



Governance Policies and Procedures

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AAOS GOVERNANCE POLICIES AND PROCEDURES

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The information provided in this document may be updated in accordance with specific sections of the policies and procedures as adopted by the Board of Directors from time to time. Formal approval by the AAOS Board of Directors is required for any updates made to the AAOS Governance Policies and Procedures.

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SECTION I: PROFESSIONAL COMPLIANCE PROGRAM GRIEVANCE PROCEDURES – Approved June 2018

Professional Compliance Program Grievance Procedures apply to grievances submitted on or after June 1, 2018

PROFESSIONAL COMPLIANCE PROGRAM

GRIEVANCE PROCEDURES

I. Purpose

The purpose of these Procedures is to establish a process for the American Academy of Orthopaedic Surgeons and the American Association of Orthopaedic Surgeons (“AAOS”) to address grievances about the behavior of an AAOS Fellow or Member that may violate the AAOS Standards of Professionalism (“SOPs”) as adopted by the Fellowship.

Only a Fellow or Member may initiate a professional compliance grievance against another Fellow or Member under this process.

II. Foundation for Professional Compliance Program Grievance Procedures

Article VIII of the Bylaws of the American Association of Orthopaedic Surgeons (“Association”) provides a process by which the AAOS addresses professional compliance grievances brought by one AAOS Fellow or Member against another AAOS Fellow or Member.

These Professional Compliance Program Grievance Procedures are designed to supplement Article VIII of the Association Bylaws and to create a process that is transparent, expeditious, and equitable.

III. Definitions

The following terms shall be defined as follows for purposes of these Professional Compliance Program Grievance Procedures:

- A. “Standards of Professionalism” are the AAOS “Standards of Professionalism,” as adopted by the AAOS Fellowship.
- B. “Fellow” includes all categories of AAOS Fellowship (Active, Inactive or Emeritus).
- C. “Member” includes the following categories of AAOS Membership: Associate Member - Allied Specialties; Associate Member - Basic Sciences; Associate Member - Orthopaedic; Associate Member - Osteopathic; Associate Resident Member - Associate Resident Member - Osteopathic; Associate Candidate Member; Associate Candidate Member - Orthopaedic; or Associate Candidate Member - Osteopathic. “Member” does not include an Associate Resident Member-International, International Member, or Honorary Member.

- D. "Days" refer to calendar days and shall include Saturdays, Sundays and legal holidays when computing a time period. AAOS has sole discretion to extend any time limitations.
- E. "Filing Date" is the date on which AAOS establishes that the Grievance Report is complete and has passed the Preliminary Administrative Evaluation.
- F. "Grievant" means the AAOS Fellow or Member who files a grievance, or complaint, against another AAOS Fellow or Member as identified in the Association Bylaws, Paragraph 8.5.
- G. "HIPAA" means the Health Insurance Portability and Accountability Act of 1996 and its associated regulations.
- H. "Respondent" means the AAOS Fellow or Member against whom the grievance has been filed as identified in the Association Bylaws, Paragraph 8.5.
- I. "General Counsel" or "Office of the General Counsel" shall mean the AAOS General Counsel, all staff who report to the AAOS General Counsel, other AAOS staff as determined by the General Counsel, and any outside counsel or consultants retained by the Office of General Counsel.
- J. "Committee on Professionalism" (COP) is the AAOS body responsible for reviewing and considering grievances of alleged violations of the Standards of Professionalism and developing a recommendation for professional compliance action to be taken by the AAOS Board of Directors.
- K. "Grievance Hearing Panel" is that body of members of the Committee on Professionalism responsible for hearing the evidence and testimony from the Grievant and Respondent and developing a written Report and Recommendation for AAOS professional compliance action to be taken by the AAOS Board of Directors.
- L. "Judiciary Committee" is the AAOS body responsible for hearing the recommendation of any official actions made by the Committee on Professionalism Hearing Panel, and for developing a written Report and Recommendation for professional compliance action to be taken by the AAOS Board of Directors.
- M. A "*prima facie*" case is one in which the Committee on Professionalism determines there has been sufficient evidence to support the Grievant's allegations of a violation of at least one of the Mandatory Standards of the AAOS Standards of Professionalism. A *prima facie* determination justifies a hearing by the Committee on Professionalism. In making this determination, the Committee on Professionalism will consider the material of the Grievant and Respondent submitted in accordance with these Procedures.

- N. A "Letter of Concern" is one that may be sent to either a Grievant, Respondent or both when concerns exist about a Fellow's or Member's behavior. This Letter of Concern shall not be considered an official professional compliance action and, as such, is confidential and will not be made available upon request to Fellows, Members, or counsel.
- O. "Professional compliance action" is the final action taken by the AAOS Board of Directors that results in Reprimand, Censure, Suspension, or Expulsion of an AAOS Fellow or Member.
- P. A "Reprimand" is a "written sanction, reprimanding the Fellow or Member, with no loss of the benefits of Fellowship or Membership for the finding of a violation of one, and only one, Standard of Professionalism. Such reprimand shall be made a part of the membership file of the Fellow or Member." {Association Bylaws, Para. 8.1.a} A Reprimand shall be communicated to the Grievant and Respondent. While considered an official professional compliance action, a Reprimand will not be published in any AAOS publication, and will not be made available to counsel, unless required by an officially issued subpoena.
- Q. A "Censure" is a "written sanction, censuring the Fellow or Member, with no loss of the benefits of Fellowship or Membership, for the finding of a violation of one or more Standards of Professionalism. Such censure shall be made a part of the membership file of the Fellow or Member." {Association Bylaws, Para. 8.1.b} A Censure is considered an official professional compliance action, is not confidential, and will be published in one or more AAOS publications, and will be made available upon request to Fellows, Members, or counsel.
- R. A "Suspension" shall "be a written sanction, causing the Fellow or Member to lose the benefits of Fellowship or Membership for a period of time as determined by the Board of Directors, after which the individual may be fully reinstated upon the request of the individual, provided he or she pays all past dues, fees or special assessments owing upon reinstatement. Suspension shall be for such term as the Board determines is necessary to ensure modification of behavior." {Association Bylaws, Para 8.1.c} A Suspension is an official professional compliance action, is not confidential, and will be published in one or more AAOS publications.
- S. An "Expulsion" shall "be a written sanction, causing the Fellow or Member to be removed from the rolls of the ASSOCIATION. An expelled Fellow or Member shall not be entitled to any of the benefits of Fellowship or Membership. The ASSOCIATION shall accept a reapplication for Fellowship or Membership from an expelled Fellow or Member provided he or she meets all requirements to apply to become a Fellow or Member." {Association Bylaws, Para 8.1.d.} An Expulsion is an official professional compliance action, is not confidential, and will be published in one or more AAOS publications.

IV. Applicability of Professional Compliance Procedures

- A. These Professional Compliance Program Grievance Procedures shall apply to grievances filed against an AAOS Fellow or Member that allege a violation of the AAOS Standards of Professionalism arising from activities that occurred on or after April 18, 2005, and to alleged violations of any additional SOPs occurring after their adoption by the AAOS as provided for in the Bylaws. These Professional Compliance Program Grievance Procedures shall apply to grievances submitted to AAOS **on or after June 1, 2018.**
- B. Grievances that allege a violation of the AAOS Standards of Professionalism may be filed within two (2) years of the date of the alleged violation or two (2) years following the conclusion of the underlying matter, whichever is later.
- C. These Professional Compliance Program Grievance Procedures shall not apply to:
1. Matters that are currently in litigation, arbitration or mediation; under review by a state medical board or other state or federal agency; or are the subject of a peer review investigation;
 2. Matters in which the primary subject of the grievance has already been considered by the AAOS, even if brought by a different Fellow or Member. However, a Respondent may file a counter-grievance, but only prior to receiving notification that the Committee on Professionalism has made a *prima facie* determination a violation may exist; and
 3. Matters for which the AAOS Bylaws provide a different avenue for removing or limiting the membership of an AAOS Fellow or Member, specifically actions based on non-payment of AAOS dues {Association Bylaws, Para. 8.3}; or any actions covered by Paragraph 8.4 of the Association Bylaws, subject to provisions under paragraph VII.B.5. of the Grievance Procedures.
- D. If at any time after a professional compliance grievance is submitted, the subject matter of the grievance becomes the subject of litigation, arbitration, mediation, administrative review or review by a state medical board or other state or federal agency, AAOS shall hold the grievance in abeyance for a maximum of twelve (12) months or until the final resolution of the litigation, arbitration, mediation or review in order for the AAOS process to continue, whichever occurs first. If the underlying matter has not been completely resolved by the end of the twelve (12) month period, AAOS shall close the grievance file. A Fellow or Member shall have the option of re-filing the grievance, provided the filing is in accordance with the Professional Compliance Program Grievance Procedures then in effect.
- E. A Fellow or Member who has been named in a filed grievance and has been notified of the same will not be permitted to resign from AAOS during the course of this professional compliance process. Letters of resignation received by AAOS from a Fellow or Member during a period of suspension resulting from an official professional compliance action will not be effective until the conclusion of the period of suspension.

- F. A Candidate Member who has been named in a filed grievance and has been notified of the same will have his or her Fellowship application held in abeyance pending the final resolution of the grievance.
- G. A Grievant may withdraw a grievance, but only before the Committee on Professionalism has made a determination that a *prima facie* case has been made that a violation may exist. Notwithstanding the above, if it appears there is a patient safety issue, the AAOS, at its discretion, may proceed even if the Grievant wishes to withdraw the grievance.
- H. Fellows or Members who are suspended from AAOS as a result of professional compliance actions may be named as Respondents in grievances alleging new or different violations of the AAOS Standards of Professionalism during the period of suspension.
- I. Fellows or Members who are expelled from AAOS as a result of professional compliance actions may not be named as Respondents in grievances alleging new or different violations of the AAOS Standards of Professionalism unless or until the Fellow or Member is re-admitted to AAOS.
- J. The AAOS Professional Compliance Program is an ethics compliance program. It was not designed as and is not intended to be a peer review program. Thus, it does not fall under the protections of the federal Health Care Quality Improvement Act.
- K. In the event these Grievance Hearing procedures are silent or unclear, AAOS reserves the right to add or interpret such procedures as is necessary to ensure the effective functioning of the Program and to ensure that due process is provided to the parties. Such additions and/or interpretations shall be consistent with any directives adopted by the AAOS Board of Directors.

V. Notification of Professional Compliance Actions

- A. Time-sensitive material will be transmitted to recipients, with courtesy copies to retained counsel, if any, through United Parcel Service (UPS), United States Priority Mail, Federal Express, electronic, or other verifiable delivery service. Notification will be sent to the Fellow's or Member's last address in the AAOS Membership database, unless AAOS is notified in writing of an alternate address.
- B. At least annually, and only after final action by the Board of Directors, AAOS shall publish all professional compliance actions taken involving Censure, Suspension or Expulsion. AAOS shall publish a summary of the matter in one or more of the AAOS publications, including the publicly accessible portion of the AAOS website, specifying the particular Mandatory Standard(s) of the AAOS Standards of Professionalism that was deemed to have been violated, identifying the Respondent by name and the state in which he or she has his or her principal practice.

- C. For all professional compliance actions resulting in suspension or expulsion that relate to patient health and welfare (including orthopaedic expert opinion and testimony), the AAOS will notify the National Practitioners Data Bank (NPDB) in compliance with current NPDB requirements.
- D. AAOS shall communicate professional compliance actions involving Censure, Suspension or Expulsion to the Respondent's state licensing board, state orthopaedic society, state medical society, the American Board of Orthopaedic Surgery (ABOS), and other medical boards or associations as appropriate. AAOS shall communicate professional compliance actions involving Reprimand to the Grievant and Respondent. A Reprimand shall not be published in any AAOS publication. Additionally, professional compliance actions involving Reprimand shall not be communicated to the Respondent's state licensing board, state orthopaedic society, state medical society, the ABOS, and/or other medical boards or associations.
- E. AAOS will respond in writing to a written request from any party about an individual Fellow's membership in the AAOS. In addition, AAOS will inform the requesting party of any official professional compliance action taken by the AAOS Board of Directors, except a professional compliance action involving a Reprimand. AAOS will not disclose information about parties in a pending grievance, nor will AAOS disclose information about any grievance in which the Board of Directors did not take official professional compliance action.
- F. Consistent with protocols approved by the Committee on Professionalism, following final Board of Directors decisions, records of AAOS professional compliance proceedings and official actions of the AAOS Board of Directors involving Reprimand, Censure, Suspension or Expulsion may be obtained at a reasonable charge upon receipt of an appropriate subpoena addressed to the Office of General Counsel.
- G. During the pendency of a professional compliance grievance, AAOS will attempt to maintain but does not guarantee the confidentiality of grievances nor does AAOS guarantee that results of the professional compliance grievance process will not be reported to other persons or entities.

VI. Rights and Obligations of all Parties

- A. Any Fellow or Member who files a grievance ("Grievant") under these procedures shall have certain rights and obligations associated with these procedures. Conversely, a Fellow or Member against whom a grievance has been filed ("Respondent") shall also have certain rights and obligations. The AAOS recognizes its obligations to the public and the profession when reviewing issues of professional compliance.
- B. Specifically, all parties involved in a professional compliance matter have the:
 - 1. Right to timely communication from AAOS;

2. Right to know who has filed the Grievance;
 3. Right to know which Mandatory Standard(s) are alleged to have been violated;
 4. Right to counsel;
 5. Right to respond to the allegations;
 6. Right to know who will consider the matter and make recommendations;
 7. Right to appear at a grievance hearing or Judiciary Committee hearing;
 8. Right to a second hearing to review the recommendation(s) of the Grievance Hearing Panel prior to final action by the Board of Directors;
 9. Obligation to participate in the grievance process in good faith;
 10. Obligation to adhere to the procedures outlined in this document; and
 11. Obligation to maintain confidentiality until the grievance process is concluded.
- C. Parties to a grievance, and not the AAOS, are responsible for providing any materials, including, but not limited to transcripts, medical records and images, they deem necessary for AAOS consideration of the grievance. Materials submitted by both parties must follow HIPAA guidelines for de-identifying patient information. All correspondence and materials must be sent to the Office of General Counsel.

VII. Grievance Procedures

A. Grievances Filed with AAOS

1. All grievances must be submitted with a signed and dated Professional Compliance Program Grievance Report and include the specific Mandatory Standard(s) of the Standards of Professionalism alleged to have been violated, citing specific statements or actions by the Respondent which support the allegation(s). All grievance material submitted must follow HIPAA guidelines for de-identifying patient information. Any grievance or supporting material submitted that does not conform to the required format will be returned to the submitting party.
2. All grievances and accompanying supplemental materials shall be sent to:

American Academy of Orthopaedic Surgeons
9400 West Higgins Road
Rosemont, IL 60018-4976
Attention: Office of General Counsel
3. No inquiry about a pending grievance, correspondence or materials may be sent to members of the Committee on Professionalism, the Judiciary Committee, the Board of Directors, or any AAOS official or officer, staff or representative.

Written or oral contact may be made only through the Office of General Counsel.

4. The Grievant bears the burden of proof and must submit written material in support of his/her Grievance Report as part of the grievance process. The Grievant is required to attend the grievance hearing except under exceptional circumstances, such circumstances to be determined in the sole discretion of AAOS. The Grievant must submit a written explanation of his/her circumstances to support an exception to the attendance requirement. If AAOS deems the Grievant's circumstances to be exceptional, and upon request, video and/or telephonic conferencing, if available, may be used to allow the Grievant's participation in the grievance hearing. Failure to appear at a grievance hearing shall be cause for dismissal of the grievance, absent a finding of exceptional circumstances. AAOS reserves the right to deny or discontinue video and/or telephonic conferences for any reason, including, but not limited to costs, technical difficulties, and/or inconvenience to the grievance hearing process. The Respondent bears the burden of submitting any material he/she deems relevant for consideration of the grievance in his/her written response.

B. Preliminary Administrative Evaluation

1. Within thirty (30) days of the receipt of the grievance, AAOS will acknowledge the grievance and mail a copy of these Professional Compliance Program Grievance Procedures to the Grievant.
2. The Filing Date is the date on which AAOS establishes that the Grievance Report is complete and has passed the Preliminary Administrative Evaluation.
3. Within thirty (30) days of determining the Grievant's materials have passed the Preliminary Administrative Evaluation, the Office of General Counsel will advise the Respondent that a grievance has been filed and provide the Respondent with a copy of the grievance, submitted material, and a copy of these Professional Compliance Program Grievance Procedures. The Office of General Counsel will advise the Respondent that he or she may submit material for consideration prior to the Committee on Professionalism's determination of whether a *prima facie* matter exists. All material to be considered by the Committee on Professionalism must be provided within sixty (60) days of receipt of this notice and must be consistent with HIPAA guidelines. AAOS will return to the Respondent material that does not conform to the required format. Material submitted by the Respondent for consideration will be made available to the Grievant. All correspondence or materials must be sent to the Office of General Counsel.
4. The Office of General Counsel will collect and collate all materials from the Grievant and from the Respondent. If the Respondent does not send any materials by the deadline date, AAOS will assume that none will be received.

The compiled materials will be duplicated and sent to the Committee on Professionalism, pursuant to Paragraph C.4 below.

5. Upon receipt of a Grievance from Fellow or Member related to expert witness opinion or testimony given by another AAOS Fellow or Member in connection with a state medical board action, and the medical board action has resulted in a restriction, suspension, revocation or voluntary surrender of the Grievant's license to practice medicine, AAOS will not initiate a licensure review pursuant to the Association Bylaws Paragraph 8.4 during the pendency of the professional compliance grievance. Upon conclusion of the grievance, the licensure matter shall be reviewed by AAOS, which may, in its sole discretion, take into consideration any official professional compliance action taken in connection with the grievance.

C. Referral to the Committee on Professionalism

1. The Committee on Professionalism shall be responsible for reviewing all grievances referred from the Office of General Counsel.
2. The Committee on Professionalism shall at a minimum have eight (8) members, appointed by the AAOS Board of Directors and trained to evaluate and consider matters of alleged violations of the AAOS Standards of Professionalism. At its discretion, the Board of Directors may appoint additional members to the Committee on Professionalism. The AAOS Board of Directors will utilize the Committee Appointment Program (CAP) process to identify volunteers for the Committee on Professionalism. The "one member-one committee" rule shall not apply to the Committee on Professionalism.
3. For each grievance that has passed the Preliminary Administrative Evaluation, the Office of General Counsel will canvass the members of the Committee on Professionalism to determine whether there exists any real or perceived conflict of interest between a member and the Grievant and/or Respondent. No Committee member may participate in a case that involves a Fellow or Member with whom that individual has a personal relationship or is in partnership or in direct economic competition. A standing committee of the Chair of the Committee on Professionalism, AAOS President, AAOS First Vice President, AAOS Second Vice President and the General Counsel shall review and determine questions of conflicts of interest, if necessary.
4. The Office of General Counsel will refer grievances that meet the criteria for review to those members of the Committee on Professionalism who have no real or perceived conflicts with the Grievant and/or Respondent. The Committee on Professionalism will review the material submitted by the Grievant and Respondent, if any, and it may request additional information to determine whether the grievance is appropriate for Committee review.

5. Within forty-five (45) days of receipt of all grievance material from the Office of General Counsel, the Committee on Professionalism shall determine whether a *prima facie* violation of the Mandatory Standard(s) of the AAOS Standards of Professionalism exists, based on the written submissions from the Grievant and the Respondent, if any. The Office of General Counsel will send written notification of the Committee on Professionalism's *prima facie* determination to the Grievant and the Respondent within fifteen (15) days of this determination.
6. If the participating Committee on Professionalism members determine that a *prima facie* violation of the Mandatory Standard(s) of the AAOS Standards of Professionalism has not been established, the Office of General Counsel will notify the Grievant and the Respondent in writing that the grievance is not accepted for further review.
7. If the Committee on Professionalism does not accept the grievance for further review, the Grievant will have the right within fifteen (15) days of receipt of the written notice from the Office of General Counsel to demand a hearing nonetheless. In such case, the Grievant shall be responsible for paying all of AAOS' direct costs in conducting that hearing and all of the Respondent's direct costs, up to a maximum of fifteen thousand dollars (\$15,000), if the ultimate decision of the hearing is the same or substantially similar to the decision that the Committee on Professionalism reached before the hearing. The Grievant shall be obligated to pay fifteen thousand dollars (\$15,000), in advance of the hearing. The Office of General Counsel shall determine AAOS' direct costs at the end of the hearing, which may include, but are not limited to, the cost of counsel preparing for and attending the hearing and the Committee members' expenses in attending the hearing. In the event that both the Grievant and Respondent demand a hearing, the fees will not be imposed on either party.
8. In some circumstances, the Committee on Professionalism may have concerns with the alleged behavior described in the grievance, yet, at its discretion, may decide not to accept the grievance. In these instances, at its sole discretion, the Committee on Professionalism may write a Letter of Concern to the Grievant, Respondent, or both, detailing its concerns. This Letter of Concern shall not be considered an official professional compliance action and, as such, is deemed confidential. In addition, the AAOS shall send a notice to the opposing party (either Grievant or Respondent) that a Letter of Concern has been sent, but not its specific contents, and AAOS shall also request that the opposing party not make the existence of this Letter of Concern public.
9. If the participating Committee on Professionalism members decide that a *prima facie* case has been established, the Chair of the Committee on Professionalism will appoint a Grievance Hearing Panel, composed of a Chair and at least three (3) Committee members, to hear and consider the grievance, with three (3) Committee members constituting a quorum. The Chair of the Committee on Professionalism may be the Chair of that Grievance Hearing Panel and/or act as

an *ex officio* voting member of the Grievance Hearing Panel. Once a Grievance Hearing Panel has been chosen, that panel shall continue to function as the hearing entity until the Board of Directors has taken final action on the matter, even if the panel member's term on the Committee on Professionalism has expired.

10. The Office of General Counsel will notify the Grievant and Respondent if the grievance has been accepted for review.
11. The Grievant and Respondent will be sent the names of the Grievance Hearing Panel members and will be notified that, within thirty (30) days of receipt of this notice, he or she may challenge the appointment of any Grievance Hearing Panel member for cause. Challenges will be arbitrated by the standing committee of the Chair of the Committee on Professionalism, AAOS President, AAOS First Vice President, AAOS Second Vice President and the General Counsel. All correspondence or materials should be sent to Office of General Counsel.
12. The Grievant and the Respondent shall be responsible for his or her own travel and related costs as well as the costs of any personal representatives involved or any witness that he or she may call or any evidence produced. AAOS shall bear the costs of the Grievance Hearing Panel and all related hearing costs.

D. Referral to Grievance Hearing Panel

1. The Grievant and Respondent will be given at least sixty (60) days prior notice of the grievance hearing date and location. AAOS has sole discretion to extend the time for scheduling hearings.
2. AAOS will conduct grievance hearings, if necessary, on pre-determined dates:
 - During the Annual Meeting; and
 - At one or more other times during the year.

Grievance hearings other than at the Annual Meeting will be conducted in Rosemont, Illinois. AAOS has sole discretion to determine if extenuating circumstances exist to conduct grievance hearings in locations other than the Annual Meeting and Rosemont, Illinois. If AAOS determines that extenuating circumstances exist, grievance hearings may be conducted in locations other than the Annual Meeting and Rosemont, Illinois.

3. The Grievant is required to attend the grievance hearing except under exceptional circumstances, such circumstances to be determined in the sole discretion of AAOS. The Grievant must submit a written explanation of his/her circumstances to support an exception to the attendance requirement. If AAOS deems the Grievant's circumstances to be exceptional, and upon request, video and/or telephonic conferencing, if available, may be used to allow the

Grievant's participation in the grievance hearing. Failure to appear at a grievance hearing shall be cause for dismissal of the grievance, absent a finding of exceptional circumstances. If the Respondent declines or fails to appear at a duly scheduled grievance hearing, absent exceptional circumstances, the grievance hearing shall still proceed, and the panel members shall consider any material submitted previously by the Respondent. Under exceptional circumstances, the Respondent may submit a written request to participate via video and/or telephonic conferencing upon availability. AAOS reserves the right to deny or discontinue video and/or telephonic conferences for any reason, including, but not limited to, costs, technical difficulties, and/or inconvenience to the grievance hearing process. A party may request a postponement of a grievance hearing, and such postponement will be allowed, provided the other party concurs. However, no case may be postponed more than one (1) time.

4. No later than thirty (30) days prior to the scheduled grievance hearing, the following is due to the Office of General Counsel:
 - All written grievance material of both parties ("additional material"). After this deadline, no new material may be submitted.
 - The party's notice of attendance at the grievance hearing, and/or whether legal counsel or a representative and/or witness(es) will be present at the hearing; or
 - The request for the Grievant's or Respondent's appearance by video/telephonic conference at the grievance hearing due to extenuating circumstances.

In lieu of appearance at the grievance hearing, the Respondent may submit a written statement of no more than five (5) pages to be read into the record, but it may not contain new information. The statement in lieu of appearance is due fifteen (15) days prior to the hearing. It is not exchanged with the opposing party or sent to the Committee on Professionalism in advance, but is only read during the hearing on the Respondent's behalf.

5. The Grievance Hearing Panel Chair will conduct the grievance hearing, with the assistance of the General Counsel. Only Grievance Hearing Panel members who attend the full grievance hearing may participate in the deliberations and recommendations. The Grievant, the Respondent and their designated representative or counsel may attend grievance hearings. Grievance hearings will be closed to guests or observers, except non-participating members of the Committee on Professionalism and security or other personnel, as deemed necessary by AAOS. Formal rules of evidence or law will not apply to grievance hearings. The grievance hearing will be officially recorded by a court reporter. At the sole discretion of AAOS, video and audio recordings of the proceedings may also be made. No other recording devices will be permitted.

6. The Grievant or Respondent may be represented at the grievance hearing by himself or herself or by any other designated individual, including legal counsel. Each party will be given thirty (30) minutes to make a presentation. Both the Grievant and Respondent may present witnesses at the grievance hearing, but the identity of any such witnesses and the subject matter of their testimony must be provided to the Office of General Counsel at least fifteen (15) days in advance. Any presentations made by representatives or witnesses are included in the 30-minute time limit.
7. During the grievance hearing, the Grievance Hearing Panel may receive oral testimony and written statements from the Grievant and Respondent and may also review additional information requested by the Committee on Professionalism. Grievance Hearing Panel members may ask brief clarifying questions of any party, representative, or witness within the thirty (30) minute time limit.
8. Following the presentations by the Grievant and the Respondent, the Chair of the Grievance Hearing Panel may allow each side an opportunity of up to five (5) minutes to question the opposing side, but extensive cross examination will not be permitted. The Grievance Hearing Panel, entirely at its discretion, may then pose questions to one or both parties.
9. After the grievance hearing and prior to issuing its recommendations, the Grievance Hearing Panel may request additional information from the Grievant, Respondent, or any third party. Any additional information will be made available to each party.
10. Grievance Hearing Panel members may not discuss the specifics of the case with any non-participant, with the exception of the General Counsel, and may only consider material introduced in conjunction with the Grievance process. However, Hearing Panel members may rely upon their own expertise and experience as orthopaedic surgeons in evaluating submitted materials, oral testimony, or issues raised.
11. Following the conclusion of the grievance hearing, the Grievance Hearing Panel shall meet in executive session with the General Counsel and shall, by majority vote, determine which of the following alternative findings should be recommended to the AAOS Board of Directors:
 - a. The grievance is not sustained and no professional compliance action should be taken;
 - b. The grievance is sustained and the Respondent should be:
 - i. Reprimanded;
 - ii. Censured;

- iii. Suspended from AAOS for a stated period of time; or
- iv. Expelled from AAOS.

A Reprimand, Censure, Suspension and Expulsion shall be available as an official action in those circumstances where there has been a finding of violation of one (1) Standard of Professionalism, which shall be in the sole discretion of the Grievance Hearing Panel. Upon a finding of two (2) or more violations, the Grievance Hearing Panel, in its sole discretion, shall determine whether to recommend that the Respondent be Censured, Suspended or Expelled.

- c. In the event the majority vote does not sustain the grievance, the Grievance Hearing Panel's finding will be that the Respondent is not found to have violated any of the Standards of Professionalism.
12. The Grievance Hearing Panel may delay the vote to allow time to consider the official transcript of the hearing.
 13. The Grievance Hearing Panel may write a Letter of Concern to be sent to either the Grievant, Respondent or both, describing the Grievance Hearing Panel's concerns with the behavior. A notification will be provided to the other party that the Letter of Concern has been sent but not its specific contents. In addition, the AAOS will request that the existence of a Letter(s) of Concern not be made public.
 14. Within sixty (60) days from the conclusion of the grievance hearing, the Grievance Hearing Panel shall issue its written Report and Recommendation. AAOS has sole discretion to extend the date of the Grievance Hearing Panel's Report and Recommendations.
 15. A copy of the Grievance Hearing Panel's Report and Recommendation will be sent to the Grievant, Respondent, and their counsel, if any, at the time it is issued. A copy of the official transcript of the grievance hearing will be included with the Grievance Hearing Panel's Report and Recommendation.
 16. If the Committee on Professionalism Hearing Panel has recommended a compliance action of Reprimand, Censure, Suspension or Expulsion, the Judiciary Committee shall conduct a hearing at which the Grievant and Respondent shall have another opportunity to be heard.
 17. If no compliance action is recommended, the Grievant may request a hearing before the Judiciary Committee. Such request must be submitted in writing and received in the Office of General Counsel within fifteen (15) days of the notification of the Grievance Hearing Panel's recommendation. In such case, the Grievant shall be responsible for paying all of AAOS' direct costs in conducting the Judiciary Committee hearing and all of the Respondent's direct costs, up to a

maximum of fifteen thousand dollars (\$15,000), if the ultimate decision of the Judiciary Committee is the same or substantially similar to the Grievance Hearing Panel's recommendation. The Grievant shall be obligated to pay fifteen thousand dollars (\$15,000) in advance of the hearing by the Judiciary Committee.

E. Judiciary Committee Hearing

1. The Judiciary Committee shall be composed of at least five (5) members appointed by the Board of Directors who have been trained to evaluate and consider matters of alleged violations of the AAOS Standards of Professionalism. At its discretion, the Board of Directors may appoint additional members to the Judiciary Committee. The AAOS Board of Directors will utilize the Committee Appointment Program (CAP) process to identify volunteers for the Judiciary Committee. The "one member-one committee" rule shall not apply to the Judiciary Committee.
2. For each Judiciary Committee hearing, the Office of General Counsel will canvass the members of the Judiciary Committee to determine whether there exists any real or perceived conflict of interest between a Judiciary Committee member and the Grievant and/or Respondent. No Judiciary Committee member may participate in a case with which that individual has a personal relationship or is in partnership or in direct economic competition. A standing committee of the Chair of the Judiciary Committee, President, First Vice President, Second Vice President, and the General Counsel shall review and determine questions of conflicts of interest, if necessary.
3. Within thirty (30) days of notification of the Judiciary Committee hearing, the Grievant and Respondent will be sent the names of the Judiciary Committee members and will be notified that, within thirty (30) days of receipt of this notice, he or she may challenge any of the Judiciary Committee members for cause. Challenges will be arbitrated by the standing committee of the Chair of the Judiciary Committee, President, First Vice President, Second Vice President, and the General Counsel.
4. Any member of the Judiciary Committee who participated in the grievance hearing in any capacity shall not participate in this process or vote on the matter. Only Judiciary Committee members who attend the full hearing may participate in the deliberations or recommendations.
5. The Judiciary Committee members may not discuss the specifics of the case with any non-participant, with the exception of the General Counsel, and may consider only the evidence, testimony and other materials introduced in conjunction with the grievance process. However, Judiciary Committee

members may rely upon their own expertise and experience as orthopaedic surgeons in evaluating submitted material(s), oral testimony, or issues raised.

6. The Grievant and Respondent will be given at least thirty (30) days prior notice of the Judiciary Committee hearing date and location of the Judiciary Committee hearing at which the recommendation of the Grievance Hearing Panel will be considered. The hearing will be held, if possible, at the next regularly scheduled meeting of the Judiciary Committee. A party may request a postponement of a Judiciary Committee hearing, and such postponement will be allowed, provided the other party concurs. However, no case may be postponed more than one (1) time. AAOS has sole discretion to extend the date for conducting Judiciary Committee hearings.
7. Both parties are strongly encouraged to appear at the Judiciary Committee hearing. If either party declines or fails to appear, the hearing shall still proceed, and the Judiciary Committee shall consider any material submitted in accordance with these procedures. Notification of party attendance and/or whether legal counsel or a representative will be present must be submitted to the Office of General Counsel no later than fifteen (15) days prior to the scheduled hearing. Neither party may attend by video or telephone conferencing.
8. Except as provided in Paragraph D.17 above, the Grievant and the Respondent shall be responsible for his or her own travel and related costs as well as the costs of any personal representatives involved. Except as provided in Paragraph D.17 above, AAOS shall bear the costs of the Judiciary Committee and all related hearing costs.
9. The Chair of the Judiciary Committee will conduct the hearing, with the assistance of the General Counsel. Formal rules of evidence or law will not apply to the hearing. The Grievant and Respondent may be represented by counsel or a designated representative. The hearing will be closed to guests and observers, except for security or other personnel as deemed necessary by AAOS. No new evidence or information shall be presented to the Judiciary Committee. The hearing will be officially recorded by a court reporter. At the sole discretion of AAOS, video and audio recordings of the proceedings may also be made. No other recording devices will be permitted.
10. Each party may submit a written submission to the Judiciary Committee which is due no later than fifteen (15) days prior to the scheduled hearing. In light of the fact that no new material may be provided to the Judiciary Committee, the written submission is limited to ten (10) pages total. Only evidence and testimony already introduced in conjunction with the COP Grievance Hearing may be considered. The written submission is optional and those timely

received will be provided to both parties and the Judiciary Committee in advance of the hearing.

In lieu of personal appearance at the Judiciary Committee hearing, either party may submit another written statement of no more than five (5) pages to be read into the record, but it may not contain new information. The statement in lieu of appearance is due no later than five (5) days prior to the scheduled hearing. The statement in lieu of appearance is not exchanged in advance of the hearing, but is read on the party's behalf at the Judiciary Committee hearing.

11. The Grievant and Respondent shall have an opportunity to make any statement he or she desires at the hearing before the Judiciary Committee takes action on the Grievance Hearing Panel's recommendation. The Grievant and Respondent will be given ten (10) minutes each to make a statement to the Judiciary Committee. The Respondent shall go first, followed by the Grievant. No new grievance material may be offered at the hearing. The Judiciary Committee members may ask brief clarifying questions of any party or representative within the ten (10) minute time limit.
12. Following the presentations by each party, the Chair of the Judiciary Committee may allow each side an opportunity of up to five (5) minutes to ask questions of the opposing side, but extensive cross examination will not be permitted. The Judiciary Committee may then, entirely at its own discretion, ask questions of both parties.
13. Following the hearing, the Judiciary Committee and General Counsel shall meet in executive session and shall, by majority vote, determine whether to recommend sustaining, altering or dismissing the Grievance Hearing Panel's recommendation.
14. The Judiciary Committee may delay the vote to allow time to consider the official transcript of the hearing.
15. The Judiciary Committee shall uphold the recommendation of the Grievance Hearing Panel unless it finds that there has been a lack of due process in the AAOS grievance proceedings or that it is contrary to the weight of the evidence.
16. The Judiciary Committee shall, by majority vote, determine which of the following alternative findings should be recommended to the AAOS Board of Directors:
 - a. The Grievance is not sustained and no professional compliance action should be taken;

- b. The Grievance is not sustained and the Board of Directors should send a Letter of Concern as proposed and drafted by the Judiciary Committee; or
- c. The Grievance is sustained and the Respondent should be:
 - i. Reprimanded;
 - ii. Censured;
 - iii. Suspended from AAOS for a stated period of time; or
 - iv. Expelled from AAOS.

A Reprimand, Censure, Suspension and Expulsion shall be available as an official action in those circumstances where there has been a finding of violation of one (1) Standard of Professionalism, which shall be in the sole discretion of the Judiciary Committee. Upon a finding of two (2) or more violations, the Judiciary Committee shall recommend that the Respondent be Censured, Suspended or Expelled.

- 17. In the event the majority vote does not sustain the Report and Recommendation of the Grievance Hearing Panel, the Judiciary Committee may recommend that the Respondent be found to have not violated any of the Standards of Professionalism. If the majority vote is to sustain or modify the Report and Recommendation of the Grievance Hearing Panel, the Judiciary Committee will identify the specific Mandatory Standard(s) it found to be in violation.
- 18. The Judiciary Committee's written Report and Recommendation will be sent to the Grievant and Respondent and their counsel, if any, to the Grievance Hearing Panel of the Committee on Professionalism that considered the case, and the Board of Directors. A copy of the official transcript of the hearing will be included with the Judiciary Committee's Report and Recommendation.

F. Decision of the Board of Directors

- 1. The Board of Directors shall adjudicate all recommendations received from the Grievance Hearing Panel and from the Judiciary Committee, generally at the next scheduled meeting of the Board, except that the Board of Directors will not hear professional compliance matters considered under these Grievance Procedures at its meetings held in conjunction with the AAOS Annual Meeting. The decision of the Board of Directors, conducted in executive session by secret written ballot, shall be based on the record, the written recommendation of the

Grievance Hearing Panel and the written recommendation of the Judiciary Committee. No new information may be introduced to the Board of Directors.

2. The Office of General Counsel shall give notice to the parties at least thirty (30) days prior to the meeting of the Board of Directors at which this matter will be considered. In addition, the names of all Board members will be provided to the parties.
3. The Grievant or Respondent may object to the participation of any member of the Board of Directors within fifteen (15) days of receipt of the notice. Challenges will be arbitrated by the standing committee of the Chair of the Committee on Professionalism, Chair of the Judiciary Committee, AAOS President, AAOS First Vice President, AAOS Second Vice President, and the General Counsel.
4. For each grievance before the Board of Directors, the Office of General Counsel will canvass the Board of Directors to determine whether there exists any real or perceived conflict of interest between a Board member and the Grievant or Respondent. No member of the Board of Directors may participate in a case that involves a Fellow or Member with whom that individual has a personal relationship or is in partnership or in direct economic competition. A standing committee of the Chair of the Committee on Professionalism, Chair of the Judiciary Committee, AAOS President, AAOS First Vice President, AAOS Second Vice President, and the General Counsel shall review and determine questions of conflicts of interest, if necessary.
5. For any grievance in which the recommendation of either the COP Grievance Hearing Panel or the Judiciary Committee is a Reprimand, Censure, Suspension or Expulsion, the parties may submit a written statement of no more than two (2) pages to be presented to the Board, but it may not contain new material. Such written statement must be received by AAOS no later than fifteen (15) days prior to the meeting of the Board and may not contain new material. The written statement is not exchanged with the parties.
6. At least three (3) members of the Board of Directors shall review grievances in which the recommended action of the COP Grievance Hearing Panel or Judiciary Committee is a Censure, Suspension or Expulsion. A representative of the Judiciary Committee shall present the Judiciary Committee's Report and Recommendation. A member of the Committee on Professionalism Grievance Hearing Panel will also be present to address any questions from the Board, and may add comments regarding the Grievance Hearing Panel's assessment of the grievance and the Judiciary Committee's Report and Recommendation. Members of the AAOS Office of General Counsel and AAOS staff may also be present. The meeting shall be closed to parties, guests and observers.

7. Except as otherwise provided in these Procedures, the Board of Directors shall uphold the recommendation of the Judiciary Committee unless it finds that there has been a lack of due process in the AAOS grievance proceedings or it is contrary to the weight of the evidence.
8. Members of the Board of Directors may not discuss the specifics of the case with any non-participant, with the exception of the General Counsel, and may only consider material introduced in conjunction with the grievance process. However, Board members may rely upon their own expertise and experience as orthopaedic surgeons in evaluating submitted material(s), oral testimony, or issues raised.
9. The Board of Directors, by a two-thirds secret written ballot vote, shall determine which of the specific Mandatory Standard(s) of the AAOS Standards of Professionalism has been violated, and shall accept, modify or reject the recommendations of the Judiciary Committee (or the Grievance Hearing Panel), or take such other action as it deems appropriate as based on the decision of the Board meeting review.
10. If the Board of Directors determines not to take professional compliance action against the Respondent, it may still send a Letter of Concern to him or her, describing the Board of Directors' concerns with the behavior that was the subject of the professional compliance matter. In addition, the Board of Directors may send a Letter of Concern to the Grievant, describing the Board of Directors' concerns with his or her behavior or actions. This Letter of Concern shall not be considered an official professional compliance action. A notification will be sent to the other party that the AAOS has sent a Letter of Concern, but not its specific contents. In addition, the AAOS will request that the existence of this Letter(s) of Concern not be made public.
11. The decision of the Board of Directors shall become effective immediately and will not be subject to further review or consideration.
12. The Grievant and Respondent shall be notified in writing of the Board of Directors' action within thirty (30) days of the decision. Notice of professional compliance action will identify the specific Mandatory Standard(s) found to be in violation.
13. AAOS shall publish all professional compliance action taken by the Board of Directors in accordance with the Association Bylaws, Paragraph 8.8 and Section V. B-D herein.
14. Covenant Not to Sue. The Professional Compliance Program serves the interests of AAOS Fellows and Members who desired a program of this type to hold Fellows and members accountable for meeting a minimum level of ethical behavior. As such, to the fullest extent permitted by law, all Fellows and 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 ASSOCIATION's Board of Directors and that its decisions are final. {Association Bylaws 8.10}

G. Reapplication for Fellowship

1. A suspension shall cause the Fellow or Member to lose the benefits of Fellowship or Membership for a specific period of time as determined by the Board of Directors after which the individual may be fully reinstated upon the request of the individual, provided he or she pays all past dues, fees or special assessments owing upon reinstatement. Suspension shall be for such term as the Board determines is necessary to ensure modification of behavior. {Association Bylaws 8.1.c}
2. An expulsion shall cause the Fellow or Member to be removed from the rolls of the Association. An expelled Fellow or Member shall not be entitled to any of the benefits of Fellowship or Membership. The Association shall accept a reapplication for Fellowship or Membership from an expelled Fellow or Member, provided he or she meets all requirements to apply to become a Fellow or Member {Association Bylaws 8.1.d}

ASSOCIATION BYLAWS – ARTICLE 5.4 - CLARIFICATION OF LICENSURE REVIEW MATTERS

Professional Compliance Program Licensure Review Policies and Procedures

Pursuant to Section 5.4 of the American Association of Orthopaedic Surgeons Bylaws, the Professional Compliance Program shall consider matters involving AAOS Fellows and Members with medical licensure actions, limitation on license to dispense narcotics, felony conviction or entry of a plea of guilty or no contest to felony count(s), and other failures to comply with AAOS requirements (Licensure Matters).

1. The Office of General Counsel shall notify such Respondent that the matter will be considered by the Board of Directors at least ninety (90) days prior to the date of the meeting of the Board of Directors at which it will be considered. Respondent shall have the opportunity to submit a written statement and supporting materials for consideration by the Judiciary Committee; any such written statement and supporting materials shall be filed with the Office of General Counsel within thirty (30) days of the receipt of such notification.
2. The Office of General Counsel will gather publicly available information, as well as information from the National Practitioner Data Bank about the Respondent. Any Fellow or Member who no longer maintains a full, unrestricted and unlimited license to practice medicine or who has pled guilty or no contest to a felony is obligated to notify the Office of General Counsel within thirty (30) days of such action.
3. The Judiciary Committee shall consider all relevant materials and prepare recommendations to the Board of Directors for any professional compliance action to be taken regarding such Respondent.
 - a. The Judiciary Committee, upon review of the facts and any response provided by the Respondent, may make recommendations in line with the Guiding Principles adopted by the Association Board of Directors.
4. Any professional compliance action regarding a Respondent taken pursuant to Paragraph 5.4 shall require a two-thirds (2/3rds) vote of the members of the Board of Directors present and voting; it shall take effect immediately. The President shall notify the Respondent within thirty (30) days of the decision of the Board of Directors. The decision of the Board of Directors shall be final.
5. The Judiciary committee may recommend and the Board of Directors may adopt any of the following levels of compliance action, as defined in Article 5.2:
6. The levels of professional compliance action shall be defined as follows:

- a. Reprimand
 - b. Censure
 - c. Suspension
 - d. Expulsion
 - e. Letter of Concern
7. Following an expulsion, AAOS will accept a reapplication for Fellowship or Membership from an expelled Fellow or Member provided he or she meets all requirements to apply to become a Fellow or Member.
8. The Professional Compliance Committee Licensure Review Process shall not apply to the AAOS Fellow or Member whose medical license in any one or more states or Canadian province has lapsed, so long as such Fellow or Member maintains a full, unrestricted license in the state(s) in which he or she is actively practicing.
9. Notification of third parties of any licensure compliance action taken by the Board of Directors shall be subject to the provisions of Section 5.8 of the Association Bylaws.



AMERICAN ASSOCIATION OF
ORTHOPAEDIC SURGEONS

Professional Compliance
Program

ASSOCIATION BYLAWS – ARTICLE V - PRINCIPLES TO SUPPORT PROFESSIONAL COMPLIANCE ACTIONS

Guiding Principles Regarding AAOS Professional Compliance Actions

These Guiding Principles are adopted pursuant to Paragraph 8.4.d. of the Bylaws of the American Association of Orthopaedic Surgeons (AAOS).

General

As a professional organization, AAOS has a fundamental responsibility to hold its Fellows and Members accountable to its professional standards.

AAOS recognizes that it cannot identify every Fellow or Member who has violated its requirements for Fellowship or may be subject to action through the Professional Compliance Program.

Through education of its Fellows and Members about appropriate professional behavior, AAOS strives to eliminate the need for professional compliance (disciplinary) action against any of its Fellows and Members.

For those who violate its requirements for Fellowship, AAOS strives to be fair and consistent in its professional compliance process.

Considerations

1. Any disciplinary action by a state medical licensing board (whether time-limited or permanent) shall be considered to limit or restrict any right associated with the practice of medicine in accordance with Article VIII of the AAOS Bylaws, and thus is subject to consideration under the AAOS Professional Compliance Program. This is the case even if the orthopaedic surgeon's practice is not limited.
2. Each case will be considered individually in a fair and impartial manner according to the defined processes of the AAOS Professional Compliance Program.
3. AAOS shall endeavor to make consistent decisions over time in cases with similar facts.
4. AAOS may exercise discretion and judgment in the severity (level and duration) of the sanctions imposed, based on the seriousness of the violation(s) and mitigating or aggravating circumstances.

5. AAOS will first consider public and patient safety, and may also consider the effect of the violation on the reputation of medicine and the orthopaedic profession.
6. In sanctioning a Fellow or Member involved in state medical licensure actions, AAOS may consider whether such actions have been taken as a result of the individual's reckless disregard for the truth, intent to deceive, or altering records as well as other unethical and unprofessional conduct.
7. In sanctioning a Fellow or Member involved in state medical licensure actions, AAOS may or may not consider letters of reprimand or censure from state medical licensing boards.
8. In sanctioning a Fellow or Member involved in state medical licensure actions, AAOS will generally not second-guess decisions made by state medical licensing boards or courts.
9. In sanctioning a Fellow or Member involved in state medical licensure actions where the Fellow or Member holds medical licenses in two or more states, AAOS will generally consider the medical license only in the state or states where the Fellow or Member is currently in practice.
10. In sanctioning Fellows or Members whose medical licenses are not full, unrestricted and unlimited because of alcohol and/or substance abuse and who are involved in treatment, AAOS may consider:
 - a) Whether the orthopaedic surgeon self-reported the violation to AAOS or the state medical licensing board;
 - b) Whether the orthopaedic surgeon has accepted responsibility for his or her actions;
 - c) Whether there is a physician health program or state medical licensing board overseeing the orthopaedic surgeon in treatment, and the extent to which there is active monitoring by the program or board of the orthopaedic surgeon's practice;
 - d) Whether the orthopaedic surgeon involved in a treatment program is compliant with all treatment protocols, or has any restrictions or limitations on his/her ability to practice medicine while involved with the program;
 - e) Whether AAOS professional compliance action will have a positive or adverse impact on the orthopaedic surgeon's treatment and recovery;

- f) Whether the orthopaedic surgeon has a history of previous treatments and/or disciplinary actions; and
 - g) Other information AAOS deems relevant.
11. Generally, AAOS will expel a Fellow or Member convicted of a felony or pleading no contest to a felony.
 12. Generally, AAOS will expel a Fellow or Member following a finding by a government agency or institution that he or she committed scientific or research fraud, absent mitigating circumstances.
 13. AAOS may consider a Fellow or Member's failure to cooperate with AAOS' review and consideration of materials under Paragraph 8.4.d. of the Bylaws.
 14. If a Fellow or Member advises AAOS of issues related to expert witness opinion or testimony given by another AAOS Fellow or Member in connection with a state medical board action, he/she shall have the right to file a grievance against the expert witness, under AAOS Bylaws Article 8.5, within 180 days of so notifying the AAOS.
 - a) Upon receipt of a timely Grievance Report, the non-SOP matter will be held in abeyance pending a final determination of the grievance.
 - i. Upon conclusion of the grievance, the non-SOP matter shall be reviewed by AAOS, which may, in its sole discretion, take into consideration any official professional compliance action taken in connection with the grievance.
 - ii. The AAOS Board of Directors shall make the final determination for all non-SOP actions. No appeal of non-SOP determinations is permitted.
 - b) If no grievance is filed within 180 days, the non-SOP matter will be reviewed by AAOS.

Adopted: April 2012
Revised: June 2013

ASSOCIATION BYLAWS – MOVED FROM ARTICLE 6.2 – MEETINGS AND VOTE OF THE FELLOWSHIP

ACADEMY BYLAWS – MOVED FROM ARTICLE 5.2 – MEETINGS AND VOTE OF THE FELLOWSHIP

SECTION II: MEETINGS AND VOTE OF THE FELLOWSHIP

Ceremonial Meeting

A Ceremonial Meeting may be scheduled by the Board of Directors in conjunction with the Annual Meeting or at other times and places as determined by the Board. Any person registered to attend the annual scientific meeting may attend this meeting.

**ASSOCIATION BYLAWS – MOVED FROM ARTICLE 11.2 – 11.10 – BOARD OF COUNCILORS
ADMINISTRATIVE PROCESS**

**ACADEMY BYLAWS – MOVED FROM ARTICLE 9.2 – 9.10 – BOARD OF COUNCILORS ADMINISTRATIVE
PROCESS**

SECTION III: BOARD OF COUNCILORS

The purposes of the Board of Councilors shall be to:

- a. Provide a mechanism to increase opportunities for involvement and participation in ASSOCIATION affairs by Fellows and Members; and
- b. Facilitate communications and the dissemination of ASSOCIATION policy within the individual states; and
- c. Consider and make recommendations regarding the disposition of ASSOCIATION resolutions and proposed amendments to the ASSOCIATION Bylaws, consistent with Articles X and XVI of these Bylaws; and
- d. Advise the ASSOCIATION Board of Directors regarding matters of importance to orthopaedic surgeons.

Duties of the Board of Councilors

The duties of the Board of Councilors shall include but not be limited to:

- a. Identifying problems affecting orthopaedics; and
- b. Assisting in the execution and implementation of ASSOCIATION policies within the individual states or regions; and
- c. Developing recommendations of ASSOCIATION resolutions and proposed amendments to the ASSOCIATION Bylaws; and
- d. Developing Advisory Opinions to be submitted to the Board of Directors of the ASSOCIATION; and
- e. Determining whether an Advisory Opinion to be submitted to the Board of Directors of the ASSOCIATION should be re-designated as an ASSOCIATION Resolution and considered pursuant to Article X of these Bylaws; and
- f. Providing other advice as appropriate to the Board of Directors; and

- g. After the Fellowship has elected its five (5) representatives to the Nominating Committee, electing in collaboration with the Board of Specialty Societies one (1) Active Fellow to serve on the ASSOCIATION Nominating Committee pursuant to Article XII, Section 9.2 of these Bylaws.

Advisory Opinions and ASSOCIATION Resolutions

The Board of Councilors shall have a formal process for offering Advisory Opinions to the ASSOCIATION Board of Directors. During any meeting in which the Board of Councilors is considering the adoption of an Advisory Opinion, the Board of Councilors may vote to change the Advisory Opinion into an ASSOCIATION Resolution which will be then considered under Article X of these Bylaws, provided the following requirements are met:

- a. The statement is a subject about which the ASSOCIATION can take action;
- b. The statement is re-designated as an ASSOCIATION Resolution (from an Advisory Opinion);
- c. A member of the Board of Councilors is identified as the Sponsor of the Resolution;
- d. Two-thirds ($2/3^{\text{rds}}$) of the Councilors present and voting determine that the matter should be re-designated as an ASSOCIATION Resolution; and
- e. The Board of Directors shall consider and prepare comments on such ASSOCIATION Resolution for consideration by the ASSOCIATION Resolutions Committee and the Fellowship.

Membership

Each state, the District of Columbia, Puerto Rico, the U.S. Military, geographic regions, and Canada shall have at least of one (1) councilor to serve on the Board of Councilors. Additional councilors from individual states or geographic regions may be added, based upon geographic and numerical ratios as determined by the Board of Directors. An effort will be made to ensure that every Active Fellow is represented in at least one way on the Board of Councilors. Those Fellows elected to serve as members of the Board of Councilors of the ASSOCIATION shall also serve as members of the Board of Councilors of the ACADEMY in the same positions.

Election of Members of the Board of Councilors

Members of the Board of Councilors shall be elected by members of their representative body, in accordance with established procedures. Members of the Board of Councilors must be Fellows of the ASSOCIATION and the AMERICAN ACADEMY OF ORTHOPAEDIC SURGEONS.

Term of Office

The initial term of office for an elected member of the Board of Councilors shall be three (3) years. Each councilor shall be eligible for re-election for one (1) additional three (3) year term, for a maximum of six (6) consecutive years in office; provided, however, an individual elected to serve as an officer of the

Board of Councilors may serve a maximum of eight (8) years in office, including his or her term as Immediate Past Chair of the Board of Councilors.

Any representative society with a small number of AAOS Fellows and with difficulty identifying volunteers to serve as its representative to the Board of Councilors may petition the Executive Committee of the Board of Councilors for relief from a hardship, in accordance with policies and procedures as adopted by the Board of Directors from time to time.

Officers of the Board of Councilors

The Board of Councilors shall have three officers: a Chair, Chair-Elect and Secretary. The Board of Councilors shall elect a Chair-Elect and Secretary who shall serve for a one (1) year term of office or until a successor has been duly elected by the Board of Councilors or until automatically advanced to the next higher office, with the exception of the Secretary who may be re-elected for an additional one (1) year term. The Chair-elect shall succeed to the office of Chair at the conclusion of the AAOS Annual Meeting or if the Chair is unable or unwilling to act; the Chair shall succeed to the office of Immediate Past Chair upon expiration of his/her term as Chair. Each officer shall serve as a member of the ASSOCIATION and the ACADEMY Board of Directors in the same office during his or her term in office.

Chair

The Chair shall preside at all meetings of the Board of Councilors and the Executive Committee of the Board of Councilors and shall serve as an *ex-officio* member without vote of all standing and other committees or task forces of the Board of Councilors. The Chair may fill any vacancies which may occur in a committee or task force of the Board of Councilors during the interim between meetings, subject to the approval of the Board of Councilors at its next meeting, unless vacancies are to be filled as otherwise specified. The Chair shall report to the ASSOCIATION Board of Directors all activities of the Board of Councilors. He or she shall, in general, perform all duties incident to the office of the Chair and such other duties as may be prescribed by the Board of Councilors.

Chair-Elect

The Chair-Elect shall generally assist the Chair in the performance of his or her duties and shall substitute for the Chair when he or she is unable to attend to those duties.

The Chair-Elect shall succeed to the office of Chair immediately upon the expiration of the term of office of the Chair or if the Chair dies, becomes unable or refuses to act. If the Chair-Elect succeeds to the office of Chair by reason other than natural succession by expiration of the current Chair's term of office, the Chair-Elect shall serve for the remaining unfulfilled term of the replaced Chair and further serve for the one (1) year term of office as Chair that he or she would have succeeded to if the current Chair had fulfilled his or her term of office.

Secretary

The Secretary shall send out notices of meetings of the Board of Councilors; keep records of the proceedings of the Board of Councilors; and maintain such other correspondence as the activities of the Board of Councilors require.

Immediate Past Chair of the Board of Councilors

The Immediate Past Chair of the Board of Councilors shall serve a one-year term, shall be a voting member of the Board of Councilors and shall serve as Chair of the Board of Councilors Nominating Committee and in such other capacities as determined by the Chair.

Committees and Task Forces of the Board of Councilors

The Board of Councilors shall have standing and ad hoc committees and task forces which shall be appointed and operated in accordance with its own guidelines.



AMERICAN ACADEMY OF
ORTHOPAEDIC SURGEONS

AMERICAN ASSOCIATION OF
ORTHOPAEDIC SURGEONS

Board of Councilors

Rules and Procedures

Approved by:

Board of Councilors on October 27, 2018

AAOS Board of Directors on December 7, 2018

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BOARD OF COUNCILORS

I. VISION

The vision of the Board of Councilors shall be to:

- A. Establish and maintain communication between the American Association of Orthopaedic Surgeons (AAOS) Board of Directors and orthopaedic surgeons;
- B. Be a representative, deliberative and advisory body in matters of concern to all orthopaedic surgeons; and
- C. Evaluate the goals, objectives, structure and accomplishments of the Board of Councilors.

II. PURPOSE

The purposes of the Board of Councilors shall be to:

- A. Provide a mechanism to increase opportunities for involvement and participation in AAOS affairs by Fellows and members;
- B. Facilitate communications and the dissemination of AAOS policy within the individual states;
- C. Consider and make recommendations regarding the disposition of AAOS resolutions and proposed amendments to the AAOS Bylaws, consistent with Articles X and XVI of the Bylaws; and
- D. Advise the AAOS Board of Directors regarding matters of importance to orthopaedic surgeons.

[AAOS Bylaws, Paragraph 14.2]

III. DUTIES

The duties of the Board of Councilors shall include but not be limited to:

- A. Identify problems affecting orthopaedics;
- B. Assist in the execution and implementation of AAOS resolutions and proposed amendments to the AAOS Bylaws;
- C. Develop recommendations of AAOS resolutions and proposed amendments to the AAOS Bylaws, following submission guidelines as determined by Legal;
- D. Develop Advisory Opinions to be submitted to the Board of Directors of the AAOS;
- E. Determine whether an Advisory Opinion to be submitted to the Board of Directors of the AAOS should be re-designated as an AAOS Resolution and considered pursuant to Article X of the AAOS Bylaws; and
- F. Provide other advice as appropriate to the Board of Directors.

[AAOS Bylaws, Paragraph 14.3]

IV. RESPONSIBILITIES OF INDIVIDUAL COUNCILORS

- A. Attend all meetings as directed (see VI, G).
- B. Participate in BOC and BOS processes to advise the AAOS Board of Directors in matters relating to the improvement of orthopaedic surgery, the public it serves and the delivery of quality medical care.
- C. Engage in forums for the exchange of information among leaders of the orthopaedic community.
- D. Advise, guide and assist other Councilors to effectively address matters of orthopaedic concern arising in individual states, with particular reference to continuing medical education, health, workforce needs and socioeconomic affairs.
- E. Inform the organization electing or selecting Councilors, further known as “sponsoring organization,” of the deliberations and activities of the BOC, as well as other matters of interest brought forth by the AAOS Board of Directors, committees of the AAOS or other AAOS organizational units. Councilor communications must be on their own stationery, the sponsoring organization’s stationery or otherwise clearly identified as a communication of the Councilor or the sponsoring organization (not the AAOS). The AAOS is not responsible for any production and/or postage costs associated with these communications.
- F. Use e-mail, society newsletters, personal interactions and other vehicles to communicate with constituents in the sponsoring organization.
- G. Serve on various BOC committees as appointed, AAOS committees and other leadership bodies as assigned and provide written reports as requested.
- H. Fulfill e-mail and other information requests from various AAOS organizational units and BOC leadership.
- I. Work to develop strong relationships with their Members of Congress.
- J. Follow the AAOS disclosure requirements.
- K. Evaluate the functions, objectives, structure and accomplishments of the BOC.
- L. Do not negotiate or finalize contracts in any business transaction, or act as agents or spokespersons for the AAOS.

V. MEMBERSHIP

- A. Requirements and Representation
 - 1. Each Councilor shall be a Fellow of the American Academy of Orthopaedic Surgeons (AAOS) and the American Association of Orthopaedic Surgeons (AAOS).
 - 2. With exception to Councilors representing the regional orthopaedic societies, Canada and the U.S. military, the state orthopaedic society shall elect or select the Councilor(s) to represent the state.
 - 3. One representative from the following regional societies shall be a Councilor: Eastern, Western, Southern and Mid America Orthopaedic.

4. One representative from the following U.S. military branches shall be a Councilor: Army, Navy (which incorporates the Marines and Coast Guard) and Air Force.
5. The U.S. territories shall be represented in the following manner: Puerto Rico and the Virgin Islands shall be represented by the Councilor from Puerto Rico and Guam shall be represented by the Councilor from Hawaii. These Councilors shall be responsible for the facilitation of communication and dissemination of policy to the orthopaedic surgeons represented in these territories.

B. Application

1. The Board of Councilors' Executive Committee shall review the Councilor allotment of each organization to determine any changes in said allotment.
2. Official written notification from the AAOS shall be sent by July first each year confirming each organization's Councilor allotment, based on the approved BOC formula as applied to the AAOS membership report of Fellows in each state.
3. Once confirmed, Councilors shall be elected or selected by the state orthopaedic society, approved regional society, the District of Columbia, U.S. territories, the U.S. military and Canada. In the event a state orthopaedic society does not exist, the AAOS will conduct an election for the Councilor within that state, District of Columbia or U.S. territory to ensure that all Fellows within that area are represented.
4. When such a sponsoring organization does not exist, state-wide ballots shall be used to elect the Councilor(s).
5. Official written notification of who has been elected or selected as Councilor from the sponsoring organization must be sent to the AAOS staff liaison and BOC Chair at least three months before the AAOS Annual Meeting.

C. Terms

1. Generally, a Councilor shall serve a three (3) year term and be eligible for a second three (3) year term.
2. Each term shall begin after the close of the AAOS Annual Meeting of his/her starting year and end at the close of the AAOS Annual Meeting of his/her last year.
3. With exception to elected officers, no Councilor may serve on the Board of Councilors more than six (6) years total.
4. Elected officers may serve on the Board of Councilors no more than eight (8) years total except as otherwise noted in these rules and procedures.

D. Withdrawal, Removal, Replacement, and Vacancies

1. Should a Councilor need to withdraw, he/she must notify the sponsoring organization that he/she represents.
2. Official written notification of the open seat must be sent from the sponsoring organization to the AAOS staff liaison and BOC Chair before an election or selection of a replacement Councilor occurs.
3. If a Councilor has two absences in a three-year period, even if written explanations for the absences have been submitted and/or arrangements for a Substitute Councilor have been made, the absences shall be reviewed

by the BOC Chair and the BOC Executive Committee to determine if a recommendation should be made to the sponsoring organization to remove the Councilor.

4. If removal of the Councilor is recommended, official written notification of the recommendation must be sent by the BOC Chair to the sponsoring organization.
 5. The Board of Councilors' Executive Committee shall review the organization's current representation and confirm if a replacement Councilor is required.
 6. If or when a replacement Councilor is selected by the sponsoring organization, the sponsoring organization must send official written notification of the new Councilor to the AAOS staff liaison.
 7. The new Councilor replacing the current Councilor shall serve for the remaining unfulfilled year of the replaced Councilor, retaining all voting privileges, and will be eligible to serve a first term after that year. This partial year will not count towards the six (6) year limit.
 8. Leadership Allocation
 - a. The BOC Chair, Chair-Elect, Secretary, and Immediate Past Chair shall not count towards the sponsoring organization's allowed number of Councilors.
 - b. The sponsoring organization may elect or select a replacement Councilor only after its Councilor representative has been elected as the BOC Secretary or as Chair-Elect.
 - c. The replacement Councilor's term begins after the BOC Secretary or Chair-Elect begins his/her term at the conclusion of the Annual Meeting.
- E. Membership on the Board of Councilors, including officers, will be approximately 112 members. This may increase or decrease dependent on application of the reapportionment formula which occurs every three years. In the event that there is an apportionment change, temporary expansion allows the displaced representative(s) to conclude their full term of six years. Any permanent increase in the number of Councilors will be subject to AAOS Board of Director approval when they review and approve the overall operations budget for the following year.

VI. MEETINGS AND REPORTS

- A. The BOC meets three times a year at the:
 1. AAOS Annual Meeting;
 2. National Orthopaedic Leadership Conference (NOLC); and
 3. AAOS Fall Meeting.
- B. After each meeting, a summary of the meeting will be compiled and included in the *BOC Now* communication, the official BOC newsletter.
- C. Interim meetings and conference calls shall be held at the discretion of the Executive Committee.
- D. The BOC staff liaison shall prepare the minutes of BOC meetings and submit them to the BOC officers for preliminary review and approval. Once the BOC

officers approve these minutes, the BOC Secretary shall distribute them to the BOC for review and approval at the BOC's next meeting.

- E. A Councilor or invited guest may not use a BOC meeting to solicit for his or her own benefit or that of any other corporation or organization. A Councilor may not solicit for political candidates or specific political causes at BOC meetings or through communications to the BOC without the prior written consent of the AAOS.
- F. All BOC meetings shall be open to the leaders of the sponsoring organizations, as well as their staff. These meetings are the BOC Business Meetings during the AAOS Annual Meeting, the NOLC and the AAOS Fall Meeting. These individuals are responsible for their own travel and housing expenses and a registration fee may be charged to cover the cost of the meeting materials, social functions and meals.
- G. Attendance at BOC meetings is essential for accurate and timely dissemination of information. As such, it is the principal responsibility of each Councilor to attend all meetings of the BOC.
 - 1. If a Councilor is not able to attend a BOC meeting, he/she must send to the BOC Chair, prior to the meeting, a written explanation for the absence.
 - 2. It is the responsibility of that Councilor to ensure that his/her sponsoring organization is adequately represented. This may necessitate arranging for a "Substitute Councilor" to attend that meeting. The decision to appoint a "Substitute Councilor" shall be made in conjunction by the other Councilor(s) of that organization (if any) and the sponsoring organization's executive director, in consultation with the BOC Chair.
 - 3. The "Substitute Councilor" should be:
 - a. a former Councilor;
 - b. an active or retired officer of the sponsoring organization; or
 - c. an active or retired member of the Board of Directors of the sponsoring organization.
 - 4. The "Substitute Councilor" must be approved in advance by the BOC Chair.
 - 5. The "Substitute Councilor" shall have voting privileges during the Business Meeting for which they attend as a formal substitute.
- H. Councilors shall review meeting materials before BOC meetings and be prepared to fully participate in these meetings, including at the open microphone sessions, so as to provide the AAOS with a broad and diverse range of views on important orthopaedic issues.
- I. BOC members will be reimbursed for reasonable expenses related to the NOLC and the Fall Meeting in accordance with the AAOS Travel Reimbursement Policy. Expenses must be submitted within 30 days of the meeting for reimbursement.
- J. Conduct
 - 1. Consistent with the Bylaws of the AAOS, the BOC shall be governed by standard parliamentary procedures which provide for adequate notice and a

fair opportunity for debate. The Presiding Officer may be guided by, but not bound by, the most recent edition of Robert's "Rules of Order."

2. The Chair or his/her designee shall preside at all meetings.
3. A quorum shall consist of greater than 50% of the BOC membership present and eligible to vote.
4. Proxy votes are not permitted.

VII. OFFICERS

The officers of the Board of Councilors shall be the Chair, Chair-Elect, Secretary and Immediate Past Chair.

A. Election

1. The Board of Councilors shall elect a Chair-Elect and Secretary as officers. Each officer shall serve for a one (1) year term of office or until a successor has been duly elected by the Board of Councilors or is automatically advanced to the next higher office as noted in the AAOS Bylaws and in these rules and procedures, with exception to the Secretary who may be re-elected for an additional one (1) year term.
2. Voting will be conducted as follows:
 - a. Paper ballots will be provided to all voting Councilors at the start of the Fall Meeting BOC business meeting.
 - b. Majority vote greater than 50% of those present rules.
 - c. If there are more than two (2) candidates, and one (1) candidate does not garner a majority vote with the first round of ballots, the candidates with the two highest votes will participate in a run-off paper ballot.
3. The term of office shall commence at the conclusion of the AAOS Annual Meeting.
4. When any Councilor assumes the roles of Secretary or Chair-Elect of the BOC, those individuals shall be deemed to have resigned as a BOC representative of his/her sponsoring organization, thus giving the sponsoring organization the ability to appoint a new BOC representative as detailed in Article V, D, 6 of these rules and procedures.

B. Succession

1. The Chair-Elect shall succeed to the office of Chair at the conclusion of the AAOS Annual Meeting or if the Chair is unable or unwilling to act. If the Chair-Elect succeeds to the office of Chair by reason other than natural succession by expiration of the current Chair's term of office, the Chair-Elect shall serve for the remaining unfulfilled term of the replaced Chair and further serve the one (1) year term of office as Chair that he or she would have succeeded to if the current Chair had fulfilled his or her term of office.
2. The Chair shall succeed to the office of the Immediate Past Chair only by natural succession by expiration of his/her term as Chair. If the office of Immediate Past Chair becomes vacant for any reason other than natural succession by expiration of the current Immediate Past Chair's term of office, the Chair shall fulfill or appoint a current Councilor to fulfill the obligations of the Immediate Past Chair. This shall not provide the Chair or appointed Councilor an additional vote on the Board of Councilors nor shall it provide the appointed Councilor a seat or vote on the BOC Executive Committee.

3. There will be no succession from any position to the office of Secretary.

C. Campaigning

Candidates campaigning for an elected position may perform the following:

1. Contact each Councilor one time by phone;
2. Contact each Councilor one time by letter or email;
3. Submit a vision statement and biography for inclusion in the Fall Meeting BOC business meeting agenda book;
4. Prepare and give a statement at the Fall Meeting BOC business meeting; and
5. Participate in a question and answer during the Fall Meeting BOC business meeting.

D. Duties

1. Chair

- a. Shall preside at all BOC business meetings, including BOC Executive Committee meetings and the New Councilor Orientation.
- b. Shall serve on the AAOS Board of Directors, Committee Appointment Program (CAP) Committee, Unity Review Group, Council on Advocacy, Political Action Committee and other AAOS organizational units as assigned.
- c. Shall report to the AAOS Board of Directors activities of the BOC.
- d. Shall keep the BOC members apprised of AAOS deliberations and activities relevant to the orthopaedic community.
- e. Shall appoint chairs and members of new BOC work groups, in consultation with the other BOC officers.
- f. Shall appoint any member to a vacancy in BOC committees and work groups, in consultation with the other BOC officers.
- g. Shall suggest to the AAOS CAP Committee members for service or liaison service on AAOS Committees, in consultation with the other BOC officers.
- h. Shall be responsible for development of the agendas for meetings, with the assistance of the Chair-Elect, Secretary and staff liaison.

2. Chair-Elect

- a. Shall serve on the AAOS Board of Directors, Political Action Committee, Council on Education and other AAOS organizational units as assigned.
- b. Shall keep the BOC members apprised of AAOS deliberations and activities relevant to the orthopaedic community.
- c. Shall serve as Chair of the BOC Evaluation Committee.
- d. Shall serve as a member of the BOC Executive Committee.
- e. Shall appoint, as necessary, new Chairs and new members to the BOC Committees to take effect during his term as Chair of the BOC.
- f. Shall assume the duties of the Chair if the Chair is unable to perform his/her duties.

- g. Shall attend the AAOS Council on Research and Quality and/or Publications Committee meeting(s) if the Secretary cannot attend.
- 3. Secretary
 - a. Shall serve as a member of the AAOS Board of Directors, Council on Research and Quality, and other AAOS organizational units as assigned.
 - b. Shall keep the BOC members apprised of AAOS deliberations and activities relevant to the orthopaedic community.
 - c. Shall serve as a member of the BOC Executive Committee.
 - d. Shall supervise the preparation of and distribute the BOC meeting minutes.
 - e. Shall oversee and facilitate open microphone sessions at BOC business meetings.
- 4. Immediate Past-Chair
 - a. Shall serve as a voting member of the BOC Executive Committee.
 - b. Shall serve as Chair of the BOC Nominating Committee.
- E. Removal

Should the removal of an officer be deemed necessary by an individual member of the Board of Councilors, the following shall take place:

 - 1. A recommendation for the removal of that officer shall be made to the BOC Executive Committee and must include the reason(s) for the removal of the officer;
 - 3. The BOC Executive Committee shall request a response from the officer in question;
 - 4. The BOC Executive Committee shall prepare a forum in which the recommendation for removal and officer response will be presented to the full voting body of the Board of Councilors for consideration; and
 - 5. Should the recommendation be brought forth for a vote, a two-thirds vote of the members of the Board of Councilors will be required for removal of the member in question from the officer position and the Board of Councilors.

VIII. OTHER LEADERSHIP

Other leadership of the Board of Councilors shall be the Members-at-Large and BOC Committee Chairs.

- A. The BOC shall elect up to one (1) member-at-large each year with the terms of the two (2) members-at-large to be staggered. Should two (2) member-at-large positions be vacant or expiring at the same time, resulting in both terms beginning at the same time, one member-at-large position shall only serve for a one (1) year term. This Councilor shall not be eligible to run for a second term. This term limitation shall be made known prior to the election for the position.
- B. Should the removal of a member-at-large be deemed necessary by an individual member of the Board of Councilors, the following shall take place:
 - 1. The Chair shall recommend the removal of the member-at-large to the BOC Executive Committee including the reason(s) for the removal of the member-at-large;

2. The BOC Executive Committee shall request a response from the member-at-large in question;
 3. The BOC Executive Committee shall prepare a forum in which the recommendation for removal and member-at-large's response will be presented to the full voting body of the Board of Councilors for consideration;
 4. Should the recommendation be brought forth for a vote, a two-thirds vote of the members of the Board of Councilors will be required for removal of the member in question from the member-at-large position; and
 5. The removal of the member from the Executive Committee shall not remove the member from his/her position on the Board of Councilors.
- C. Chairs of BOC Committees shall be appointed pursuant to VII, D, 2, e.
- D. Should the removal of a BOC Committee Chair be deemed necessary by an individual member of the Board of Councilors, the following shall take place:
1. The Chair shall recommend the removal of Committee Chair to the BOC Executive Committee including the reason(s) for the removal of the Committee Chair;
 2. The BOC Executive Committee shall request a response from the Committee Chair in question;
 3. The BOC Executive Committee shall review the recommendation for removal and Committee Chair's response;
 4. Should the recommendation be brought forth for a vote, a two-thirds vote of the members of the BOC Executive Committee will be required for removal of the member in question from the Committee Chair position; and
 5. The removal of the member from the Executive Committee shall not remove the member from his/her position on the Board of Councilors.

IX. COMMITTEES

The BOC shall have nine (9) standing committees and three (3) joint BOC/BOS committees. These committees are:

1. Executive Committee
2. Nominating Committee
3. Advocacy Resource Committee
4. Evaluation Committee
5. Communications Committee
6. Economic Issues Committee
7. State Legislative and Regulatory Issues Committee
8. State Orthopaedic Societies Committee
9. Research and Quality Committee
10. BOC/BOS Bylaws Committee
11. BOC/BOS Professionalism Committee
12. BOC/BOS Resolutions Committee

Councilors shall serve on one (1) BOC standing committee from their second through sixth years. They also shall serve on the Evaluation Committee in their sixth year. In addition, they may serve on ad hoc BOC Work Groups.

Councilors shall audit BOC committees during their first year to determine which committee they would be interested in joining. By the fall of their first year, they shall complete a questionnaire regarding the committees they are interested in joining.

The BOC Chair-Elect will then make the final determination about which committee the Councilor shall be assigned, to be completed by the beginning of his term as BOC Chair.

A. Executive Committee

1. This is a standing committee composed of the Chair, Chair-Elect, Secretary, Immediate Past Chair, two (2) members-at-large and the Chairs of Advocacy Resource Committee, Communications Committee, Economic Issues Committee, State Legislative & Regulatory Issues Committee, State Orthopaedic Societies Committee and Research and Quality Committee. If the chair(s) of the joint Bylaws Review Committee, Professionalism Committee, and Resolutions Committee is a BOC member, he/she also shall serve on the BOC Executive Committee.
2. Each member-at-large and committee chair shall serve one (1) two-year term on the BOC Executive Committee.

Executive Committee Responsibilities

1. Manage BOC business between regular BOC meetings.
2. Review and revise the BOC's Rules and Procedures Manual.
3. Assist the BOC Chair in planning BOC meetings.
4. Create new BOC committees and work groups, as warranted.
5. If a vacancy occurs in any office or on any committee, the Chair, with the approval of the Executive Committee, shall fill the vacancy by appointment. The appointee shall serve until the next AAOS Annual Meeting.

B. Nominating Committee Composition

1. This is a standing committee composed of one (1) chair, who shall be the Immediate Past Chair, and four (4) members. The four (4) members shall not be BOC officers or members of the Executive Committee.
2. The BOC Immediate Past-Chair shall serve as the Nominating Committee Chair.
3. No person may serve two (2) or more consecutive years on this committee.
4. The Nominating Committee shall be elected via the following method:
 - a. At least six weeks before the NOLC, the BOC Nominating Committee Chair shall e-mail an invitation to all BOC members and ask them to nominate, by e-mail, one (1) individual to serve on the Nominating Committee. Councilors shall have 10 calendar days to e-mail their responses to the AAOS staff liaison.
 - b. At least four weeks before the NOLC, the BOC Nominating Committee Chair shall e-mail the slate of candidates for the BOC Nominating

Committee to the BOC and ask each Councilor to select up to four (4) of the candidates. Councilors shall have 10 calendar days to submit their votes.

- c. At least two weeks before the NOLC, the BOC Nominating Committee Chair shall announce the newly composed committee to the BOC via email.

Nominating Committee Responsibilities

1. Meet in a timely fashion following its election and identify potential nominees during the NOLC, if possible, or within 30 days following the meeting. Staff shall furnish the following information to assist the Nominating Committee:
 - a. a list of all Councilors between their second and fourth years, and
 - b. all other information that the Nominating Committee needs to make its selections.
2. Interview all potential nominees.
3. Consider potential nominees' enhanced disclosure information and Plans for Active Management (PAM) developed by the Committee on Outside Interests, and whether the PAM has been agreed to by the nominee.
4. Select at least one (1) candidate for the position of Secretary and at least one (1) candidate for the position of Chair-Elect. The Chair of the Nominating Committee shall ask each candidate to serve, explaining the duties and time commitments necessary for the term of office.
5. Inform, via email, the BOC of its slate of candidates no later than 30 days before the Fall Meeting.

C. Advocacy Resource Committee

1. This committee shall consist of a Chair, optional Vice-Chair, and appointed Councilors.
2. The Chair and the Vice Chair shall serve for two (2) years and all committee members shall serve until the end of their sixth year.

Advocacy Resource Committee Responsibilities

1. Develop mechanisms and procedures to recruit and train Congressional Key Contacts among the AAOS Fellows.
2. Seek out Key Contacts for Congressmen in conjunction with OGR staff.
3. Pursue strategies and mechanisms to ensure Congressional Key Contacts are educated about developing a relationship with a Member of Congress, informed on key political issues, and participate in delivery of AAOS's message to Congress as the need arises.
4. Participate in other political or PAC activities with OGR staff as the need arises.

D. Evaluation Committee

1. This committee shall consist of the BOC Chair-Elect (as committee Chair), all sixth year Councilors and two at-large members selected from the third and fourth year Councilors.

Evaluation Committee Responsibilities

1. Meet up to two times a year - at the NOLC and Fall Meeting and prepare a report concerning its evaluation of the BOC activities. The report shall include the Committee's thoughts and recommendations regarding all BOC meetings and other BOC activities.
2. Present this report to the BOC at its business meeting during the Annual Meeting.
3. Engage in special projects as needed and directed by the Executive Committee.

E. BOC/BOS Resolutions Committee

1. This committee shall consist of a Chair and members appointed by the BOC Chair-Elect and BOS Chair-Elect.
2. The Chair shall serve for (2) years and all BOC committee members shall serve through the end of their sixth year.

BOC/BOS Resolutions Committee Responsibilities

1. Hold an Open Hearing during the NOLC and Fall Meeting for AAOS Resolutions and/or BOC/BOS Advisory Opinions to be proposed (as described in the AAOS Bylaws).
2. Prepare a report, in executive session, after the Open Hearing.
3. Present to the BOC and BOS the Committee's recommended actions on the proposed AAOS resolutions and/or BOC/BOS Advisory Opinions.
4. The BOC Chair shall present the voted BOC recommendations on the proposed AAOS Resolutions and BOC/BOS Advisory Opinions to the AAOS Board of Directors.
5. As appropriate, during the BOC business meeting at the AAOS Annual Meeting, the Resolutions Committee may present its report and recommendations and the BOC's position regarding each of the proposed resolutions/advisory opinion(s) being considered.

F. BOC/BOS Bylaws Review Committee

1. This committee shall consist of a Chair and members appointed by the BOC Chair-Elect and BOS Chair-Elect.
2. The Chair shall serve for two (2) years and all BOC committee members shall serve until the end of their sixth year.
3. The purpose of this BOC/BOS Bylaws Review Committee is to help fulfill the BOC's duties to review all proposed amendments to the AAOS Bylaws, as described in the AAOS Bylaws.

BOC/BOS Bylaws Review Committee Responsibilities

1. Hold an Open Hearing during the Fall Meeting for amendments to the AAOS Bylaws to be proposed (as described in the AAOS Bylaws).
2. Prepare a report, in executive session, after the Open Hearing.

3. Present to the BOC and BOS the Committee's recommended actions on the proposed amendment(s).
 4. The BOC Chair shall present the voted BOC recommendations on the amendments to the AAOS Board of Directors.
 5. As appropriate, during the BOC business meeting at the AAOS Annual Meeting the Bylaws Committee may present its report and recommendations and the BOC's position regarding each of the proposed Bylaws amendments being considered.
- G. State Orthopaedic Societies Committee
1. This committee shall consist of a Chair, optional Vice-Chair, appointed Councilors and two (2) non-voting State Orthopaedic Society executive directors, appointed as provided below.
 2. The Chair shall serve for two (2) years and all committee members who are Councilors shall serve until the end of their sixth year.
 3. Two (2) members shall be state orthopaedic society executive directors.
 - a. The committee shall elect one (1) state orthopaedic society executive director each year so that each individual's term is staggered.
 - b. State orthopaedic society executive directors shall serve for one (1) three (3) year term and are eligible for re-election to one (1) additional three (3) year term.
 - c. To be eligible for election, executive directors must complete and submit to the Chair of the committee the election application. They must submit this application in compliance with the rules established by the committee.
 - d. State orthopaedic society executive directors who serve on this committee shall not have voting privileges.
 - e. State orthopaedic society executive directors who serve on this committee shall be reimbursed for airfare, per AAOS policy, one night's hotel, and two-days per diem, per AAOS policy.

State Orthopaedic Societies Committee Responsibilities

1. Meet up to three (3) times a year - at the AAOS Annual Meeting, the NOLC and the Fall Meeting. Special meetings may be called at the discretion of the Committee Chair and the BOC Chair.
2. Develop mechanisms for review of the current status of state orthopaedic societies.
3. Pursue strategies to strengthen and foster development of state orthopaedic societies.
4. Administer and monitor the effectiveness of the AAOS State Orthopaedic Society Assistance Fund and any other funds which the committee has been assigned to administer.
5. Provide reports at each BOC meeting on committee activities, issues of concern to state orthopaedic societies and the status of state orthopaedic societies.

H. Communications Committee

1. This committee shall consist of a Chair, optional Vice-Chair, and appointed Councilors.
2. The Chair and the Vice Chair shall serve for two (2) years and all committee members shall serve until the end of their sixth year.

Communications Committee Responsibilities

1. Meet up to three times per year – at the AAOS Annual Meeting, the NOLC and the Fall Meeting. Special meetings may be called at the discretion of the Committee Chair and the BOC Chair.
2. Oversee the publication of information to the Fellowship about BOC meetings.
3. Manage the BOC section of the AAOS Web site.
4. Encourage communication among Councilors and between Councilors and their constituents.
5. Provide input to the AAOS Communications Cabinet regarding general communications issues affecting the AAOS, its members and the public. (The committee Chair shall serve as the BOC's representative to the Communications Cabinet.)
6. Provide reports at each BOC meeting on committee activities.

I. BOC/BOS Professionalism Committee

1. This committee shall consist of a Chair and appointed Councilors.
2. The Chair shall serve for two (2) years and all BOC committee members shall serve until the end of their sixth year.

BOC/BOS Professionalism Committee Responsibilities

1. Meet as needed to address proposed new and revisions to existing Standards of Professionalism. Special meetings may be called at the discretion of the Committee Chair and the BOC Chair.
2. Provide assistance and feedback to the AAOS.
3. Draft proposed new Standards of Professionalism.

J. State Legislative & Regulatory Issues Committee

1. This committee shall consist of a Chair, optional Vice-Chair, appointed Councilors and two (2) non-voting state orthopaedic society executive directors, appointed as provided below.
2. The Chair shall serve for two (2) years and all committee members shall serve until the end of their sixth year.
3. Two members shall be state orthopaedic society executive staff members.
 - a. The committee shall elect one state orthopaedic society executive director each year so that each individual's term is staggered.
 - b. State orthopaedic society executive directors shall serve for one (1) two (2) year term and are not eligible for re-election.
 - c. To be eligible for election, executive directors must complete and submit to the Chair of the committee the election application. They must submit this application in compliance with the rules established by the committee.

- d. State orthopaedic society executive directors who serve on this committee shall not have voting privileges.
- e. State orthopaedic society executive directors who serve on this committee shall be reimbursed for airfare, per AAOS policy, one night's hotel, and two-days per diem, per AAOS policy.

State Legislative and Regulatory Issues Committee Responsibilities

1. Meet up to three times a year - at the AAOS Annual Meeting, the NOLC and the Fall Meeting. Special meetings may be called at the discretion of the Committee Chair and the BOC Chair.
2. Administer and monitor the effectiveness of the State Health Policy Action Fund to assist state societies in dealing with state legislative and regulatory issues.
3. Provide state orthopaedic societies with ideas for strengthening their health policy capabilities.
4. Develop strategies for the AAOS and state orthopaedic societies to effectively address state health policy issues.

K. BOC Economic Issues Committee

1. This committee shall consist of a Chair, optional Vice-Chair, and appointed Councilors.
2. The Chair shall serve for two (2) years and all committee members shall serve until the end of their sixth year.

BOC Economic Issues Committee Responsibilities

1. Meet up to three times a year - at the AAOS Annual Meeting, the NOLC and the Fall Meeting. Special meetings may be called at the discretion of the Committee Chair and the BOC Chair.
2. Assist the AAOS in advocating for the economic benefit of orthopaedic surgeons.
3. Categorize all the economic issue challenges facing orthopaedic surgeons.
4. Educate the committee and membership as needed with historical, current, and futuristic presentations and discussions.
5. Discuss ways to ensure preservation of the practice of orthopaedics and preserve the physician patient relationship.
6. Prioritize the economic issues facing orthopaedic surgeons and utilize available actions to the committee to educate and support both advisory opinions and resolutions.
7. Communicate with the other committees of BOC as needed to help advance advocacy of economic issues for orthopaedic surgeons.
8. Communicate with the Health Care Systems Committee of the AAOS to help coordinate efforts and avoid duplications.
9. Enable the AAOS to move forward as an advocate to strengthen orthopaedic practices and in turn strengthen the AAOS.

L. Research and Quality Committee

1. This committee shall consist of a Chair, optional Vice-Chair, BOC Secretary, and appointed Councilors.
2. The Chair and the Vice Chair shall serve for two (2) years and all committee members shall serve until the end of their sixth year. The Chair shall serve on the BOC Executive Committee.
3. BOC Representatives appointed to the AAOS Evidence Based Quality and Value Sub-Committee shall be selected from this committee.

Research and Quality Committee Responsibilities

1. Enhance, facilitate, and maintain communications between the Council on Research & Quality (CORQ) and its subcommittees and the BOC
2. Advise on the potential impact of upcoming Clinical Practice Guidelines (CPGs), Appropriate Use Criteria (AUCs), and Performance Measures on members
3. Participate in identifying future topics for CPGs, AUCs, and Performance Measures
4. Provide reports at each BOC meeting on committee activities, upcoming CPGs, AUCs, and Performance Measures, and the status of Research Quality endeavors.

M. Other Committees

The BOC Chair may create other standing committees, as necessary, with the advice and consent of the Executive Committee.

N. Work Groups

1. The BOC Chair may create work groups with the advice and consent of the Executive Committee. These work groups shall be time-limited in duration and address a very specific issue or manage a very specific project or other activity with a projected completion date.
2. Any Councilor may request that the Executive Committee establish a work group. Examples of situations under which the Executive Committee may create a work group are as follows:
 - a. To assist a BOC standing committee or AAOS council or committee with a specific issue, project or other activity.
 - b. To address a specific issue raised by a Councilor that is not within the purview of any existing AAOS committee.
 - c. To address a specific issue raised by a state orthopaedic society that is not within the purview of any existing AAOS committee.
3. The BOC Chair shall appoint work group members and shall define their specific charges and the work group's duration. The work group Chair shall report to the BOC Chair on the work group's activities in a manner determined by the BOC Chair.

- O. Non-Councilors on BOC Committees and Work Groups
At their discretion, BOC committees and work groups may appoint non-Councilors to serve in an advisory role on a time-limited basis without voting privileges.

X. AMENDMENT

Any proposed amendments to these Rules and Procedures must be submitted to the BOC Executive Committee at least ninety (90) days prior to any BOC business meeting. The Executive Committee shall review the proposed amendment(s) and then place it on the agenda of the next BOC business meeting for consideration and approval by all voting BOC representatives present. At the meeting, BOC representatives will discuss the proposed amendment(s) after which it must be approved by a two-thirds (2/3) vote. To be adopted, the AAOS Board of Directors must approve these BOC Rules and Procedures.

ASSOCIATION BYLAWS – MOVED FROM ARTICLE 12.2 – 12.7 – BOARD OF SPECIALTY SOCIETIES ADMINISTRATIVE PROCESS

ACADEMY BYLAWS – MOVED FROM ARTICLE 10.2 – 10.7 – BOARD OF SPECIALTY SOCIETIES ADMINISTRATIVE PROCESS

SECTION V: BOARD OF SPECIALTY SOCIETIES

The purposes of the Board of Specialty Societies shall be to:

- a. Foster unity and collaborative initiatives among the member organizations of the Board of Specialty Societies and the ASSOCIATION; and
- b. Facilitate communications between the member organizations of the Board of Specialty Societies and the ASSOCIATION and among such societies; and
- c. Advise the ASSOCIATION Board of Directors regarding issues of concern of the member organizations of the Board of Specialty Societies and their members; and
- d. Consider and make recommendations on ASSOCIATION resolutions and proposed amendments to the ASSOCIATION Bylaws at the Fall Meeting of the Board of Councilors and Board of Specialty Societies, consistent with Articles X and XVI of these Bylaws; and
- e. Develop Advisory Opinions to be submitted to the Board of Directors of the ASSOCIATION; and
- f. Determine whether an Advisory Opinion to be submitted to the Board of Directors of the ASSOCIATION should be re-designated as an ASSOCIATION Resolution and considered pursuant to Article X of these Bylaws.

Duties of the Board of Specialty Societies

The duties of the Board of Specialty Societies shall include but not be limited to:

- a. Identifying problems affecting orthopaedics and the member organizations of the Board of Specialty Societies; and
- b. Promoting cooperation, unity and relationships among the ASSOCIATION and the member organizations of the Board of Specialty Societies; and
- c. Providing a forum to exchange ideas, information, and concerns and serve as a sounding board for various ASSOCIATION initiatives; and

- d. Assisting in the execution and implementation of ASSOCIATION policies within the member organizations of the Board of Specialty Societies; and
- e. Developing recommendations of ASSOCIATION resolutions and proposed amendments to the ASSOCIATION Bylaws; and
- f. Developing Advisory Opinions to be submitted to the Board of Directors of the ASSOCIATION; and
- g. Determining whether an Advisory Opinion to be submitted to the Board of Directors of the ASSOCIATION should be re-designated as an ASSOCIATION Resolution and considered pursuant to Article X of these Bylaws; and
- h. Providing other advice as appropriate to the Board of Directors; and
- i. After the Fellowship has elected its five (5) representatives to the Nominating Committee, electing in collaboration with the Board of Councilors one (1) Active Fellow to serve on the ASSOCIATION Nominating Committee pursuant to Article XII, Section 9.2 of these Bylaws.

Advisory Opinions and ASSOCIATION Resolutions

The Board of Specialty Societies shall have a formal process for offering Advisory Opinions to the ASSOCIATION Board of Directors. During any meeting in which the Board of Specialty Societies is considering the adoption of an Advisory Opinion, the member organizations of the Board of Specialty Societies may vote to change the Advisory Opinion into an ASSOCIATION Resolution which will be then considered under Article X of these Bylaws, provided the following requirements are met:

- a. The statement is a subject about which the ASSOCIATION can take action;
- b. The statement is re-designated as an ASSOCIATION Resolution (from an Advisory Opinion);
- c. A member organization of the Board of Specialty Societies (with a designated Fellow) is identified as the Sponsor of the Resolution;
- d. Two-thirds ($2/3^{\text{rds}}$) of the member organizations of the Board of Specialty Societies present and voting determine that the matter should be re-designated as an ASSOCIATION Resolution; and
- e. The Board of Directors shall consider and prepare comments on such ASSOCIATION Resolution for consideration by the ASSOCIATION Resolutions Committee and the Fellowship.

Officers of the Board of Specialty Societies

The Board of Specialty Societies shall have three officers: a Chair, Chair-Elect and Secretary. Officers of the Board of Specialty Societies must be Fellows of the ASSOCIATION and the AMERICAN ACADEMY OF

ORTHOPAEDIC SURGEONS. The Board of Specialty Societies shall elect a Chair-Elect and Secretary who shall serve for a one (1) year term of office or until a successor has been duly elected by the Board of Specialty Societies or until automatically advanced to the next higher office, with the exception of the Secretary who may be re-elected for an additional one (1) year term. The Chair-elect shall succeed to the office of Chair at the conclusion of the AAOS Annual Meeting or if the Chair is unable or unwilling to act; the Chair shall succeed to the office of Immediate Past Chair upon expiration of his/her term as Chair. Each officer shall serve as a member of the ASSOCIATION and the ACADEMY Board of Directors in the same office during his or her term in office.

Chair

The Chair shall preside at all meetings of the Board of Specialty Societies and Executive Committee and shall serve as an *ex-officio* member of all standing and other committees or task forces of the Board of Specialty Societies.

Chair-Elect

The Chair-Elect shall generally assist the Chair in the performance of his or her duties and shall substitute for the Chair when he or she is unable to attend to those duties. The Chair-Elect shall succeed to the office of Chair immediately upon expiration of the term of office of the Chair or if the Chair dies, becomes unable or refuses to act. If the Chair-Elect succeeds to the office of Chair by reason other than natural succession by expiration of the current term of office, the Chair-Elect shall serve for the remaining unfulfilled term of the replaced Chair and serve additionally his or her own one (1) year term of office.

Secretary

The Secretary shall send out notices of Board of Specialty Societies meetings; keep records of proceedings of the Board of Specialty Societies; and maintain such other correspondence as Board of Specialty Societies activities require.

Immediate Past Chair of the Board of Specialty Societies

The Immediate Past Chair of the Board of Specialty Societies shall serve a one-year term, shall be a voting member of the Board of Specialty Societies and shall serve as Chair of the Board of Specialty Societies Nominating Committee and in such other capacities as determined by the Chair.

Committees and Task Forces of Board of Specialty Societies

The Board of Specialty Societies shall have standing and ad hoc committees and task forces which shall be appointed and operated in accordance with its own guidelines.



AMERICAN ACADEMY OF
ORTHOPAEDIC SURGEONS

AMERICAN ASSOCIATION OF
ORTHOPAEDIC SURGEONS

BOARD OF SPECIALTY SOCIETIES

RULES AND PROCEDURES

Approved by:

BOS in October 2018

BOD in December 2018

1.0 NAME

- 1.1 The organization was formed by a resolution of the Board of Directors of the American Academy of Orthopaedic Surgeons (AAOS) on the 17th day of November 1984 as the Council of Orthopaedic Musculoskeletal Specialty Societies (COMSS). In 2007, the Academy's Fellowship approved a bylaws amendment changing the organization's name to the Board of Specialty Societies (BOS).
- 1.2 These rules and procedures shall be supplemented by the BOS Operations Manual, which shall be reviewed on an annual basis and amended by the BOS Executive Committee as necessary.

2.0 PURPOSE

- 2.1 The purpose of the BOS is to bring together the leaders of musculoskeletal specialty societies to address issues of mutual concern and to advise the Board of Directors of the American Academy of Orthopaedic Surgeons and the American Association of Orthopaedic Surgeons (AAOS) of issues which may include, but are not limited to, the format of the AAOS Annual Meeting, continuing medical education, advocacy, musculoskeletal research, graduate medical education, residency and fellowship issues, and other topics that might be identified by other AAOS organizational units and member specialty societies. The BOS also provides opportunities for shared leadership, shared governance, organizational benchmarking, collaborative program development, and communications among member organizations.

3.0 SPECIALTY SOCIETY DEFINITION

- 3.1 An orthopaedic specialty society is a professional organization dedicated to advancing scientific knowledge of the musculoskeletal system, improving care for patients with musculoskeletal disorders, providing education for musculoskeletal professionals, or some combination of these goals. Orthopaedic specialty societies focus on anatomic regions, diseases, or specific disciplines (such as research or education) within the broader field of orthopaedics, and have membership criteria based on interest or competence. Specialty societies are distinguished from orthopaedic-shared interest groups, which are focused more narrowly on a single procedure or anatomic structure, or which limit membership by some shared demographic characteristic of the members such as an alma mater, a geographic region, ethnicity, or gender.

4.0 SPECIALTY SOCIETY MEMBERSHIP

- 4.1 Specialty societies must be elected to the BOS by current BOS member organizations after meeting the membership criteria and applying for membership using the prescribed membership application.
- 4.2 Specialty Society Membership Criteria:
 - 4.2a The specialty society shall be incorporated in the United States of America and have adopted bylaws; the society must be considered "in good standing" by the state in which the society is incorporated.
 - 4.2b The specialty society shall have had regularly scheduled annual meetings for at least five consecutive years.
 - 4.2c The specialty society shall have greater than 50% of its active members who are Fellows of the AAOS, or have a minimum number of 200 orthopaedic surgeons in the specialty society, but in no case have less than 100 members who are AAOS Fellows.
 - 4.2d The specialty society shall be primarily involved in advancing scientific knowledge of the musculoskeletal system, improving care for patients with musculoskeletal disorders, providing education for musculoskeletal professionals, or some combination of these goals.
 - 4.2e The specialty society represents a recognized body of musculoskeletal knowledge or practice. Evidence of recognition includes one or more of the following characteristics: provides an established journal ; distributes a quarterly newsletter; supports formal training programs in the specialty; supports research initiatives; or receives recognition of the specialty by the American Board of Medical Specialties (ABMS). Evidence of broad basis includes focus beyond a single anatomic structure, procedure, device, or practice concentration. Evidence of differentiation includes relevance to or shared interest with more than one other existing musculoskeletal subspecialty.

- 4.3 Membership Application Procedure:
- 4.3a A specialty society interested in BOS membership shall send documentation of how it meets the membership criteria using the prescribed membership application to the BOS Secretary prior to the BOS business meeting at the AAOS Annual Meeting. The Executive Committee shall review the application. Applicants that meet the criteria in Section 4.2 (Specialty Society Membership Criteria) shall be presented to the BOS at its business meeting during the AAOS National Orthopaedic Leadership Conference (NOLC). The BOS shall vote on the applicant's membership request at the BOS business meeting during the AAOS Fall Meeting.
 - 4.3b Election to the BOS shall be by majority vote of the member organizations present.
 - 4.3c Should an organization's membership application be approved, the BOS will notify the organization within thirty (30) days of the vote by written correspondence. The applicant shall obtain BOS member status at the beginning of the next calendar year.
 - 4.3d Should an application be rejected, the BOS will notify the organization within thirty (30) days of the vote by written correspondence. The applicant may reapply for BOS membership no earlier than two (2) years after the rejection decision. The reapplication must be submitted using the prescribed membership application n as outlined in the BOS Operations Manual.
- 4.4 Maintenance of BOS Membership:
- 4.4a A member organization shall maintain its membership consistent with BOS member eligibility.
 - 4.4b A member organization shall be required to have representation at all BOS meetings.
 - 4.4c Membership eligibility shall be reviewed biennially through a "BOS Organization Review" as outlined in the BOS Operations Manual. Each member organization shall receive a written acknowledgement within thirty (30) days of the completed review.
- 4.5 Membership Probation and Termination
- 4.5a If membership criteria and maintenance deficiencies are identified during the BOS Organization Review, the member organization shall be notified of the deficiencies within thirty (30) days of the completed review by written correspondence.
 - 4.5b Should a member organization be deficient, the member organization shall be granted a two (2) year probationary period, with full member organization privileges, to take corrective actions to meet the membership eligibility and maintenance criteria.
 - 4.5c If a member organization is found to be ineligible for continuing BOS membership through the BOS Organization Review, and eligibility and maintenance criteria have not been met during the probationary period, the BOS may terminate the organization's membership by a majority vote of the BOS organizations present at the BOS business meeting during the AAOS Annual Meeting.
 - 4.5d A membership organization that is either placed on membership probation or terminated may appeal the BOS decision as outlined in the BOS Operations Manual.
 - 4.5e Should a member organization's membership be terminated and wishes to reapply for membership, the organization shall follow the membership application process as described in Section 4.3.
- 4.6 Withdrawal
- A member specialty society may withdraw from the BOS upon written notice to the BOS Secretary. Such withdrawal shall be effective as of the date of the succeeding BOS business meeting following receipt of notice.

4.7 Representatives

There shall be a minimum of two representatives and a maximum of three representatives appointed from each BOS member organization. At minimum, one society member, who is an AAOS Fellow or Associate, and the executive director shall be required representatives. The AAOS Fellow or Associate shall serve one three-year term and shall be eligible for one additional three-year term. The remaining one representative, shall be an AAOS Fellow or Associate who shall be a society board member or liaison to the society's board and shall serve one one-year term and shall be eligible for two additional one-year terms.

4.7a Dual Representation

A representative, may represent more than one member organization if he/she is appointed by their respective member organizations using the prescribed membership appointment form.

4.7b Attendance

Attendance at BOS meetings is essential for the BOS to carry out its assigned functions and to be a benefit to member organizations. If a representative is unable to attend an assigned meeting, he/she shall be required to notify the BOS Secretary and provide the reason(s) for the planned absence. Representatives who fail to attend two consecutive assigned meetings without adequate notice are not eligible for any BOS office or for reappointment as a BOS representative.

4.7c Other Assigned Duties

Representatives may be appointed to serve on BOS committees and task forces. If these appointments are accepted, representatives shall be expected to attend and participate in these meetings. Failure to attend and participate shall result in the representative's removal from the committee or task force as outlined in the BOS Operations Manual.

4.8 Membership Roster Update

BOS membership rosters will be updated quarterly.

5.0 OFFICERS

5.1 The officers of the BOS shall be Fellows of the AAOS. The BOS will elect its own officers, which shall be a Chair, Chair-Elect, and Secretary, at its fall business meeting. Each officer shall be elected for a one-year term except the Secretary, who may succeed him/herself for an additional one-year term.

5.2 The Chair-Elect shall succeed to the office of Chair immediately upon expiration of the term of office of the Chair or in the event of death, inability, or refusal to act. In the event the Chair-Elect succeeds the office of Chair by reason other than natural succession, the Chair-Elect shall serve the remaining unfulfilled term of the replaced Chair and serve additionally his/her own one-year term of office.

6.0 DUTIES OF THE OFFICERS

6.1 Chair

6.1a Shall preside at all meetings of the BOS and of the Executive Committee.

6.1b Shall serve on the AAOS Board of Directors, the AAOS Executive Committee, the AAOS Committee Appointment Program Committee, the AAOS Unity Review Group, the Political Action Committee of the American Association of Orthopaedic Surgeons, and the AAOS Council on Education.

6.1c Shall report to the AAOS Board of Directors all activities of the BOS and shall keep the BOS members apprised of AAOS deliberations and activities relevant to the orthopaedic community.

6.1d Shall appoint, with the approval of the Executive Committee, committee chairs if terms are expiring or vacancies exist, any member to a vacancy in an ad hoc committee, and suggest to the AAOS Committee Appointment Program Committee members for service or liaison service on AAOS Committees.

6.1e Shall be responsible for developing the agenda for meetings, with the assistance of the BOS Chair-elect, Secretary, and AAOS staff in a timely manner.

- 6.1f Shall serve as an ex-officio member of all special and standing committees of the BOS.
- 6.2 Chair-Elect
- 6.2a Shall assist the Chair in the performance of the Chair's duties and shall substitute for the Chair when he/she is unable to attend to those duties. He/she shall automatically succeed the Chair at the conclusion of the AAOS Annual Meeting.
- 6.2b Shall serve on the AAOS Board of Directors and shall keep the BOS members apprised of AAOS deliberations and activities relevant to the orthopaedic community.
- 6.2c Shall serve on the Political Action Committee of the American Association of Orthopaedic Surgeons, and the AAOS Council on Advocacy.
- 6.3 Secretary
- 6.3a Shall prepare the minutes of all meetings of the BOS and its Executive Committee and shall file a copy with the AAOS office for distribution to the BOS and to the Board of Directors of the AAOS.
- 6.3b Shall lead the annual review process of the BOS Operations Manual and ensure revisions are appropriate and timely.
- 6.3c Shall afford each BOS member organization an opportunity to add items to the agenda and circulate appropriate background material to them.
- 6.3d Shall serve on the AAOS Board of Directors and shall keep the BOS members apprised of AAOS deliberations and activities relevant to the orthopaedic community.
- 6.3e Shall serve on the AAOS Council on Research and Quality.
- 6.4 Immediate Past Chair
- 6.4a Shall serve as the chair of the BOS Nominating Committee.
- 6.4b Shall serve on the AAOS Communications Cabinet and the AAOS Annual Meeting Committee.
- 6.5 Newly-Elected Officers
- 6.5a Shall take their offices at the conclusion of the AAOS Annual Meeting.
- 6.5b When a BOS representative becomes a member of the BOS Executive Committee, that individual shall resign as a BOS representative of his/her specialty society, thus giving the society the ability to appoint a new BOS representative.

7.0 COMMITTEES

7.1 Committee Structure

The BOS shall have four standing committees and three joint committees with the Board of Councilors (BOC).

7.1a The four standing committees are:

- Executive Committee;
- Executive Director Forum;
- Fellowship Committee; and the
- Nominating Committee.

7.1b The three joint committees with the BOC are:

- BOC/BOS Bylaws Review Committee;
- BOC/BOS Professionalism Committee; and the
- BOC/BOS Resolutions Committee.

- 7.1c The Chair, with the approval of the majority of the BOS Executive Committee, may create ad hoc committees, project teams, or task forces as necessary. The Chair has the right to determine the charges and timelines and has the authority to appoint all members.
- 7.2 Executive Committee
- 7.2a The Executive Committee shall be comprised of the Chair, Chair-Elect, Secretary, and the Immediate Past Chair. The Executive Committee shall meet regularly between BOS meetings to administer the affairs of the BOS.
- 7.2b Members of the Executive Committee may vote during any BOS business meeting.
- 7.3 Nominating Committee
- The Nominating Committee shall be chaired by the Immediate Past Chair, and shall be comprised of four additional BOS representatives who are not officers and the chair of the prior year's BOS Nominating Committee. The past Nominating Committee Chair shall participate, though shall not vote. The four members shall be nominated and elected through electronic means. The Nominating Committee members shall be announced at the National Orthopaedic Leadership Conference. No member may serve two consecutive terms on the Nominating Committee.
- 7.3a The Nominating Committee is responsible for selecting at least one nominee for Chair-Elect and at least one nominee for Secretary.
- 7.3b The Committee Chair shall present the candidates for the positions of Chair-Elect and Secretary during the BOS business meeting at the AAOS Fall Meeting. The officers shall be selected by a majority vote of the BOS member organizations present.
- 7.3c The Committee shall follow the processes outlined in the BOS Operations Manual, with regards to the identification and recommendation of candidates, which shall include interviewing the candidates and considering their enhanced disclosure information and Plans for Active Management (PAMs) as developed by the AAOS Committee on Outside Interests and whether the PAMs have been accepted by the candidates. The Nominating Committee shall exercise due diligence and transparency throughout the nomination selection process.
- 7.4 BOS Fellowship Committee
- 7.4a This Committee shall consist of a Chair and Vice Chair elected from within the committee membership by a majority vote of the members, and one representative appointed from each of the orthopaedic match programs.
- 7.4b The Chair and Vice Chair shall serve one three-year term and may be re-elected for one additional term. Members shall serve a maximum of two three-year terms.
- 7.4c. Charges of the Committee shall be determined by the BOS Executive Committee and reviewed annually by the Committee Chair and the Executive Committee.
- 7.5 BOS Executive Director Forum
- 7.5a This forum shall consist of a Chair and Vice Chair elected from within the Forum membership by a majority vote of Forum members. The Chair shall not be the executive director of the organization from which the BOS Chair or BOS Chair-Elect are members. The Forum members shall be the executive directors of each BOS member organization.
- 7.5b The Chair and Vice Chair shall serve for one year, and are eligible for two additional one-year appointments provided he/she remains a BOS representative. Members shall serve through the end of their term on the BOS.

- 7.5bi The Chair shall preside at all Forum meetings and serve as the BOS liaison to the Executive Committee. The Chair shall execute all duties delegated to him/her by the Executive Committee.
- 7.5bii The Vice Chair shall preside at all Forum meetings in the event the Chair cannot facilitate a meeting and shall execute all duties delegated to him/her by the Chair or the Executive Committee. He/ she shall succeed to the position of Chair if the Chair is unable or unqualified to serve. Should the Vice Chair fill the position of Chair for any reason, he/she may complete the balance of Chair's term.
- 7.5c Charges of the Forum shall be determined by the BOS Executive Committee and reviewed annually by the Forum Chair and the Executive Committee.
- 7.6 BOC/BOS Bylaws Review Committee
 - 7.6a This committee shall consist of a Chair and members appointed by the BOC Chair-Elect and the BOS Chair-Elect.
 - 7.6b The Chair shall serve for two years and all BOS committee members shall serve through the end of their third year if they so desire.
 - 7.6c Charges of the Committee shall be outlined in the AAOS Bylaws and the processes shall be referenced in the BOS Operations Manual.
- 7.7 BOC/BOS Professionalism Committee
 - 7.7a This committee shall consist of a Chair and members appointed by the BOC Chair-Elect and the BOS Chair-Elect.
 - 7.7b The Chair shall serve for two years and all BOS committee members shall serve through the end of their third year.
 - 7.7c Charges of the Committee shall be outlined in the AAOS Bylaws and the processes shall be referenced in the BOS Operations Manual.
- 7.8 BOC/BOS Resolutions Committee
 - 7.8a This committee shall consist of a Chair and members appointed by the BOC Chair-Elect and the BOS Chair-Elect.
 - 7.8b The Chair shall serve for two years and all BOS committee members shall serve through the end of their term on the BOS.
 - 7.8c Charges of the Committee shall be outlined in the AAOS Bylaws and the processes shall be referenced in the BOS Operations Manual.

8.0 MEETINGS

- 8.1 There shall be three BOS business meetings each year. One meeting will take place at the AAOS Annual Meeting. The second meeting shall take place at the AAOS National Orthopaedic Leadership Conference and the third meeting shall take place at the AAOS Fall Meeting.
- 8.2 Quorum at Business Meetings
BOS business may be conducted at business meetings only when a quorum is present. A quorum shall consist of those BOS representatives present and eligible to vote, but in no event shall a quorum consist of less than fifty percent (50%) of the eligible voting BOS representatives. If a quorum is not present, voting shall be done

by conference call, whereby a majority of the BOS representatives eligible to vote shall be required or electronically, whereby, a unanimous vote of all of the BOS eligible voting representatives shall be required.

8.3 The BOS representatives shall be expected to attend all three meetings, and are responsible for voting on BOS issues, and BOC/BOS Advisory Opinions, AAOS resolutions, amendments to AAOS bylaws, and Standards of Professionalism being considered.

8.4 Executive director representatives shall be expected to attend at least two business meetings, including the BOS business meeting at the AAOS Annual Meeting,

9.0 REIMBURSEMENT OF BOS EXPENSES

9.1 Representatives shall be eligible for expense reimbursement in accordance with the AAOS Travel Policy and the BOS Operations Manual in effect at the date of travel. Expenses shall be submitted within 30 days of the meeting in order to be reimbursed.

10.0 RULES OF ORDER

10.1 All BOS meetings and proceedings shall be conducted according to standard parliamentary procedures that provide for adequate notice and a fair opportunity for debate. The presiding officers may be guided by, but not bound by, the most recent edition of Robert's *"Rules of Order."*

11.0 AMENDMENT

11.1 Any proposed amendments to these Rules and Procedures must be submitted to the BOS Executive Committee prior to any BOS business meeting. The Executive Committee shall review the proposed amendment and then place it on the agenda of the next BOS business meeting for consideration and approval by all voting BOS representatives present. At the meeting, BOS representatives will discuss the proposed amendment after which it must be approved by a two-thirds (2/3) vote. To be adopted, the AAOS Board of Directors must approve the revised BOS Rules and Procedures.