a term defined hereinbelow or until the voting director's successor is elected. The terms of service for voting directors shall be staggered so that, as close as is practical, one-third (1/3) of the voting directors end their term annually. Terms for directors shall begin and end in conjunction with the Annual Meeting, of the applicable year. Directors may serve on the Board of Directors no more than a total ten (10) years, consecutive or non-consecutive.
- 6.2.b The President, First Vice-President, Second Vice-President, Treasurer and Past President of the Association shall serve on the Board for their respective terms of office as set forth herein under Article 5.
- 6.2.c One (1) voting director shall be a member of the Board of Councilors and shall serve on the Board for a non-renewable term of three (3) years.
- 6.2.d One (1) voting director shall be a member of the Board of Specialty Societies and shall serve on the Board for a non-renewable term of three (3) years.
- 6.2.e Two (2) voting directors, designated as At-large directors, who are less than forty-five (45) years of age at the time of appointment, shall serve on the Board for a non-renewable term of three (3) years.
- 6.2.f Two (2) voting directors, designated as At-large directors with no age limitation, shall serve on the Board for a non-renewable term of three (3) years.

6.2.g Two (2) voting directors who are not orthopaedic surgeons or Fellows of the Association shall each be appointed by the Board of Directors to serve on the Board for a term of three (3) years, renewable for another three (3) year term at the discretion of the Board of Directors.

6.2.h One (1) ex officio non-voting director shall serve as Treasurer-elect during the last six (6) months of the Treasurer's term. During this term, the Treasurer-Elect shall assist the Treasurer and become familiar with the financial and other workings of the Association. The Treasurer-Elect shall succeed to the office of Treasurer at the conclusion of the term of the Treasurer or if the Treasurer dies, becomes unable or refuses to act.

6.3 Nomination and Election

Except for the two (2) voting directors who are not orthopaedic surgeons or Fellows of the Association under Section 6.2.g, members of the Board of Directors shall be nominated and elected as set forth hereinbelow in Articles 8 and 9 and in accordance with policies and procedures established by the Board of Directors from time to time.

6.4 Vacancies

If the office of any director or directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the vacancy shall be filled by vote of the Board of Directors at a regular or special meeting of the Board. Each director elected to fill a vacancy shall hold office for the unexpired term of that director's predecessor in office. The vacancy of any officer position shall be filled in accordance with the requirements of Article 5.

6.5 Resignation and Removal

A director may resign at any time by written notice filed with the Board of Directors. A resignation is effective when the notice is delivered unless the notice specifies a future date. A director may be removed at any time, with or without cause, at any time by majority vote of the Board of Directors.

6.6 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 Association. Special meetings of the Board of Directors may be called at any time by President or at least seven (7) Directors then in office.

6.7 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 provided 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 Association. The Board of Directors may hold its meetings outside of the State of Illinois, at the office of the Association 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.

6.8 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.

6.9 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.

6.10 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 Association in any other capacity and receiving compensation therefor.

6.11 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 Association. The Chief Executive Officer may delegate to any other employee such responsibilities as the Chief Executive Officer shall deem appropriate.

ARTICLE 7 – BOARD COMMITTEES

7.1 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 provide these to the Board of Directors when requested. The Board of Directors shall review and approve the charges for each Board Committee.

7.2 Executive Committee of the Board of Directors

The President, First Vice-President, Second Vice-President, Treasurer, the Board member elected by the Board of Councilors, and the Board member elected by 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.

7.3 Bylaws Committee

The Bylaws Committee shall be a committee of the Board and shall review any Association bylaws and Standards of Professionalism amendments proposed in accordance with Article 9 herein. The Bylaws Committee shall operate in a manner consistent with policies and procedures established by the Board from time to time.

7.4 Governance Committee

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

7.5 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 8 – NOMINATING COMMITTEE

8.1 Nominating Committee

The Nominating Committee shall be constituted of eight (8) total members: four (4) members appointed by the Board of Directors, including three (3) current members of the Board sitting on the Governance Committee and a former director, who shall serve as the Nominating Committee Chair; and four (4) Active Fellows elected by the Fellowship as described herein. No officer or the Immediate Past President of the Association may serve on the Nominating Committee. The Board's selection of a current and former directors to serve as Nominating Committee Chair shall set forth in policies and procedures adopted by the Board from time to time.

8.2 Nominations at Annual Meeting; Voting on Candidates for Nominating Committee

At the Annual Meeting, the Association shall provide Active Fellows an opportunity to nominate Active Fellows to fill four (4) positions on the Nominating Committee; and, within sixty (60) days of the end of Annual Meeting, the Association shall provide every Active Fellow a written or electronic ballot to vote on those nominees meeting the eligibility criteria, as defined in policies and procedures adopted by the Board of Directors, and affirming willingness to serve if elected. Except as otherwise provided by these Bylaws, any Active Fellow in good standing, whether or not a resident of Illinois, is eligible to be nominated for and serve on the Nominating Committee. At least ten (10) percent of the Active Fellows must vote and those four (4) individuals who receive the greatest number of votes shall be considered elected. No Active Fellow may be elected by the Fellowship to serve on the Nominating Committee more than once.

8.3 Nominating Committee Recommendations to Board of Directors

8.3.a The Nominating Committee shall evaluate potential directors that satisfy the required competencies determined necessary to assist the Association and Academy to achieve their purposes.

8.3.b The Nominating Committee shall solicit nominees for the Board positions to be filled for the next Board cycle, except for the one (1) director from the Board of Councilors, the one (1) director from the Board of Specialty Societies, as set forth in Article 10 hereinbelow, and the two (2) directors appointed by the Board of Directors who are not orthopaedic surgeons. The Nominating Committee will recommend to the Board of Directors one (1) candidate and one (1) alternate candidate for each open Board position.

8.3.c The Board shall, by a majority vote, approve either the recommended nominee or the alternate nominee; provided, however, that if the Board rejects both the recommended nominee and alternate nominee, the Nominating Committee shall recommend an additional candidate until a nominee is approved by the Board of Directors.

8.4 Nominating Balloting Process

Within sixty (60) days of the end of the Annual Meeting, the Association shall send a written or electronic ballot to each Active Fellow. The ballot will include the list of nominees for the Nominating Committee and required background materials.

The Association shall manage the nominating balloting process in accordance with these bylaws and policies and procedures established by the Board of Directors from time to time.

ARTICLE 9 - AMENDMENT OF BYLAWS AND STANDARDS OF PROFESSIONALISM

9.1 Bylaws Committee

The Bylaws Committee shall be a committee of the Board charged with the review of proposed amendments to the Association bylaws duly submitted in accordance with Section 9.2. The Bylaws Committee shall also be charged with review of proposed Standards of Professionalism (SOPs) in accordance with Sections 3.2 and 9.2. For clarification purposes, proposals to adopt SOPs or amend Association bylaws or SOPs will be referred to as Association Items.

9.2 Process for Considering Association Items

- 9.2.a Submission of Association Items. Association 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. Association Items must be submitted to the Association by December 1 of the year before the Annual Meeting after which it will be considered and voted on.
- 9.2.b Notice to Fellowship before Annual Meeting. No later than thirty (30) days prior to Annual Meeting, the Association shall notify Active Fellows of any Association Items to be considered, and date, time and place where Active Fellows may discuss the Association Items at the Annual Meeting.
- 9.2.c Annual Meeting. During Annual Meeting, the Bylaws Committee shall hold an Open Hearing during which Active Fellows may present information or opinions on any Association Item.
- 9.2.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 Association Item.
- 9.2.e Ballot of the Fellowship. No later than sixty (60) days after Annual Meeting, the Association 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 Association Item. The Fellowship shall be asked to vote on the Board of Director's recommendation on each Association Item, as the Association 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 to serve on the Nominating Committee pursuant to 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 an Association Item for it to be adopted.

ARTICLE 10 - ADVISORY GROUPS

10.1 Advisory Groups

The Association shall have two (2) Advisory Groups charged with informing the Board of Directors on matters of importance to Association 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 Association and will be subject to the policies and procedures established by the Board of Directors from time to time.

10.2 Advisory Group Composition

Each Advisory Group shall develop 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.

10.3 Selection of Advisory Group Members for Board of Directors

10.3.a Each Advisory Group shall recommend one (1) Active Fellow, and one (1) alternate Active Fellow, to serve on the Board of Directors, subject to the approval of the Board of Directors.

10.3.b Each Advisory Group may also select two (2) Active Fellows to serve as advisors to the Board of Directors.

ARTICLE 11 - MISCELLANEOUS PROVISIONS

11.1 Fiscal Year

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

11.2 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 Association; 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 Association.

11.3 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.

11.4 Indemnification

11.4.a To the maximum extent permitted by the Act, as amended from time-to-time, the Association 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.

11.4.b The Association 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.

**American Association of Orthopaedic Surgeons
Association Bylaws Exhibit**

Membership Eligibility and Member Rights

Under Association Article 2.2, there are seven (7) categories of membership: Active Fellows, Emeritus Fellows, Candidate Members, International Members, Affiliates, Allied Members and Honorary Members. Only Active Fellows shall have the right to vote on matters before the Fellowship. The Association shall manage membership application process and eligibility criteria in accordance with policies and procedures adopted by the Board of Directors from time to time. Such policies and procedure shall be publicly available. The eligibility criteria and rights for each membership category shall be as set forth in Exhibit A to the Association bylaws.

Fellows: Fellows shall consist of three (3) classifications: Active, Inactive and Emeritus.

A. Fellows – Active

To be eligible to become an Active Fellow, an individual must meet the following requirements:

1. Is certified by the American Board of Orthopaedic Surgery (ABOS), the American Osteopathic Board of Orthopaedic Surgery (AOBOS) or the Royal College of Physicians and Surgeons of Canada (RCPSC);
2. Practices in the United States or Canada; and
3. Maintains a full, unrestricted and unlimited license to practice medicine in the United States or Canada in which he or she practices or provides evidence of full-time medical service in the federal government which does not require a medical license.

Active Fellows shall have the right to attend and participate in meetings, vote in the annual balloting process, hold office and serve on any committee or task force.

An Active Fellows may request inactive status if they are incapacitated for a period of more than six (6) months; and are unable to engage in the practice of medicine or to assume duties of a medically-oriented nature because of the incapacity. Inactive Fellows may attend and participate in meetings and vote in the annual balloting process, but shall not hold office or serve on any committee or task force.

B. Fellows – Emeritus

To be eligible to become a Fellow – Emeritus, an individual must meet the following requirements:

1. Is an Active Fellow in good standing for at least twenty-five (25) years consecutively; and
2. Is completely retired from the practice of medicine.

Fellows-Emeritus may attend and participate in meetings and may serve as a member of any committee or task force, except as otherwise expressly contemplated in these Bylaws, but may not hold office or vote in the annual balloting process.

Candidate Members: Candidate Members shall consist of four (4) classifications: Orthopaedic Surgeons, Resident, Medical Student, and Inactive.

A. Candidate Members – Orthopaedic Surgeon

To be eligible to become a Candidate Member – Orthopaedic Surgeon, an individual must meet the following requirements:

1. Is a physician who has successfully completed a Residency Review Committee, American Osteopathic Association, or Canadian-approved orthopaedic residency or subsequent fellowship;
2. Has the intention to apply for Active Fellowship within five (5) years of completing orthopaedic residency or subsequent fellowship program; and
3. Maintains a full, unrestricted and unlimited license to practice medicine in the United States or Canada, or gives evidence of full-time medical service in the federal government which does not require licensure.

Upon meeting the criteria of Section 2.3.a, a Candidate Member-Orthopaedic Surgeon may apply for Fellow status.

Candidate Members – Orthopaedic Surgeon may attend and participate in meetings and may serve as a member of any committee or task force, except as otherwise expressly contemplated in these Bylaws, but may not vote in the annual balloting process or hold office.

B. Candidate Members – Resident

To be eligible to become a Candidate Member – Resident, an individual must meet all the following requirements:

1. Has commenced the study of orthopaedics; and
2. Is a physician enrolled in an Accreditation Council of Graduate Medical Education, American Osteopathic Association, or Royal College of Physicians and Surgeons of Canada approved orthopaedic residency program or who has successfully completed such an orthopaedic residency and is a US or Canadian fellowship program.

Candidate Members – Resident may attend and participate in meetings and may serve as a member of any committee or task force, except as otherwise expressly contemplated in these Bylaws, but may not vote in the annual balloting process or hold office.

C. Candidate Members – Medical Student

To be eligible to become a Candidate Member – Medical Student, an individual must meet all the following requirements:

1. Is enrolled in a medical school accredited by the Liaison Committee on Medical Education, the American Osteopathic Association, the Association of Faculties of Medicine of Canada, or the World Federation for Medical Education; and
2. Have an interest in pursuing a career in orthopaedics.

Candidate Members – Medical Student may attend and participate in meetings and participate in task forces, but may not serve on any committee, hold office or vote in the annual balloting process.

D. Candidate Members – Inactive

To be eligible to become a Candidate Member – Inactive, an individual must meet the following requirements:

1. Is incapacitated for a period in excess of six (6) months; and
2. Is unable to engage in the practice of medicine or to assume duties of a medically-oriented nature because of the incapacity.

Candidate Members – Inactive may attend and participate in meetings but may not serve on any committee or task force, hold office or vote in the annual balloting process.

International Members: International Members shall consist of two classifications: Orthopaedic Surgeon and Resident.

A. International Members – Orthopaedic Surgeon

To be eligible to become an International Member – Orthopaedic Surgeon, an individual must meet the following requirements:

1. Is an orthopaedic surgeon practicing outside the United States or Canada;
2. Is a member in good standing in one of the national orthopaedic organizations of the country in which the individual practices, or, where no national orthopaedic organizations exists, proof of orthopaedic licensure;
3. Devotes his or her medical practice to orthopaedic surgery or is engaged in the teaching of orthopaedic surgery or research related to the musculoskeletal system; and
4. Maintain a full, unrestricted and unlimited license to practice medicine (or its equivalent) in the country in which he or she practices.

International Members-Orthopaedic Surgeon may attend and participate in meetings and may serve as a member of any committee or task force, but may not hold office or vote in the annual balloting process.

B. International Members – Resident

To be eligible to become an International Member – Resident, an individual must meet all the following requirements:

1. Is a physician residing outside of the United States or Canada who has commenced the study of orthopaedics;
2. Is enrolled in an orthopaedic residency program recognized by the national orthopaedic organization of the country in which the residency program is located or those who have successfully completed such an orthopaedic residency and are in a non-US or Canadian fellowship program.

International Members - Resident may attend and participate in meetings and may serve as a member of any committee or task force, but may not hold office or vote in the annual balloting process.

C. International Members – Emeritus

To be eligible to become an International Member – Emeritus, an individual must meet the following requirements:

1. Is an International Member in good standing for at least twenty-five (25) consecutive years; and
2. Is completely retired from the practice of medicine.

International Members – Emeritus may attend and participate in meetings and may serve as a member of any committee or task force, but may not vote or hold office.

Affiliates

To be eligible to become an Affiliate, an individual must meet the following requirements:

1. Is an orthopaedic surgeon practicing in the United States or Canada who:
2. has successfully completed a Residency Review Committee, American Osteopathic Association, or Canadian-approved orthopaedic residency or subsequent fellowship and has not completed the board certification process within five (5) years of completing residency or fellowship; or
3. has successfully completed the study of orthopaedics in an international orthopaedic residency program recognized by the national orthopaedic organization of the country in which the individual trained; and
4. Maintains a full, unrestricted and unlimited license to practice medicine in the United States or Canada or gives evidence of full-time medical service in the federal government which does not require licensure.

Affiliates may attend and participate in meetings and may serve as a member of any committee or task force, but may not hold office or vote in the annual balloting process.

Allied Members: Allied Membership shall consist of three (3) classifications: Orthopaedic Team, Orthopaedic Research and Physician.

A. Allied Members – Orthopaedic Team

To be eligible to become an Allied Member – Orthopaedic Team, an individual must meet all the following requirements:

1. Is a licensed nurse, physician assistant, physical therapist, athletic trainer or practice administrator;
2. Is employed in the United States or Canada at a medical institution, academic medical center or a military facility or for the Veterans Affairs;
3. Is working in an orthopaedic setting under the supervision of a Fellow or Candidate Member; and
4. Is recommended by a Fellow or a Candidate Member who provides supervision for the individual.

Allied Members – Orthopaedic Team may attend and participate in meetings and may serve as a member of a committee or task force but may not hold office or vote in the annual balloting process.

B. Allied Members – Orthopaedic Research

To be eligible to become an Allied Member – Orthopaedic Research, an individual must meet all the following requirements:

1. Holds a doctorate degree or its equivalent;
2. Engages in research or basic science related to orthopaedic surgery at a medical institution, academic medical center or a military facility or for the Veterans Affairs; and
3. Has demonstrated achievement in research and education related to orthopaedic surgery.

Allied Members – Orthopaedic Research may attend and participate in meetings and may serve as a member of a committee or task force, but may not hold office or vote in the annual balloting process.

C. Allied Members – Physician

To be eligible to become an Allied Member – Physician, an individual must meet the following requirements:

1. Is a distinguished physician who is not an orthopaedic surgeon;
2. Holds the degrees of M.D. or D.O.; and
3. Engages in activities, interests and contributions related to orthopaedic surgery.

Allied Members – Physician may attend and participate in meetings and may serve as a member of any committee or task force, but may not hold office or vote in the annual balloting process.

Honorary Members

The status of Honorary Member may be conferred upon an individual by two thirds (2/3rds) vote of the Board of Directors present and voting.

An Honorary Member may attend and participate in meetings, but