

**Proposed Bylaws Amendments #1 and #2
Frequently Asked Questions
April 20, 2020**

The AAOS Board of Directors would like to respond to recent concerns raised about the proposed bylaws amendments Nos. 1 and 2 and clarify the related procedural history. The purpose of the proposed bylaws amendments is to improve one aspect of the Academy's governance by making the process to revise BOC and BOS rules and procedures shorter and easier. The Board recognizes the important governance role played by the BOC and the BOS in the Academy and values its important communication function to our Fellows and Members.

We ask you to carefully consider this and the information offered below as you cast your ballot.

1. Why did the Board of Directors initiate the Bylaws Amendments process? What is the purpose of these proposed changes?

For more than two years, the Academy has been engaged in an extensive review of its Governance beginning with Past President Bill Maloney appointing a Governance Task Force. This critical governance work continued under the leadership of Past President David Halsey. In September 2018, the Board of Directors adopted a set of Governance Principles (See link). In particular, for purposes of these proposed bylaws amendments, Governance Principle No. 5 provides: "Governance shall be clear and transparent to the membership and codified in succinct bylaws approved by the membership and robust policies approved by the Board."

2. How does this affect the BOC and BOS?

In no way is the governance function of either the BOC or BOS compromised or diminished by the proposed bylaws amendments. Each body continues to have designated seats on the Board of Directors and will continue to advise the Board and provide guidance through Resolutions, Bylaws and Advisory Opinions. The BOC and BOS Rules and Procedures Manuals will contain all language moved from the bylaws pursuant to the proposed amendments.

As currently reflected in the bylaws, the BOC and BOS will continue to be able to exercise oversight to make changes to their own policies and procedures, subject to Board approval as has always been the case. The Board cannot unilaterally amend either the BOC or the BOS Rules and Procedures Manual.

3. How does the Board intend to implement Governance Principle No. 5?

The Board of Directors' plan is to implement Governance Principle No. 5 by simplifying and clarifying the current overly complicated and detailed bylaws for the Academy and Association. In July 2019, the Board of Directors proposed Amendments Nos. 1 and 2 and voted to submit them by the September 1, 2019 deadline for consideration by the BOC and BOS at the Fall Meeting in October 2019. At that time, the Board did not vote on whether to adopt the proposed bylaws amendments – only to submit them for consideration during Fall Meeting.

4. Why is there concern about these proposed bylaws amendments?

Some members have questioned whether these proposed bylaws amendments will diminish the role of the BOC and BOS in the AAOS governance structure. The AAOS Board of Directors wants to assure Academy Fellows and Members that the role of the BOC and BOS will be maintained and enhanced by offering a better, more expedient way to implement and manage future updates to their respective rules and procedures. These administrative changes can be more effectively handled within weeks with a policy change managed by the BOC or BOS through their own Rules and Procedures Manuals and then approved by the Board of Directors, as has always been the process.

For example, the BOC became aware that small state societies were having difficulty filling their assigned seat on the BOC. Terms are limited to six years of service, and a Bylaws amendment was required to offer relief to these Societies. The current Bylaws process takes 12-18 months but, under the Proposed Bylaws amendments, this change could have been made with a policy change submitted by the BOC to the Board of Directors within a matter of weeks.

5. What exactly would be changed in the BOC and BOS portions of the bylaws?

Currently, the BOC and BOS bylaws sections are approximately six pages in length and contain procedural details about how these groups operate. The proposed bylaws amendments make it clear that the BOC and BOS will remain critical advisory bodies while removing the procedural details to the BOC and BOS Rules and Procedures and the Governance Policies and Procedures Manuals.

The exact language that will be in the amended bylaws reads:

Board of Councilors – Association Article XI and Academy Article IX

There shall be a Board of Councilors, the geographic distribution, composition and organization of which shall be established and modified, as necessary, in accordance with the rules and procedures developed by the Board of Councilors and approved by the ASSOCIATION Board of Directors. The Board of Councilors shall be advisory to the Board of Directors of the ASSOCIATION; and may propose, consider and make recommendations on ASSOCIATION resolutions and advisory opinions, proposed amendments to the ASSOCIATION Bylaws and ASSOCIATION Standards of Professionalism, consistent with Articles VII, XII and XVI respectively.

Board of Specialty Societies – Association Article XII & Academy Article X

There shall be a Board of Specialty Societies, the composition and organization of which shall be established and modified, as necessary, in accordance with rules and procedures developed by the Board of Specialty Societies and approved by the ASSOCIATION Board of Directors. Those elected to serve as members of the Board of Specialty Societies of the ASSOCIATION shall also serve as members of the Board of Specialty Societies of the ACADEMY in the same positions. The Board of Specialty Societies shall be advisory to the Board of Directors of the ASSOCIATION; and may propose, consider and make recommendations on ASSOCIATION resolutions and advisory opinions, proposed amendments to the ASSOCIATION Bylaws and ASSOCIATION Standards of Professionalism, consistent with Articles VII, XII and XVI respectively.

6. What is the process for the BOC and BOS to consider proposed bylaws amendments?

During the 2019 Fall Meeting, BOC and BOS held a joint open hearing, after which the joint BOC/BOS Bylaws Review Committee voted to recommend “Adoption without amendment.” During the joint BOC/BOS Business Meeting, each group voted overwhelmingly to adopt the proposed bylaws amendments. The BOC voted 74 to 2 to approve and the BOS voted unanimously to approve.

7. What did the Board of Directors do with the proposed bylaws amendments after the Fall Meeting?

In December 2019, the Board of Directors again reviewed the proposed bylaws amendments, the BOC/BOS Bylaws Review Committee report, as well as the vote by the BOC and BOS. The Board then unanimously voted to recommend adoption by the Fellows of the proposed bylaws amendments.

8. How is the Fellowship advised of the proposed bylaws amendments to be considered at Annual Meeting?

The AAOS is required to notify its Fellows and Members of all statements proposed or up for renewal through the Official Notice of the Annual Meeting. The Official Notice was distributed on February 25, 2020 and is available for review on the [AAOS website](#).

9. What is the role of the AAOS Bylaws Committee in considering proposed bylaws amendments?

During the 2020 Annual Meeting, the AAOS Bylaws Committee, during the Open Hearings and Business Meetings, accepted comments from interested Fellows and Members. Ultimately, the AAOS Bylaws Committee took no action and did not recommend adoption, rejection or modification of the proposed bylaws amendments 1 and 2. Consequently the ballot for proposed bylaws amendments goes to the membership with a recommendation to approve from the BOD, BOC and BOS.

10. Who is responsible for determining rules and procedures for the BOC or BOS?

Currently, each individual body determines its own rules and procedures, subject to approval by the Board of Directors. See for example the current Bylaws language, "in accordance with the rules and procedures developed by the Board of Councilors and approved by the ASSOCIATION Board of Directors," which is not revised in the proposed bylaws amendments.

11. Are the procedures for submitting Resolutions and Bylaws Amendments in the Rules and Procedures for the BOC or BOS?

Yes. The process for submitting proposed statements is in the Rules and Procedures Manuals and also will remain in the proposed Bylaws amendments for both the BOC and the BOS.

12. Do the proposed Bylaws change the role of the BOC/BOS in the selection of a member of the Nominating Committee for AAOS?

No. Bylaws Amendments 1 and 2 do not change the BOC and BOS role in the selection of a member of the AAOS Nominating Committee. The AAOS Nominating Committee process is outlined in Association Bylaws IX.2.c. Proposed Bylaws Amendment 3, as submitted by both the BOC and BOS, modify the bylaws to permit each body to have a representative on the AAOS Nominating Committee.

13. Do the proposed Bylaws change the composition or representation of either the BOC or BOS? Do they change the BOC and BOS terms?

No. The current representative model for both the BOC and BOS is not changed under the proposed Bylaws and details are retained under their separate rules and procedures. Under these proposed amendments, any modifications to the current structure or terms would be determined by either the BOC or the BOS, subject to approval by the Board of Directors - as has always been the case.

14. Do the proposed Bylaws amendments change the method by which BOC and BOS officers are elected or change their duties?

No. The method of election and duties of BOC/BOS officers and members are found in rules and procedures for each body. Changes or modification of rules and procedures, as noted above, are determined by each body, subject to approval by the Board of Directors.