



BYLAWS OF THE American Alliance of Orthopaedic Executives

ARTICLE I

Name

The name of the organization shall be the American Alliance of Orthopaedic Executives.

ARTICLE II

Purpose

The purpose of the organization is to provide knowledge and insight as it relates to orthopaedic practice management. The organization shall be the premier professional organization serving orthopaedic practice executives.

ARTICLE III

Membership

The membership year shall begin on January 1 and conclude on December 31 of the same year.

Section 1. Qualifications.

Qualifications for membership in the Organization will be established by Membership Policies, which shall be adopted by the Board of Directors from time to time. The Membership Policies shall include information relating to the different classes of membership and the membership benefits of each membership category.

Section 2. Annual Dues and Special Assessments.

Members shall pay annual dues and special assessments as established by the Board of Directors each year. The annual dues of the Organization shall be payable in advance or at the beginning of the membership year. A Member whose dues remain unpaid by April 1 shall be suspended, and those whose dues remain unpaid by June 1 shall be automatically dropped from the Organization's membership rolls. Suspended Members shall forfeit all membership benefits until their membership dues and any special assessments are paid in full. Dropped Members shall apply as a new member. New members may receive a pro-rated dues amount, which is dependent upon the month their membership application is approved within the current membership year. No dues or assessments shall be refunded to a Member.

ARTICLE IV
Membership Meetings and Quorum

Section 1. Membership Meetings – Annual and Special Members’ Meetings.

A. Annual Members’ Meetings.

An annual meeting of the Organization shall be held for providing education, summarizing the Organization’s activities, installing directors, and transacting other business as may be necessary.

B. Special Members’ Meeting.

Special meetings of the Members, for any purpose unless otherwise prescribed by statute, may be called by the President, a majority of the Board of Directors, or by five percent (5%) of the voting Members in good standing, for the purposes stated in the notice of the meeting.

Section 2. Notice of Meetings.

Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes of the meeting, shall be delivered, not less than ten (10) nor more than fifty (50) days before the date of the meeting, to each member of record entitled to vote at such meeting. Delivery of such notice may be done personally, by mail, or by electronic transmission. If mailed, such notice shall be deemed to have been given when deposited in the United States mail, addressed to the member at his address as it appears on the membership records of the Organization, with postage thereon prepaid. If done by electronic transmission, such notice shall be deemed to have been given when directed to the facsimile number or email address or other number or address provided by the Member to the Organization. Notice may be waived in writing and signed by the member entitled to such notice, where not otherwise provided by law.

Section 3. Quorum.

One-tenth of the voting Members of the Organization, represented in person, shall constitute a quorum at a meeting of the Members. No business may be transacted without a quorum. Any business may be transacted at any meeting of the members at which a quorum is present. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless a greater number is required by the Articles of Incorporation, these Bylaws, or by law.

Section 4. Member Voting.

Members with voting privileges, as outlined in the Membership Policies, shall be entitled to one vote on each matter submitted to a vote at a meeting of Members, except to the extent that the voting rights are limited or denied by statute, by the Articles of

Incorporation of the Organization or any amendments thereto. Members must be present in person; absentee voting or voting by proxy shall not be allowed.

Section 5. Action without a Meeting.

Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting, if consent in writing, setting forth the action so taken, shall be signed by all the Members entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a unanimous vote of Members.

ARTICLE V
Board of Directors

Section 1. General Powers.

The business and affairs of the Organization shall be managed by its Board of Directors.

Section 2. Composition and Number.

The Board of Directors shall consist of those individuals serving from time to time as the Board of Directors of the American Association of Orthopaedic Executives.

Section 3. Regular Meeting.

Regular meetings of the Board of Directors shall be held at such times as may from time to time be fixed by resolution of the Board of Directors. Notice of regular meetings of the Board of Directors may be given as provided in these Bylaws. Meetings may be held at any time without notice if all the Directors are present, or, if at any time before or after the meeting, those present waive notice of the meeting in writing.

Section 4. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors.

Section 5. Notice.

Unless otherwise provided in these Bylaws, notice of meetings, both regular and special, shall be given not less than two (2) days in advance of said meeting. Such notice may be by mail, electronic transmission, telephone or may be verbal. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed with postage thereon pre-paid. If done by electronic transmission, such notice shall be deemed to have been given when directed to the facsimile number or email address or other number or address provided by the Director to the Organization. Any Director may waive notice of any meeting.

Section 6. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Action without a Meeting.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Such consent shall have the same effect as a unanimous vote of the Board of Directors.

ARTICLE VI
Officers

Section 1. Composition.

The officers of the Organization shall consist of a president, a vice president who hereafter shall be referenced in these bylaws as the president-elect, a secretary, a treasurer, and an immediate past president. An individual shall hold only one office at any one time. The offices shall be filled by those individuals holding the same office, from time to time, in the American Association of Orthopaedic Executives.

Section 2. Term.

The term of office of all officers shall be one (1) year and until their respective successors are elected and qualified. The secretary and the treasurer may serve consecutive terms. The term as the president-elect, president, and immediate past president shall not count toward his Board of Directors' term as a member-at-large. If the current secretary or treasurer is not re-elected as the secretary or treasurer, the individual continues his term as a director-at-large.

Section 3. Duties of the Officers.

A. President.

The President shall be the principal executive officer of the Organization and shall have in his charge the general direction and promotion of its affairs with the Organization. He shall preside over all official meetings of the Organization and shall perform those duties, which usually devolve upon a president or an Organization under the laws of the State of Alabama. The President may, during the absence of any officer, delegate said officer's duties to any other officer or director. The President shall also be a director of the Organization.

B. President-Elect.

The President-Elect, in the absence or disability of the President, shall perform the duties of the President and shall perform such other duties as may be delegated to him from time to time by the Board of Directors or by the President. The President-Elect shall also be a director of the Organization.

C. Secretary.

The Secretary shall issue notices of all meetings, shall keep the minutes of all meetings, shall have charge of the seal of the Organization, if any, shall serve as custodian for all corporate records, and shall make such reports and perform such duties as are incident to his office or which may be delegated to him by the President or Board of Directors. The Secretary shall also be a director of the Organization.

D. Treasurer.

The Treasurer shall render to the President and Board of Directors at such times as may be requested an account of all financial transactions and of the financial condition of the Organization, and shall make such reports and perform such duties as are incident to his office or which may be delegated to him by the President or Board of Directors. The Treasurer shall also be a director of the Organization.

E. Immediate Past President.

The Immediate Past President shall act in an advisory position to the Board of Directors and shall be a director of the Organization until the current president's term expires

ARTICLE VII
Committees

Section 1. Committees.

Committees shall be formed by the Board of Directors to support the work of the Organization. The president shall appoint the chairs of the committees. The Organization's Policies and Procedures Manual shall outline the charges and composition of each formed committee.

Section 2. Task Forces.

Task Forces shall be formed on an as-needed basis to accomplish specific short-term tasks or objectives and shall be sunsetted at the conclusion of the assigned tasks or objectives by its committee, with the approval of the Board of Directors. The Organization's Policies and Procedures Manual shall outline the charges and composition of each formed task force.

Section 3. Volunteers.

A. Recruitment.

The Organization shall solicit members' interest in volunteering prior to the appointment process. All committees and task forces shall be populated prior to the Organization's Annual Conference. Members-at-large shall be appointed by the President unless otherwise stated in these Bylaws or the Organization's Policies and Procedures Manual.

B. Absences.

A committee, and task force member shall forfeit his volunteer leadership position if he misses two consecutive meetings without appropriate communications as described in the Organization's Policies and Procedures Manual.

C. Vacancies.

Should any vacancy occur within a committee, the relevant President may appoint a replacement volunteer leader, with the approval of the President. Should a vacancy occur within a task force, the chair of the advisory body may appoint a replacement volunteer leader, with the approval of the President.

Section 4. Meetings.

A. Schedule.

The chair shall determine the meeting schedule of his respective committee or task force. A committee or task force shall meet at least quarterly.

B. Records.

The chair shall appoint an individual to document the meeting and submit the meeting minutes to the Organization's secretary for record keeping.

C. Quorum.

A quorum shall be met when the majority of the committee or task force members are present in order to transact business.

ARTICLE VIII
Compensation

The officers and directors of this Organization shall receive no compensation for their services as such. Under no circumstances shall the Organization make loans to any individual.

ARTICLE IX
Finance

Section 1. Fiscal Year.

The fiscal year of the Organization shall begin on January 1 and conclude on December 31 of the same year.

Section 2. Accounts and Audits.

The books and accounts shall be kept in accordance with sound accounting practices and shall be audited annually by a certified public accountant.

Section 3. Reserves.

The Organization shall fund a percentage of its net assets appropriated for contingencies in an amount to be determined by the Board of Directors and reviewed annually.

ARTICLE X
Indemnification

Section 1. Indemnification in Actions Arising Out of Capacity as Officer, Director, or Employee Acting in a Management Capacity on Behalf of the Organization

The Organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Organization), by reason of the fact that the person is or was a director, officer, or employee acting in a managerial capacity on behalf of the Organization, or is or was serving at the request of the Organization as a director, officer, partner, employee or agent of another Organization, partnership, joint venture, trust or other enterprise, against any and all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such claim, action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Organization, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, provided he is not adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Organization, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Indemnification in Actions by or in Right of Organization.

The Organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Organization to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee acting in a managerial capacity on behalf of the Organization, or is or was serving at the request of the Organization as a director, officer, partner, employee or agent of another Organization, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Organization, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Organization unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Indemnification When Successful.

To the extent that a director, officer, or employee acting in a managerial capacity on behalf of the Organization has been successful in defense of any action, suit or proceeding referred to in Section 1 and Section 2 of this ARTICLE X, or in defense of any claim, issue or matter therein, he shall be indemnified against any and all expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

Section 4. Determination of Meeting Applicable Standard.

Any indemnification under Section 1 or Section 2 of the ARTICLE X (unless ordered by a court) shall be made by the Organization only as authorized in the specific case upon a determination that indemnification of the director, officer or employee is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 and Section 2 of this ARTICLE X. Such determination shall be made either:

- (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to, or who have been wholly successful with respect to, such claim, action suit or proceeding; or
- (b) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5. Payment of Expenses in Advance of Disposition of Action.

Any and all expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding shall be paid by the Organization in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in Section 4 of this ARTICLE X upon receipt of an undertaking by or on behalf of the director, officer, or employee to repay such amount if and to the extent that it shall be ultimately determined that he is not entitled to be indemnified by the Organization as authorized in the ARTICLE X.

Section 6. Non-Exclusivity of ARTICLE X.

The indemnification authorized in and provided by this Article X shall not be deemed exclusive of and shall be in addition to any other right to which those indemnified may be entitled under any statute, rule of law, provisions of Articles of Incorporation, Bylaws, agreement, or vote of the Board of Directors, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, or employee and shall insure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance.

The Organization may purchase and/or maintain insurance on behalf of any person who is or was a director, officer, or employee acting in a managerial capacity on behalf of the Organization, or is or was serving at the request of the Organization as a director, officer, partner, employee or agent of another Organization, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Organization is required or permitted to indemnify him against such liability under the provisions of this ARTICLE X or any statute.

Section 8. Amendment of this ARTICLE X.

This ARTICLE X of the Bylaws shall not be altered, amended, or repealed unless by and with the unanimous consent and approval of the Board of Directors.

ARTICLE XI
Exempt Activities

Notwithstanding any other provision of these Bylaws, no director, employee or representative of this Organization shall take any action or carry on any activity by or on behalf of the Organization not permitted to be taken or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XII
Parliamentary Authority

The current revision of Robert's Rules of Order shall govern the Organization in all cases to which they are applicable including the Membership, the Board of Directors, Committee, and Task Force meetings, and in which they are consistent with these Bylaws.

ARTICLE XIII
Gender Disclaimer

The Organization is open to persons of both sexes and does not discriminate against any person because of sex or gender; therefore, the working document herein importing the masculine or feminine gender includes the other gender and imports no such discrimination.

ARTICLE XIV
Dissolution of the Organization

If due to unforeseen circumstances, it is determined that the Organization shall dissolve, the Board of Directors shall pass a dissolution resolution, approved by the majority of the Board of Directors, and submit the resolution to the membership for a vote. The resolution shall require a two-thirds (2/3) approval from the voting membership. All debts owed shall be paid in full prior to dissolution and any monies remaining shall be donated to a non-profit orthopaedic research and education foundation that is recognized as a tax-exempt organization under the Internal Revenue Code 501(c)(6) or 501(c)(3) or if no such organization exists, the remaining monies shall be donated to another medical research organization that is tax-exempt.

ARTICLE XV
Amendments

Except as otherwise provided herein, these Bylaws shall not be altered, amended, or repealed unless by and with either:

- (a) the consent and approval of two-thirds (2/3) of the voting members present at a meeting at which a quorum is present; or
- (b) the vote of a majority of the Board of Directors

subject to the prior written approval of the American Association of Orthopaedic Executives.