

**BYLAWS OF THE  
AMERICAN ASSOCIATION OF ORTHOPAEDIC EXECUTIVES**

**ARTICLE I**

**Name**

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

**ARTICLE II**

**Purpose**

The purpose of the organization is exclusively educational and charitable and focuses on helping orthopaedic practices to achieve better patient satisfaction, outcomes, and experiences.

**ARTICLE III**

**Board of Directors**

**Section 1. General Powers and Qualifications.**

The business and affairs of the organization shall be managed by its Board of Directors, which are those individuals serving from time to time as the directors of the American Alliance of Orthopaedic Executives.

**Section 2. 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 3. 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 4. 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 email address or other number or address provided by the director to the organization. Any director may waive notice of any meeting.

**Section 5. 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 6. 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 the directors. Such consent shall have the same effect as a unanimous vote of the Board of Directors.

**ARTICLE IV**  
**Officers**

**Section 1. Offices.**

Offices shall be held by those individuals holding the same offices in the American Alliance of Orthopaedic Executives. The officers of the organization shall consist of a president, president-elect, secretary, treasurer, and immediate past president. An individual shall hold only one office at any one time.

**Section 2. 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 serve as parliamentarian during meetings.

**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 V**

**Council, Committees, and Task Forces**

**Section 1. Councils, Committees, and Task Forces.**

Councils, committees, and task forces shall be created as needed per the direction and approval of the Board of Directors. Roles, purposes, and seating shall be outlined in and follow the organizations' policies and procedures manual.

These groups shall serve the organization only in an advisory capacity and none of these groups, other than the Executive Council, shall have any authority of the Board of Directors.

**A. Executive Council.**

**1. Charges.**

The Executive Council shall take official action and provide notification of actions, on behalf of the Board of Directors when the Board of Directors is not in session, shall give preliminary study to all matters coming to its attention, and if desired, shall delegate the work to an appropriate council, committee, or task force for further study, review, or recommendation.

**2. Composition.**

The Executive Council shall consist of the president, president-elect, immediate past president, treasurer, secretary, and chief executive officer. The chief executive officer shall be an ex-officio council member with no voting privileges.

**ARTICLE VI**  
**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 VII**  
**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 VIII**  
**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 VIII, 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 VIII (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 VIII. 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 VIII 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 VIII.

**Section 6. Non-Exclusivity of ARTICLE VIII.**

The indemnification authorized in and provided by this Article VIII 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 VIII or any statute.

**Section 8. Amendment of this ARTICLE VIII.**

This ARTICLE VIII 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 IX**  
**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)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

**ARTICLE X**  
**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 XI**  
**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)(3) or if no such organization exists, the remaining monies shall be donated to another medical research organization that is tax-exempt.

**ARTICLE XII**  
**Amendments**

These bylaws may be altered, amended, or repealed by the vote of a majority of the Board of Directors, subject to approval by the American Alliance of Orthopaedic Executives.