



Role of the AAOE Board

Approved: September 17, 2025

Bylaws:

The business and affairs of the American Alliance of Orthopaedic Executives (AAOE) shall be managed by its Board of Directors.

Purpose:

The board of the AAOE is responsible for overseeing the mission and purpose of the organization. Its duties include participating in strategic planning and making policy decisions, establishing/providing funding support, ensuring adequate resources, and monitoring their execution. Board members must be willing to attend the requisite meetings, follow through on commitments, and participate fully in the decision-making process. The board also presents the organization's image to the community and solicits its support in achieving AAOE's goals.

Key Responsibilities:

Fiscal:

- Review revenues and expenses on a monthly basis to ensure the mission of the organization is being upheld.
- Strengthen AAOE's financial base by participating in and contributing to the organization's membership and revenue efforts.
- Participate in strategic planning and the setting of long-term goals.
- Ensure that the board and its councils and committees are adequately informed of the financial condition of the organization and its operations through reports or any appropriate method.
- Ensure that published reports properly reflect the operating results and financial condition of the organization.
- Ensure that management has established appropriate policies to define and identify conflicts of interest throughout the organization and is diligent in its administration and enforcement of those policies.
- Appoint independent auditors subject to approval by board members.

Legal:

- Review compliance with relevant material laws affecting the organization and its programs and operations.
- Act on behalf of the organization and its interests, putting aside personal concerns, affiliations, or constituencies.
- Set procedures and policies to ensure that any affiliate is organized and administered in a manner that is in compliance with applicable law.

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Key Responsibilities (Continued):

Ambassadorship:

- Promote AAOE's mission, generating good will for the organization, and encouraging support for the efforts of the staff and volunteers.
- Make introductions to new communities, corporate sponsors, industry, peers, and helpful individuals.

General Responsibilities:

- The governing body of the organization shall be the board, which establishes policy, directs the activities of the elected officials and committees, and approves all action pertaining to the business of AAOE.
- Determine mission and purpose. It is the board's responsibility to create and review a statement of mission and purpose that articulates the organization's goals, means, and primary constituents served.
- Build a competent board. All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate their own performance.
- Support and evaluate the management team. The board should ensure that the management team has the moral and professional support they need to further the goals of the organization.
- Ensure effective planning. Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.
- The board approves the organization's strategic plan, which shall be updated at least every three (3) to five (5) years.
- Monitor and strengthen programs and services. The board's responsibility is to determine which programs are consistent with the organization's mission and monitor their effectiveness.
- Ensure adequate financial resources.
- Protect assets and provide proper financial oversight. The board must assist in developing the annual budget and ensuring that proper financial controls are in place.
- The budget of the organization shall be presented on an annual basis and approved by the board prior to its effective date.
- The board reviews councils', committees', and directors' reports and makes recommendations concerning such activities.
- Ensure legal and ethical integrity. The board is ultimately responsible for adherence to legal standards and ethical norms.
- The board authorizes the official acts of the elected officials, councils, and committees.
- The board has the responsibility for retaining legal counsel and approving the retainer fee paid to legal counsel. The board evaluates the services rendered by legal counsel annually, prior to the renewal of the retainer agreement.
- Through the finance council, the board has the responsibility for retaining an auditor. The board evaluates the performance by the auditor every three (3) years, prior to renewal of his or her contract.

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General Responsibilities (Continued):

- The board must approve all new policies and policy revisions before they are incorporated into the policy manual.
- The board president, in consultation with the executive council, may call special meetings.
- Attendance of elected officials is required for scheduled board meetings as well as official AAOE functions. Requests to be excused shall be sent as soon as possible to the board president.
- The board should evaluate itself annually.
- A director owes his or her loyalty to the organization and may not, without permission of the board, use the position as director to his or her own advantage.
- A director may not be a designated representative of two organizations that have a conflict of interest.
- AAOE directors may not serve on the board of another organization whose primary or secondary activity is related to the activities of AAOE without prior approval of a majority of the board.
- Enhance the organization's public standing. The board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.

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