

**BYLAWS  
OF  
AMERICAN OSTEOPATHIC ACADEMY OF ORTHOPEDICS (Academy)**

**ARTICLE I  
PURPOSES**

The purposes of the Academy shall be:

To promote and advance the practice of Osteopathic Medicine and surgery in general and to maintain, support and encourage high standards of learning and ethics in the pursuit and practice of such profession and the specialty of orthopedics.

To establish, conduct, operate, maintain, sponsor and promote the establishment of a specialty affiliate of the AMERICAN OSTEOPATHIC ASSOCIATION (AOA) which shall be composed of duly qualified licensed and practicing physicians who specialize in the science and practice of the specialty known as orthopedics.

To sponsor, promote and engage in educational programs which include dissertations in the form of oral presentations regarding the research and study in the science and practice of orthopedics benefitting mankind and advancing the learning and understanding of the profession.

To coordinate the functions of this organization with the AOA and its affiliated organizations in matters determined to be in the best interest of the profession.

**ARTICLE II  
MEMBERS AND MEETINGS OF MEMBERS**

**Section 1. Classes of Membership.**

- A. Active
- B. Candidate-Resident/Fellow
- C. Associate
- D. Student
- E. Allied Health Professional
- F. Military
- G. Honorary
- H. Life

I Retired or Disabled

**Section 2. Qualification for Membership.**

A. Active Members must be an MD or DO licensed to practice with an interest in the practice of orthopedics in the United States, a US Territory or Canada.,

B. Candidate-Resident/**Fellow** Members must be physicians enrolled in an allopathic or osteopathic residency or fellowship training program in the United States or Canada.

C. Associate Members must:

1. Be a graduate of a College of Osteopathic Medicine accredited by the Commission on Osteopathic College Accreditation of the AOA, or
2. Be a graduate of an approved Allopathic Medical School, or a College recognized and approved by an accrediting agency recognized by the United States Office of Education, or
3. Be a graduate of a foreign medical school registered with the World Health Organization

D Student Members must be a member in good standing of the national Student American Osteopathic Academy of Orthopedics and enrolled in a College of Osteopathic Medicine accredited by the Commission on Osteopathic College Accreditation of the AOA.

E. Allied Health Professional Members must be a licensed Nurse Practitioner , Physician Assistant, Physical Therapist, or Occupational Therapist with an interest in orthopedic surgery.

F. Military Members must be an individual who is an active full time member in the US Armed Forces and is engaged in the practice of orthopedic surgery within any of the military medical institutions or facilities in the world.

G. Honorary Members must:

1. Be an individual who has made a significant contribution to the field of Osteopathic Orthopedic Surgery for no less than a ten year period
2. Be well recognized in the nominee's area of specialty by such prospective Member's peers.

H Life Members must:

1. Be voting Members who have reached the age of seventy (70).
2. Have been a continuous full dues paying Member of the Academy for the immediately preceding twenty-five (25) years.

I. Retired Members and Disabled Members must:

1. Request Retired or Disabled Member Status.
2. Have retired from the active practice of medicine or have an illness or injury that prevents them from actively practicing orthopedic surgery on a full time basis.
3. Applicants for Retired Member Status must have been continuous Members of the Academy for the immediately preceding ten (10) years and do not meet the requirements for Life Membership.

**Section 3. Applications, Nominations, Requests and Approvals.**

- A. All Applicants shall complete an appropriate Membership application, which is available on the Academy's website ([www.aoao.org](http://www.aoao.org)) or from the Academy's office, and shall be reviewed as required by the manual of procedures.

~~**Section 4. Action on Applications.**~~

- A. Requests for new membership or changes in membership status are determined by the manual of procedures.

**Section 5. Rights of Members.**

- A. Active, Military, Life, Retired Members and Disabled members shall be the only voting Members of the Academy (Voting Members).
- B. The right of a Member to vote and any right, title and interest in or to the Academy shall be subject to the Member:
1. Continued payment of dues, as required by the Board of Directors;
  2. Adherence to and compliance with these Bylaws; and
  3. Continued compliance with the AOA Code of Ethics.
- C. The right of a Member to vote and any right, title and interest in or to the Academy shall cease:
1. On the termination of such Member's Membership;
  2. While a Member is delinquent in the payment of dues, as required by the Bylaws and the Board of Directors;

3. If the Board of Directors is considering Disciplinary Actions as described in Section 19 of this Article the right to vote will be suspended during the continuing process and shall terminate in the event that the Member is removed from Membership pursuant to Sections 19 and 20 of this Article.

**Section 6. Continuing Medical Education Attendance.**

A. Active Members.

1. Shall register and attend one (1) out of every three (3) Annual Meetings; and
2. Shall register and attend one (1) out of every three (3) Postgraduate Seminars.
3. An Active Member who fails to meet the requirement of registration and attendance:
  - a. Shall be notified within 60 days by mail, facsimile or electronically of non-compliance, and
  - b. Unusual requests shall be presented to the Board of Directors for appropriate action.

B. Military Members - Any Active Member who is a full time active member of the United States Military Armed Services shall:

1. Register and attend one (1) out of every three (3) Annual Meetings; or
2. In the alternative, may register and attend one (1) out of every three (3) Postgraduate Seminars.
3. Military Member who fails to meet the requirement of registration and attendance shall be notified within 60 days by mail, facsimile or electronically of non-compliance.
4. Unusual requests shall be presented to the Board of Directors for appropriate action.

C. Associate, Life, Retired and Disabled Members - Only those Members who register, pay the appropriate registration fee and attend an Annual Meeting or Postgraduate Seminar will receive Continuing Medical Education credits.

**Section 7. Annual Meetings.**

The Annual Membership Meeting of the Academy shall be held in conjunction with the Annual Meeting of the Board of Directors, in person or virtually, at such location, as may be designated by the Board of Directors. The purpose of the Annual Membership Meeting shall be for the election of Directors and the Secretary-Treasurer and for the transaction of such other business as may properly come before the Meeting.

**Section 8. Special Meetings.**

Special meetings of the Members, other than those regulated by statute, may be called at any time by the President, First Vice President, at least five (5) Directors, or fifteen (15) Active Members of the Academy with written request to the President or Secretary-Treasurer.

#### **Section 9. Notice of Meetings.**

Notice of the time, date, place, if any, the means of remote communication, if any, by which Members may be deemed to be present in person and vote at such meeting, the record date and purpose or purposes of a Meeting shall be served by mail, facsimile or electronically, not less than ten (10) nor more than sixty (60) days before the Meeting, upon each person who appears upon the books of the Academy as a Member, and if mailed, such notice shall be directed to the Member at such Member's address as it appears on the books of the Academy, unless the Member has filed with the Secretary-Treasurer of the Academy a written request that notices intended for such Member be mailed to some other address, in which case it shall be mailed to the address designated in such request.

When a Meeting is adjourned to another time or place, notice need not be given of the adjourned Meeting if the time and place, if any, thereof, and the means of remote communications, if any, by which Members may be deemed to be present in person and vote at such adjourned meeting are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned Meeting is more than thirty (30) days after the date for which the Meeting was originally noticed, notice of the place, if any, date, and time of the adjourned Meeting and the means of remote communications, if any, by which Members may be deemed to be present in person and vote at such adjourned meeting, shall be given to each Member in conformity herewith. If after the adjournment a new record date for Members entitled to vote is fixed for the adjourned Meeting, the Board of Directors shall fix a new record date for notice of such adjourned Meeting, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors and, except as otherwise required by law, shall not be less than ten (10) nor more than sixty (60) days before the date of such adjourned Meeting, and shall give notice of the adjourned Meeting to each Member of record entitled to vote at such adjourned Meeting as of the record date fixed for notice of such adjourned Meeting. At any adjourned Meeting, any business may be transacted which might have been transacted at the original meeting.

#### **Section 10. Quorum.**

At any meeting of Members of the Academy the presence of fifteen (15) Voting Members shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the Voting Members present at any meeting at which there is a quorum shall be the act of the full Membership except as may be otherwise specifically provided by statute or by these Bylaws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the Voting Members present in

person, without notice other than by announcement at the meeting and without further notice to any absent Member.

### **Section 11. Voting.**

- A. Only Active, Military, Life, Retired and Disabled Members shall be entitled to vote on any issue or matter that requires the vote of the Members.
- B. At every meeting of Members each Voting Member in good standing and present in person or represented by proxy shall be entitled to vote. Each Member entitled to vote at a meeting of Members or to express consent to an action in writing without meeting may authorize another person or persons to act for such Member by proxy, but no proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is held by the persons described in section 422 of the Michigan Nonprofit Corporation Act or any nominee thereof. A Member may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by delivering to the secretary of the Academy a revocation of the proxy or a new proxy bearing a later date. Except as set forth in D of this Section, all voting will be by voice vote (in person by the Members or their proxies or by remote communication) or show of hands (or by individual voice response for each remote participant, if any).
- C. Each Voting Member shall be entitled to one (1) vote and there shall be no cumulative voting.
- D. The vote for Directors and Secretary-Treasurer and upon any question before the meeting shall be by voice vote (as described in B above) unless any Member requests the vote be by ballot, in which case the vote will be by ballot. In advance of Meetings at which a vote for Directors and Secretary-Treasurer will be taken, the Secretary-Treasurer will take reasonable measures to ensure that Members who may be participating in the Meeting by remote communication will have the capability to vote by ballot if so requested. All elections shall be had and all questions decided by a majority vote of the Voting Members present in person or represented by proxy.

### **Section 12. Removal of Members, Directors or Officers.**

Any Member, Director or Officer may be removed from Membership or from office by the affirmative vote of a majority of the registered Voting Members at the Annual Meeting or special meeting called for that purpose, for conduct detrimental to the interests of the Academy, for lack of sympathy with its objective, or for refusal to render reasonable assistance in carrying out its purposes. Any such Member, Officer or Director proposed to be removed shall be entitled to at least fifteen (15) days' notice in writing by mail, facsimile or electronically of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

### **Section 12a. Action by Mail-In Ballot.**

- A. Any action the Voting Members are required or permitted to take at the Annual Membership Meeting or a special meeting of the Members, including the election of directors, may be taken without a meeting if the Academy provides a mail-in ballot to each Member that is entitled to vote on the action in the manner provided for in Section 9 of Article II hereof for providing notice of a meeting of Members. The mail-in ballot may be transmitted to, and returned by, the Voting Members by mail, facsimile or electronically.
  
- B. Mail-in ballots delivered to Voting Members in accordance with this Section shall:
  - 1. Set forth each proposal to be acted on by the mail-in ballot;
  - 2. Provide an opportunity for the Voting Members to vote for or against each proposal; and
  - 3. Specify a time by which a Voting Member must return the mail-in ballot, and the Academy must actually receive the mail-in ballot, in order to be counted as a vote of the Voting Member. The time specified shall be not less than 20 or more than 90 days after the date the Academy provides the mail-in ballot to the Voting Members.
  
- C. An action is considered approved by the Voting Members by mail-in ballot if the total number of Voting Members voting or the total number of Voting Member votes cast in mail-in ballots received by the Academy by the time specified in the mail-in ballots equals or exceeds the quorum required to be present at a meeting if the action were to be taken at a meeting of Members, and the number of favorable votes equals or exceeds the number of votes that would be required to approve the action at a meeting at which the number of votes cast by Voting Members present was the same as the number of votes cast by mail-in ballot. An invalid mail-in ballot, an abstention, or the submission of a mail-in ballot marked “abstain” with respect to any action does not constitute a vote cast on that action.
  
- D. A Voting Member may not revoke a mail-in ballot received by the Academy.
  
- E. If Members representing at least 10% of the Voting Members submit a proposal for action by the Voting Members, the Academy shall include the proposed action in a mail-in ballot and submit that mail-in ballot to the Voting Members as provided in this section.

**Section 13. Fees and Dues.**

- A. Annual Membership Dues
  - 1. The dues of the various classes of Membership shall be determined from time to time by the Board of Directors of the Academy.

2. Dues that are unpaid within the prescribed dues cycle shall be considered delinquent and such Member shall not be in good standing with the Academy.
5. Members who are delinquent in their dues must register as non-members for any meeting of the Academy.
6. Reduction of Dues:
  - a. Dues reductions may be requested in writing to the Membership Committee.
  - b. Reductions will be issued on the basis of hardship or such other reason as the Board of Directors on an individual basis for good cause.
7. Reinstatement will only take place after full payment of all delinquent dues and the reinstatement fee as it is listed in the Manual of Procedures or after waiver of such delinquent dues and/or reinstatement fee by the Board of Directors for good cause.

**Section 14. Award of Fellow of the Academy.**

- A. An applicant for the Award of Fellow of the Academy:
  1. May be either an Active, Military, Life, Retired or Disabled Member in good standing with the Academy and shall have met both the dues and meeting requirements, and
  2. Shall meet all of the current criteria for the Award of Fellow as determined from time to time by the Board of Directors.
  3. Shall complete an Award of Fellow application through the Academy's website or from the Academy office and include further documentation as outlined in the Manual of Procedures.
- B. The Fellow Award, Honors, and Memorials Committee shall:
  1. Review completed application and appropriate documentation, as outlined in the Manual of Procedures.
  2. Make recommendation to the Board of Directors.
  3. Notify the recipient of the Award of Fellow of the decision by the Board of Directors.
- C. The Award of Fellow will be conferred at the Annual Meeting and the recipient must be present or the Award of Fellow will be made at the next Annual Meeting at which the recipient is present.

**Section 15. Sections.**

- A. A Section shall be composed of Members of the Academy having a common professional purpose in furthering a specialty interest and knowledge of Orthopedic Surgery.
- B. The Board of Directors may authorize and dissolve Sections of the Academy.



- C. A Section with adequate numerical representation as determined by the Board of Directors shall submit to the Board of Directors Section bylaws which shall be consistent with these bylaws and the policies and procedures of the Academy.
- D. The administration of each Section shall in no way conflict with the overall objectives, ideals, and functions of the Academy.

**Section 16. Affiliate Societies.**

- A. An Affiliate Society shall be any local, district or state Osteopathic Orthopedic Society composed of Members of the Academy having a common professional purpose in furthering the interest and knowledge of Orthopedic Surgery.
- B. Any local, district, or statewide organization of Osteopathic Orthopedic surgeons may become affiliated and receive certification Membership as an Affiliate Society in the Academy.
- C. Applications for Affiliate Society Membership shall be made to the Board of Directors of the Academy. If the majority of the members of the Board of Directors approve the application the recommendation will be sent to the Voting Members for a vote at the next Annual Meeting.
- D. Affiliate Society Membership will be granted after a majority vote by the Voting Members of the Academy present at the next Annual Meeting.
- E. By accepting the Affiliate Society Membership, the Society and its members shall agree to abide by the policies of the Academy, its Bylaws and Code of Ethics, insofar as they apply, as determined and declared from time to time by the Board of Directors and the Voting Members of the Academy. Every effort shall be made to coordinate the activities of the Affiliate Society and its functions to accomplish the mutual objectives of the Academy and the Affiliate Society.
- F. Bylaws of the Affiliate Society, or any change thereto, must be reviewed and approved by the Board of Directors of the Academy before Affiliate status is approved. Once approved, any changes in the Affiliate Society Bylaws must be submitted to the Board of Directors for approval, which approval or disapproval, shall be given within three (3) months of receipt of request for such approval.
- G. An Affiliate Society may have one of its officers attend any Meeting of the Board of Directors of the Academy when matters of mutual interest are on the agenda and such attendance shall be limited to the discussion of such matters of mutual interest. The officer so attending shall not have a vote, but may make recommendations to the Board of Directors of the Academy. Joint Meetings of the members may be held by mutual arrangement of the Academy and the Affiliate Society.

- H. Affiliate Society status may be terminated for sufficient reason by majority vote of the Board of Directors of the Academy and ratified by the majority vote of the Voting Members present and voting at the next regularly scheduled Meeting thereof.

**Section 17. Resignation.**

- A. Members desiring to resign their Membership in the Academy shall present their resignation in writing to the President and Executive Director.
- B. The resignation shall be presented to the Board of Directors for action and shall be accepted by the Board of Directors, unless such resigning member is pending disciplinary action.

**Section 18. Disciplinary Action.**

- A. Upon receiving notification that a Member has been charged with any violation which may be grounds for disciplinary action, the President may:
  - 1. Automatically place said Member on Administrative Probation pending disposition of the charge against said Member.
  - 2. Refer any alleged violation to the appropriate Committee of the Academy for review.
    - a. Upon the referral, the Committee shall commence an investigation of the matters concerned in the allegation and report its findings and recommendations to the Board of Directors.
    - b. The Member will be notified in writing, to be delivered by hand, certified mail or any other method with proof of delivery, of the pending disciplinary action and give an opportunity to appear before the Board of Directors. Such notice shall be given no less than five (5) days, nor more than thirty (30) days before the Meeting of the Board of Directors at which such action may be taken.
    - c. The Board of Directors shall take the appropriate action by a three-fourths (3/4) vote of the Board of Directors.
- B. Any of the following acts are deemed to be professional misconduct and shall constitute grounds for which disciplinary actions may be taken:
  - 1. Violation of the bylaws or Code of Ethics of the AOA, or
  - 2. Engaging in any fraudulent, dishonorable or immoral conduct, regardless of whether connected with the practice of medicine, and regardless of whether such conduct may constitute an offense under a Member's appropriate state licensing statutes and regardless of the disposition of any disciplinary actions undertaken by any State or Federal court or agency.
- C. The following disciplines may be enforced by the Board of Directors:

1. Censure
  2. Probation
  3. Suspension
  4. Expulsion
- D. Resignation or suspension for any reason shall not terminate the jurisdiction of the Academy to proceed with or institute any disciplinary action.

**Section 19. Appeals.**

- A. Members subject to disciplinary action may request a hearing before the Board of Directors.
1. Said request must be made in writing, and
  2. Shall be made within sixty (60) days of the notification of the disciplinary action.
- B. This will be an informal hearing in which:
1. The Member will be able to present such Member's case to the Board of Directors or a Committee appointed by the Board of Directors.
  2. Additional information may be obtained from any other source at the discretion of the Board of Directors.
  3. The rules of evidence are suspended during this preceding.
  4. Attorneys may not be present during these proceedings.
- C. The Board of Directors shall have sole discretion with three-fourths (3/4) vote of those members present and voting to determine the action to be taken.

**Section 20. Distributions Upon Dissolution.**

No Member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Academy. In the event of a dissolution of this Academy, the net assets of the corporation shall be applied and distributed as follows:

- A. All liabilities and obligations shall be paid, satisfied, and discharged or adequate provisions shall be made therefore.
- B. Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
- C. Assets held for education or similar use, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic corporations engaged in activities compatible with those of this Academy pursuant to a plan of distribution as provided by law however, said corporation shall qualify under Section 501 (c) (6) of the Internal Revenue Code.

**ARTICLE III**  
**BOARD OF DIRECTORS, EXECUTIVE COMMITTEE AND PARLIAMENTARIAN**

**Section 1. Board of Directors.**

A. Election.

1. The business and property of the Academy shall be managed and controlled by a Board of Directors which shall consist of fourteen (14) members comprised of six (6) Directors and (1) Secretary-Treasurer elected by the voting members, five (5) Officers (President, First Vice President, Second Vice President, Third Vice President, and Immediate Past President) elected by vote of the Board of Directors and two (2) ad hoc Directors (Executive Director and Candidate/Resident) elected by vote of the Board of Directors.
2. The Executive Director and Candidate-Resident member shall be non-voting members of the Board of Directors.

B. Term of Office.

1. The term of the six (6) members elected by the Voting Members shall be three (3) years, with two (2) of such six (6) elected members being elected each year, or until the election and qualification of their respective successors, except as hereinafter otherwise provided for filling vacancies.
2. The term of the Officers, who are ex-officio members of the Board of Directors, shall be coextensive with the term of the Office which each is serving in their respective offices.
3. The Candidate-Resident member shall be the President of the Resident American Osteopathic Academy of Orthopedics.

C. Qualifications. Only Active, Military, Life, Retired and Disabled Members of the Academy may be elected as a Director of the Academy. A Director shall:

1. Be in orthopedic practice for a minimum of seven (7) years;
2. Be certified in orthopedics by the American Osteopathic Board of Orthopedic Surgery and remain certified during their term of office;
3. Have shown an interest in the Academy through direct involvement and active participation;
4. Be a Fellow of the Academy; and
5. Not be a member of the American Osteopathic Board of Orthopedic Surgery.

D. Nominating Committee. The Nominating Committee shall, at the Annual Membership Meeting:

1. Present the names of the individuals who are nominated for election by the Voting Members for the Director positions for three (3) year terms; and
2. Present the names of the individuals who are nominated for election by the Voting Members for the Secretary-Treasurer position.

E. Number.

The number of Directors of the Academy shall be fourteen (14) but such number, within the limits fixed by the Articles of Incorporation of the Academy, may be increased by amendment to these Bylaws, in the manner set forth in Article X hereof.

F. Resignation.

Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

G. Vacancies.

Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of Directors made by the Board of Directors, may be filled for the unexpired portion of the term by the Directors then serving, although less than a quorum, by affirmative vote of the majority thereof. Any Director so elected by the Board of Directors shall hold office for the remaining term, if any, or until the next succeeding Annual Meeting of the Members of the Academy or until the election and qualification of his successor.

H. Annual Meetings.

At each annual election the newly elected Directors shall meet at such place, if any, designated by the Board of Directors, for the purpose of organization, the election of Officers, and the transaction of other business, and if a quorum of the Directors be then present, no prior notice of such meeting shall be required to be given. The place, if any, and time of such meeting may, however, be fixed by written consent of all the Directors.

I. Special Meetings.

Special meetings of the Board of Directors may be called by the President or First Vice President and must be called by either of them on the written request of any Member of the Board of Directors.

J. Notice of Meetings.

Notice of all Directors meetings of the Board of Directors, except as herein otherwise provided, shall be given by emailing the same at least three (3) days before the meeting to the email address on record as supplied by the Director, but such notice may be waived by any Director. Regular meetings of the Board of Directors may be held without notice at such time and place as

shall be determined by the Board. Any business may be transacted at any Directors meeting of the Board of Directors. At any meeting at which every Director shall be present, even though without any notice or waiver thereof, any business may be transacted.

K. Chairman.

At all meetings of the Board of Directors the President or First Vice President, or in their absence a chairman chosen by the Directors present, shall preside.

L. Quorum.

At all meetings of the Board of Directors a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director.

M. Participation in Meetings by Remote Communication.

Members of the Board of Directors, or of any committee thereof, may participate in a meeting of such Board of Directors or committee by means of conference telephone, video conferencing or other communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting.

N. Action by Written Consent.

Action may be taken by the Board of Directors, or any committee thereof, without a meeting if all members thereof consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board of Directors.

O. Removal of Directors.

Any one or more of the Directors may be removed either with or without cause, at any time, by a vote of three-fourths (3/4) of the Members present at any special meeting called for that purpose.

P. Absence.

Should any member of the Board of Directors absent himself unreasonably from two (2) consecutive meetings of the Board without sending a communication to the President stating his reason for so doing, and if his excuse should not be accepted by the members of the Board, his seat on the Board may be declared vacant, and the President may forthwith proceed to fill the vacancy.

Q. Contracts and Services.

The Directors and Officers of the Academy may be directly or indirectly interested in any contract relating to or incidental to the operations conducted by the Academy, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Academy, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, Directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the Academy in a matter in which the Directors or Officers are personally interested as stockholders, Directors, or otherwise shall be at arm's length and not violative of the proscriptions in the Articles of Incorporation against the Academy's use or application of its funds for private benefit. In no event, however, shall any person or other entity dealing with the Directors or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction, or other action.

R. Compensation.

Directors shall not receive any stated salary for their services as such, but by resolution of the Board a fixed reasonable sum or expense of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Board. The Board of Directors shall have power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the Academy special compensation appropriate to the value of such services.

S. Powers.

All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of Michigan, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to Officers of the Academy, such powers as they may see fit.

**Section 2. Executive Committee.**

A. The Executive Committee shall consist of:

1. President
2. First Vice President
3. Second Vice President
4. Third Vice President
5. Executive Director

B. The Executive Committee shall perform such duties as assigned to it by the Board of Directors.

**Section 3. Parliamentarian.**

A. The Parliamentarian shall be appointed by the President to serve such term as the President shall determine. The initial term shall be for one (1) year and the

Parliamentarian may be reappointed for such additional number of years as the President shall determine.

**B. Duties of the Parliamentarian:**

1. The Parliamentarian shall attend each meeting of the Board of Directors and each meeting of the Members.
2. The Parliamentarian shall insure that the meetings proceed in an orderly manner pursuant to the precepts of Robert's Rules of Order.

**ARTICLE IV**  
**STANDING AND AD HOC COMMITTEES**

**Section 1. Appointment and Number of Members of each Standing Committees.**

- A. The President, with the approval of the Board of Directors, shall appoint from the membership the following committees and will name the Chairperson.
- B. The number of members to be appointed, terms of office, and their duties will be outlined in the Manual of Procedures:
  1. Continuing Medical Education Planning Committee
  2. Evaluating Committee
  3. Fellow Award, Honors, and Memorials Committee
  4. Finance Committee
  5. Government Affairs Committee
  6. Nominating Committee
  7. Publications/Communications Committee
  8. Residents/Fellows Committee
  9. Rules, Regulations & Bylaws Committee
  10. Strategic Planning Committee

**Section 2. Other Ad Hoc Committees.**

- A. The President may appoint and discharge such other Committees as the President deems necessary to carry out the work of the American Osteopathic Academy of Orthopedics during the President's term of office.
- B. The President shall appoint the Chairman of each Ad Hoc Committee and specify the purpose of such Ad Hoc Committee and the response requirements.

**ARTICLE V**



## OFFICERS

### **Section 1. Number.**

The Officers of the Academy shall be the President, Immediate Past President, First Vice President, Second Vice President, Third Vice President, Secretary-Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors.

### **Section 2. Term of Office and Qualifications.**

- A. The President shall be elected annually by the Board of Directors from among their number.
- B. The First Vice President, the Second Vice President and the Third Vice President shall be elected annually by the Board of Directors from among such persons as the Board of Directors may see fit at the Annual Meeting of the Board of Directors.
- C. The Secretary-Treasurer shall be elected by the Members at the Annual Members Meeting.
- D. Only Active, Military, Life, Retired and Disabled Members of the Academy may be elected as an Officer of the Academy. An Officer shall:
  - 1. Be in orthopedic practice for a minimum of seven (7) years;
  - 2. Be certified in orthopedics by the American Osteopathic Board of Orthopedic Surgery and remain certified during their term of office;
  - 3. Have shown an interest in the Academy through direct involvement and active participation;
  - 4. Be a Fellow of the Academy; and
  - 5. Not be a member of the American Osteopathic Board of Orthopedic Surgery.
- E. Nominating Committee. The Nominating Committee, at the annual meeting of the Board of Directors, shall present to the Board of Directors the names of the individuals nominated for the offices of the President, First Vice President, Second Vice President and Third Vice President, and shall present the names of the individuals who are nominated for election by the Voting Members for the Secretary-Treasurer position.

### **Section 3. Vacancies.**

In case any office of the Academy becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office, although less than a quorum, may elect an Officer to fill such vacancy, and the Officer so elected shall hold office and serve until the first meeting of the Board of Directors after the Annual Meeting of Members next succeeding and until the election and qualification of his successor.

#### **Section 4. President.**

The President shall preside at all meetings of Members and of the Board of Directors. The President shall have and exercise general charge and supervision of the affairs of the Academy and shall do and perform such other duties as may be assigned to President by the Board of Directors. The President shall serve a term of one year. The President serves as an ex-officio member of all Committees.

#### **Section 5. Immediate Past President.**

The Immediate Past President shall assist the President in the performance of his accepted duties. In the absence of the Immediate Past President the First Vice President shall perform all duties assigned to Immediate Past President by the Board of Directors. The Immediate Past President shall serve a term of one year.

#### **Section 6. First Vice President.**

The First Vice President shall preside in the absence of the President over meetings of the Academy. The First Vice President shall be the Honorary Program Chair for the Annual Meeting during his term of office. The First Vice President shall, in the event of death, resignation, disability or removal of the President, assume the duties of the President for the remainder of his term. The First Vice President shall serve a term of one year.

At the request of the President, or in the event of his absence or disability, the First Vice President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to the First Vice President by the Board of Directors.

#### **Section 7. Second Vice President.**

The Second Vice President shall, in the event of death, resignation, disability or removal of the First Vice President, assume the duties of the First Vice President for the remainder of his term. The Second Vice President shall perform all duties assigned to the Second Vice President by the Board of Directors. The Second Vice President shall serve a term of one year.

#### **Section 8. Third Vice President.**

The Third Vice President shall be the Sergeant-At-Arms. The Third Vice President shall, in the event of death, resignation, disability or removal of the Second Vice President, assume the duties of the Second Vice President for the remainder of his term. The Third Vice President shall perform all duties assigned to the Third Vice President by the Board of Directors. The Third Vice President shall serve a term of one year.

#### **Section 9. Secretary-Treasurer.**

A. The Secretary-Treasurer shall have charge of such books, documents and papers as the Board of Directors may determine and shall have custody of the corporate seal. The Secretary-Treasurer shall be responsible for the accurate recording and maintenance of proceedings of meetings of the Academy and the Board of Directors, shall ensure that accurate records are kept of all members and perform such other duties as are legally or otherwise prescribed by the Board of

Directors. Any of the duties of the Secretary-Treasurer may, by action of the Board of Directors be assigned to the Executive Director. The Secretary-Treasurer may sign, with the President or First Vice President, in the name and on behalf of the Academy, any contracts or agreements authorized by the Board of Directors and when so authorized or ordered by the Board of Directors, the Secretary-Treasurer may affix the corporate seal of the Academy. The Secretary-Treasurer shall, in general, perform all of the duties incident to the Office of Secretary-Treasurer and in compliance with the Operations Manual for the Executive Office Staff, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to the Secretary-Treasurer by the Board of Directors.

- B. The Secretary-Treasurer shall oversee: the Academy's funds and financial records; the timely collection of Members dues and/or assessments; the establishment of appropriate accounting procedures for the handling of the Academy's funds; the preparation of an annual budget for approval by the Board of Directors; the performance of an annual audit by a certified public accountant; and further shall report on the financial condition of the Academy at all meetings of the Board of Directors, the Annual Meeting of the Members, and at other times upon the request of the President. The Secretary-Treasurer shall review and comply with the Operations Manual for the Executive Office Staff regarding the Academy's procedures in discharging these duties and responsibilities. The Secretary-Treasurer may be required to be bonded for the faithful performance of his duties, in such sum and with such security as the Board of Directors may require, at the cost of the Academy.

#### **Section 10. Executive Director.**

The Board of Directors shall employ an Executive Director who will manage the Administrative Office of the Academy. The Executive Director shall have the responsibility for the management and direction of all operations, programs and affairs of the Academy. The Executive Director shall have the responsibility of the employment and the determination of the compensation of the members of the staff and supporting personnel functioning within the framework of policy, budget, aims and programs as determined by the Board of Directors. The Executive Director shall serve a term as is agreed upon by the Board of Directors and may be terminated by the Board of Directors as set forth in the agreement between the Board of Directors acting on behalf of the Academy and the Executive Director. The Executive Director may retain an independent company to assist the Executive Director in handling the administrative matters of the Academy subject to the preapproval of the Board of Directors. The Executive Director shall have such other duties as may be proscribed by the Board of Directors and shall function as an advisor to the Board of Directors, but the Executive Director shall not be entitled to vote.

#### **Section 11. Salaries.**

- A. The Officers of the Academy shall serve without compensation.
- B. The salary of the Executive Director shall be set by the Board of Directors on such terms as the Board of Directors may determine.

#### **Section 12. Removal.**

Any Officer may be removed from office by the affirmative vote of three-fourths (3/4) of the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance,

for conduct detrimental to the interests of the Academy, for lack of sympathy with its objects, or for refusal to render reasonable assistance in carrying out its purposes. Any Officer proposed to be removed shall be entitled to at least fifteen (15) days' notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

## **ARTICLE VI** **AGENTS AND REPRESENTATIVES**

The Board of Directors may appoint such agents and representatives of the Academy with such powers and to perform such acts or duties on behalf of the Academy as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

## **ARTICLE VII** **CONTRACTS**

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Academy, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no Officer, agent, or employee shall have any power or authority to bind the Academy by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

## **ARTICLE VIII** **NAME AND SEAL**

### **Section 1. Name.**

The name of this Corporation is the American Osteopathic Academy of Orthopedics.

### **Section 2. Seal.**

The seal of the Academy shall be circular in form and shall bear on its outer edge the words American Osteopathic Academy of Orthopedics and in the center, the words and figures "Corporate Seal Michigan". The Board of Directors may change the form of the seal or the inscription thereon at its pleasure.

## **ARTICLE IX** **FISCAL YEAR**

The fiscal year of the Academy shall commence on October 1 of each year and end on September 30.

## **ARTICLE X**

## AMENDMENTS

### **Section 1. By Directors.**

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of the Academy by affirmative vote of a majority of the Board, except as otherwise provided by law. All Bylaws made by the Board of Directors may be altered, amended, or repealed by the Members.

### **Section 2. By Members.**

The Bylaws may be altered, amended or repealed at any meeting of Members of the Academy by a majority vote of all the Voting Members present in person if a quorum of Voting Members is present, provided that the proposed action is inserted in the notice of such meeting.

## **ARTICLE XI CODE OF ETHICS**

The Code of Ethics of the Academy shall be the Code of Ethics of the AOA. Any additional provisions adopted by the Academy shall not be in conflict with the Code of Ethics of the AOA and the Academy's Constitution and these Bylaws.

## **ARTICLE XII GOOD GOVERNANCE REQUIREMENTS**

### **Section 1. Conflict of Interest Policy.**

The Academy shall adopt and maintain the Conflict of Interest Policy as attached hereto as Exhibit 1. Each member of the Board of Directors shall, upon election and annually thereafter, confirm that such member is fully aware of the provisions and requirements of the Conflict of Interest Policy and agrees to adhere thereto.

### **Section 2. Document Retention and Destruction Policy.**

The Academy shall adopt and maintain the Document Retention and Destruction Policy as attached hereto as Exhibit 2. Each member of the Board of Directors shall, upon election and annually thereafter, confirm that such member is fully aware of the provisions and requirements of the Document Retention and Destruction Policy and agrees to adhere thereto and to instruct the Executive Director to be responsible for the implementation thereof.

### **Section 3. Policy on the Process for Determining Compensation.**

The Academy shall adopt and maintain the Policy on the Process for Determining Compensation as attached hereto as Exhibit 3. Each member of the Board of Directors shall, upon election and annually thereafter, confirm that such member is fully aware of the provisions and requirements of the Policy on the Process for Determining Compensation and agrees to adhere thereto.

**Section 4. Transparency and Accountability Policy.**

The Academy shall adopt and maintain the Transparency and Accountability Policy as attached hereto as Exhibit 4. Each member of the Board of Directors shall, upon election and annually thereafter, confirm that such member is fully aware of the provisions and requirements of the Transparency and Accountability Policy and agrees to adhere thereto.

**Section 5. Whistle-Blower Policy.**

The Academy shall adopt and maintain the Whistle-Blower Policy as attached hereto as Exhibit 5. Each member of the Board of Directors shall, upon election and annually thereafter, confirm that such member is fully aware of the provisions and requirements of the Whistle-Blower Policy and agrees to adhere thereto.

**ARTICLE XIII**  
**INDEMNIFICATION PROVISIONS**

**Section 1. Indemnification.**

The Academy shall indemnify any Director, Officer, the Executive Director, employee, or agent of the Academy, or individual of any other corporation, partnership, joint venture, trust, or other enterprise which such individual served as such at the request of the Academy (the “Indemnified Party”) made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding:

- A. Whether civil, criminal, administrative, or investigative, other than one by or on behalf of the Academy, against the Indemnified Party to procure a judgment in its favor, brought to impose a liability or penalty such person for an act alleged to have been committed by such Indemnified Party in his capacity as Director, Officer, Executive Director, employee, or agent of the Academy, or individual of any other corporation, partnership, joint venture, trust, or other enterprise which such individual served as such at the request of the Academy, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys’ fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Indemnified Party acted in good faith and in the reasonable belief that such action was in the best interest of the Academy, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Indemnified Party did not act in good faith in the reasonable belief that such action was in the best interests of the Academy or that such Indemnified Party had reasonable grounds for belief that such action was unlawful.
- B. By or on behalf of the Academy against the Indemnified Party to procure a judgment in its favor by reason of his being or having been a Director, Officer, the Executive Director, employee or agent of the Academy, or individual of any other corporation, partnership, joint venture, trust, or other enterprise which such individual served as such at the request of the Academy, against the reasonable expenses, including attorneys’ fees, actually and necessarily incurred by such

Indemnified Party in connection with the defense or settlement of such action, or in connection with an appeal therein, if such Indemnified Party acted in good faith and in the reasonable belief that such action was in the best interests of the Academy. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Academy unless, and only to the extent that, the Court, administrative agency, or investigative body before which such action, suit, or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

- C. To the extent that an Indemnified Party has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Paragraph A or B, or in any defense of any claim, issue, or matter therein, such Indemnified Party shall be indemnified against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by such individual in connection therewith.
- D. If a determination is made that indemnification of the Indemnified Party is proper in the circumstances because such Indemnified Party has met the applicable standard of conduct set forth in Paragraph A or B, unless indemnification is order by the tribunal before which such action, suit, or proceeding is held. Such determination shall be made either by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding.

**Section 2. Payment of Expenses.**

The Academy shall pay expenses incurred in defending any action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in Paragraph D of Section 1 of this Article, upon receipt of an undertaking by or on behalf of the Director, Officer, Executive Director, employee or agent to repay such amount unless it shall ultimately be determined that such individual is entitled to be indemnified by the Academy as authorized in Section 1 of this Article.

**Section 3. Insurance.**

The Academy may purchase insurance on behalf of any person against any liability for which a right of indemnification may exist under Section 1 of this Article.

**ARTICLE XIV**  
**NON-DISCRIMINATION**

The Academy admits Members and meeting attendees of any race, color, sex, age, non-disqualifying disability, religion or creed, national or ethnic origin, or sexual orientation to all rights, privileges, programs and activities generally accorded or made available to Members and does not discriminate in the administration of its educational policies, membership admission or membership activity policies.

Last amended January, 2017