



AMERICAN ACADEMY OF
ORTHOPAEDIC SURGEONS

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2020 AAOS Annual Business Meeting FREQUENTLY ASKED QUESTIONS

COVID-19 has changed every aspect of life, including the cancellation of the live, in person Annual Meeting in Orlando, Florida this week. The business of Annual Meeting will continue as scheduled in a virtual format, including the Bylaws and Resolutions Committees' Open Hearings and the AAOS Business Meetings. Because this is our first virtual Annual Meeting, there may be questions about how it will happen.

Since we can't meet in Orlando due to COVID-19, is AAOS still having an Annual Meeting?

Yes. The AAOS Annual Meeting will be held this week using web conferencing technology. Open Hearings for the Resolutions Committee and Bylaws Committee will be held as planned on Wednesday, March 25 beginning at 1 PM EDT. The AAOS Business Meeting will be held as planned on Thursday, March 26 beginning at 11:30 AM EDT.

Is a virtual Annual Meeting permitted under the AAOS Bylaws?

Yes. Association Articles VI Section 6.1, and Academy Article V Section 5.1 (Business Meeting of the Annual Meeting) provide:

The annual business meeting of the Fellowship of the ASSOCIATION/ACADEMY shall take place at the Annual Meeting or at such other time and place as designated by the Board of Directors. The ASSOCIATION/ACADEMY shall send an official notice of such meeting to the Fellowship at least thirty (30) days prior to the business meeting of the Annual Meeting.

Under our bylaws, the Board of Directors is authorized to conduct the Annual Business Meeting in a virtual format.

Is it legal to hold a virtual Annual Meeting?

Yes. Under the Illinois Not For Profit Act, 805 ILCS 105/107.5(d) (Meeting of members):



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Unless specifically prohibited by the articles of incorporation or bylaws, a corporation may allow members entitled to vote to participate in and act at any meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Neither the Academy or Association bylaws, nor the Articles of Incorporation, prohibit a virtual meeting of the membership. The AAOS Bylaws do require certain business matters be addressed each year during the Annual Meeting, including election of new Board of Directors members; reports from the AAOS Treasurer, Resolutions Committee and Bylaws Committee; and receiving nominees for members of the 2021 AAOS Nominating Committee. All of these business matters will be taken up during the virtual Annual Meeting.

How does a virtual Annual Meeting work?

Each AAOS member will be required to register via a GoToWebinar link to attend these events. Once registered, the access link will be individualized for the member receiving it and should not be shared. Presenters will appear on the web conference screen and attendees will have the ability to submit comments via email and through the web conferencing platform. Pre-registration is required to participate in the virtual Annual Meeting events.

What things will the virtual Annual Meeting include?

- Beginning Tuesday, March 24 at 9:00 AM EDT through Wednesday, March 25 at 5 PM EDT, ballots may be cast online on the Nominating Committee's recommendations on the slate of candidates for the AAOS Board of Directors.
- On Wednesday, March 25 beginning at 1 PM EDT, the Resolutions Committee and Bylaws Committees will hold Open Hearings. This is an opportunity for anyone to submit comments to the AAOS Resolutions and Bylaws Committees on the proposed Resolutions and Bylaws Amendments that will go to the Fellowship for vote in April.
- Beginning Thursday, March 26 at 9:00 AM EDT, Fellows may submit nominations for the 2021 Nominating Committee. The nomination process will close on Friday, March 27 at 5 PM EDT.
- On Thursday, March 26, the AAOS Business Meeting will begin at 11:30 AM EDT and include the following:



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1. the results of the voting on the 2020 Nominating Committee slate of candidates for the AAOS Board of Directors
2. Report of the AAOS Resolutions Committee followed by receipt of any comments
3. Report of the AAOS Bylaws Committee followed by receipt of any comments
4. Treasurer's Report

Will I receive additional information on how to attend?

Yes. Each member will receive an email with information how to access the virtual Annual Meeting. The information will also be available on the AAOS website.

Can I ask questions or submit comments?

Yes. Members can see presentations and submit comments and questions through the web conferencing platform or by email at governance@aaos.org.

Proposed Bylaws and Resolutions: Members can submit comments through the web conferencing platform or to governance@aaos.org. Comments on proposed resolutions and bylaws amendments submitted prior to or during the Open Hearings will be read aloud during the Open Hearings. Comments submitted prior to the Business Meetings will be read aloud during the Business Meeting.

2020 Slate of Candidates for the Board of Directors: Voting on the Nominating Committee slate will be done online through a quick, secure and confidential process. Balloting will open on Tuesday, March 24, 2020 at 9:00 AM EDT and close on Wednesday, March 25, 2020 at 5:00 PM EDT.

Nominees for the 2021 Nominating Committee: Beginning Thursday, March 26 at 9:00 AM EDT, Fellows may nominations for the 2021 Nominating Committee. The nomination process will close on Friday, March 27 at 5 PM EDT.

Proposed Bylaws Amendments #1 and 2

Board of Councilors - Association Article XI & Academy Article IX

There shall be a Board of Councilors, the geographic distribution, composition and organization of which shall be established and modified, as necessary, in accordance with the rules and procedures developed by the Board of



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Councilors and approved by the ASSOCIATION Board of Directors. The Board of Councilors shall be advisory to the Board of Directors of the ASSOCIATION; and may propose, consider and make recommendations on ASSOCIATION resolutions and advisory opinions, proposed amendments to the ASSOCIATION Bylaws and ASSOCIATION Standards of Professionalism, consistent with Articles VII, XII and XVI respectively.

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

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

FAQs

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

Each individual body determines its own rules and procedures, subject to approval by the Board of Directors, as is the current practice under the present Bylaws. See the existing Bylaws language, “in accordance with the rules and procedures developed by the Board of Councilors and approved by the ASSOCIATION Board of Directors,” which was not revised in the proposed amendments

Do the Proposed Bylaws change the current make-up of the Board of Directors?

No, the current make-up of the Board of Directors is not affected by the Proposed Bylaws. The BOC and BOS officers’ position on the Board of Directors is governed under Association Bylaws Article X and Academy Bylaws Article IX and no changes are proposed in these proposed amendments.

Are the procedures for submitting Resolutions, Advisory Opinions or Bylaws Amendments in the Rules and Procedures for either the BOC or BOS?

Yes, the procedural rules for submitting proposed statements remains in both the proposed Bylaws as well as in the Rules and Procedures for both bodies. See the Bylaws - Amendments



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to Bylaws (Association Article XIII and Academy Article XI) and Resolutions (Association Article VII and Academy Article VI).

Do the proposed Bylaws amendments change the purpose of the BOC and BOS as advisory bodies to the Board of Directors of the Association/Academy?

No, the proposed amendments state that the BOC and BOS “shall be advisory to the Board of Directors.”

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

Bylaws Amendments #1 and 2 do not change the BOC and BOS role in the selection of a member of the AAOS Nominating Committee. Bylaws Amendment #3, proposed by both the BOC and BOS, modify the bylaws to permit each body to have a representative on the Nominating Committee.

Do the proposed Bylaws change the make-up or representation of either the BOC or BOS?

No, the current representative model for both the BOC and BOS is not changed under the proposed Bylaws and details are retained under rules and procedures for each. Under these proposed amendments, any modifications of the current structure would be determined by either the BOC or the BOS, subject to approval by the Board of Directors.

Do the proposed Bylaws amendments change the terms of service for the BOC or BOS representatives?

No, terms of service for both the BOC and BOS representatives are determined by each body, subject to approval by the Board of Directors.

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



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



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Proposed Bylaws Amendment #3

What is Bylaws Amendment #3 intended to do?

This proposed amendment would modify the Association Bylaws to allow the BOC and BOS to each elect, through their own processes, a representative to serve on the AAOS Nominating Committee. The BOC and BOS submitted this proposed amendment several years ago and, at the AAOS Annual Meeting, it was revised to provide for only one position to be selected and shared between the two bodies.

Which groups are supporting adoption of Bylaws Amendment #3?

Bylaws Amendment #3 was submitted by the Board of Councilors and the Board of Specialty Societies. At its December 2019 meeting, the AAOS Board of Directors voted against adoption of this proposed amendment. The AAOS Governance Committee is tasked with evaluating the Academy's governance system and making recommendations. The Governance Committee, chaired by M. Bradley Henley, MD, MBA, FAAOS, has not made any recommendations yet, however, the AAOS Fellowship should have the benefit of this committee's review and consideration before making further changes to the Nominating Committee.