



AMERICAN ORTHOPAEDIC FOOT & ANKLE SOCIETY®

BYLAWS

Current as of July 22, 2016

- ARTICLE I: Name, Status and Location**
- Section 1. Name
 - Section 2. Status of Corporation
 - Section 3. Location
- ARTICLE II: Purposes**
- ARTICLE III: Membership**
- Section 1. Classes of Membership
 - Section 2. Non-Discrimination
 - Section 3. Active Membership
 - Section 4. Emeritus Membership
 - Section 5. Candidate Membership
 - Section 6. International Membership
 - Section 7. Fellow Membership
 - Section 8. Resident Membership
 - Section 9. Honorary Membership
 - Section 10. Associate Membership – Basic Sciences
 - Section 11. Inactive Membership Status
 - Section 12. Election to Membership
- ARTICLE IV: Meetings and Voting**
- Section 1. Annual Meeting
 - Section 2. Interim Meeting
 - Section 3. Special Meetings
 - Section 4. Notice of Meetings
 - Section 5. Voting
 - Section 6. Election of the Nominating Committee
 - Section 7. Election of Officers and Board Members
- ARTICLE V: Officers**
- Section 1. Society Officers
 - Section 2. Qualifications for Office
 - Section 3. Nominations
 - Section 4. Terms of Office
 - Section 5. Re-election
 - Section 6. Vacancies
- ARTICLE VI: Duties of Officers**
- Section 1. President
 - Section 2. President-Elect
 - Section 3. Vice President
 - Section 4. Secretary
 - Section 5. Treasurer

ARTICLE VII:	Board of Directors
Section 1.	Authority and Responsibility
Section 2.	Composition
Section 3.	Terms and Qualifications
Section 4.	Quorum
Section 5.	Meetings of the Board
Section 6.	Voting
Section 7.	Informal Action by Directors
Section 8.	Resignation
Section 9.	Vacancies
Section 10.	Compensation
ARTICLE VIII:	Standing and Special Committees
Section 1.	Organization
Section 2.	Meetings
Section 3.	Nominating Committee
Section 4.	Education Committee
Section 5.	Program Committee
Section 6.	Membership Committee
Section 7.	Research Committee
Section 8.	Finance Committee
Section 9.	Special Committees and Task Forces
ARTICLE IX:	Dues and Fees
Section 1.	Establishment of Charges
Section 2.	Payment
Section 3.	Penalty for Non-Payment by Members
ARTICLE X:	Finance
Section 1.	Fiscal Period
Section 2.	Contracts
Section 3.	Budget
Section 4.	Audit
Section 5.	Checks, Drafts, Etc.
Section 6.	Deposits
Section 7.	Investments
ARTICLE XI:	Rules of Order
ARTICLE XII:	Orthopaedic Foot & Ankle Foundation
ARTICLE XIII:	Publications
Section 1.	Journal
Section 2.	Editor-in-Chief
Section 3.	Managerial Board
Section 4.	Papers
Section 5.	Other Publications
ARTICLE XIV:	Executive Office and Staff
Section 1.	Appointment
Section 2.	Authority and Responsibility
ARTICLE XV:	Indemnification of Directors and Officers
Section 1.	Indemnification

ARTICLE XVI: Dissolution

Section 1. Funds

ARTICLE XVII: Amendments and Resolutions

Section 1. Amendments

Section 2. Notice

Section 3. Resolutions

Article XVIII: Electronic and Facsimile Transmissions

Section 1. Transmissions

Bylaws Adopted July 14, 2006, Amended March 8, 2008, February 28, 2009, July 17, 2009, March 13, 2010, February 11, 2012; July 19, 2013, September 22, 2014, July 17, 2015, July 22, 2016

ARTICLE I: Name, Status and Location

- Section 1. **Name:** The name of this organization shall be the American Orthopaedic Foot & Ankle Society.
- Section 2. **Status of Corporation:** The Society shall be a not-for-profit 501(c)(3) corporation, located in and governed by the statutes and regulations of the State of Illinois.
- Section 3. **Location:** The Society shall maintain a registered office and a registered agent in the State of Illinois and/or any other location(s) selected by the Board of Directors.

ARTICLE II: Purposes

The purposes of the Society shall be:

- (1) To foster, promote, support, augment, develop, and encourage investigative knowledge of the medical and surgical care of the foot and ankle.
- (2) To develop and encourage the teaching and education of the same by developing, publishing and copywriting educational materials.
- (3) To provide specialized training for orthopaedic surgeons.
- (4) To foster, promote, support, augment, develop, and encourage education of the laity in the recognition, prevention and orthopaedic treatment of the foot and ankle.
- (5) To foster, promote, support, augment, develop, and encourage philanthropic, scientific and medical advances in education and research in the care of the foot and ankle.

ARTICLE III: Membership

- Section 1. **Classes of Membership:** The Society shall have the following classes of members: (a) Active Member, (b) Emeritus Member, (c) Candidate Member, (d) International Member, (e) Fellow Member, (f) Resident Member, (g) Honorary Member, (h) Associate Member – Basic Sciences, (i) Inactive Member.
- Section 2. **Non-Discrimination:** The Society does not discriminate on the basis of race, color, gender, sexual orientation, religion, or national origin, or on any basis that would constitute illegal discrimination.
- Section 3. **Active Membership:** Active Members shall be medical doctors (MD) or doctors of osteopathy (DO) who have demonstrated their knowledge and training in orthopaedic surgery by obtaining certification by the American Board of Orthopaedic Surgery (ABOS) or the American Osteopathic Board of Orthopedic Surgery (AOBOS) or the Royal College of Physicians and Surgeons of Canada (RCPSC); shall be Active Fellows of the American Academy of Orthopaedic Surgeons (AAOS) or Active Members of the American Osteopathic Academy of Orthopedics (AOAO) or the Canadian Orthopaedic Association (COA); shall have an interest in the advancement of orthopaedic knowledge of treatment and conditions of the foot and ankle; and shall be practicing orthopaedic surgery.
- After election to Active Membership, and after payment of dues, Active Members shall have all the rights and privileges of the Society, including the right to vote at all meetings of the Society, to be eligible to hold office, and to serve on committees of the Society.
- Section 4. **Emeritus Membership:** The Board of Directors may confer Emeritus Membership upon Active and International Members who have fully retired from the practice of medicine and who so request this change in membership status. Under special

circumstances and at its discretion, the Board of Directors may confer Emeritus Membership upon Active and International Members who no longer perform surgery for remuneration but who have not fully retired from active practice. Eligibility for Emeritus Membership shall lapse upon the Emeritus Member's return to the active practice of medicine or upon change in the circumstances qualifying the member for Emeritus status. The Emeritus Member shall have the affirmative obligation to notify the Secretary of the Society of any such change in status. Upon such notice, the Board of Directors may, in its discretion, reconvert the Emeritus Member to Active or International Membership. Requests for Emeritus Membership shall be submitted in writing to the Secretary of the Society. Following confirmation of eligibility by the Membership Committee, action by the Board of Directors on requests for Emeritus Membership shall take place.

Emeritus Members shall not pay dues, hold office, vote or serve on committees of the Society.

Applicants for Emeritus Membership shall continue to pay dues for Active or International Membership privileges until their application for change in status is approved by the Board of Directors.

Section 5. **Candidate Membership:** Candidate Members shall be medical doctors (MD) or doctors of osteopathy (DO) and graduates of orthopaedic residency programs who are board eligible and intend to pursue certification by the American Board of Orthopaedic Surgery (ABOS) or the American Osteopathic Board of Orthopedic Surgery (AOBOS) or the Royal College of Physicians and Surgeons of Canada (RCPSC). Candidate Members shall be members of the American Academy of Orthopaedic Surgeons (AAOS) or the American Osteopathic Academy of Orthopedics (AOAO) or the Canadian Orthopaedic Association (COA); shall have an interest in the advancement of orthopaedic knowledge of treatment and conditions of the foot and ankle; and shall be practicing orthopaedic surgery. The Candidate Membership category shall be limited to five years following completion of training, including postgraduate fellowships.

After election to Candidate Membership, and after payment of dues, Candidate Members shall have the right to serve on committees of the Society, but shall not have the right to vote or be eligible to hold office.

Upon obtaining board certification and election to Active Fellow Membership in the American Academy of Orthopaedic Surgeons (AAOS) or Active Membership in the American Osteopathic Academy of Orthopedics (AOAO) or the Canadian Orthopaedic Association (COA), Candidate Members shall notify the Society and request elevation to Active Membership.

Section 6. **International Membership:** International Members shall be fully trained board certified orthopaedic surgeons, where applicable, practicing outside the U.S. and Canada, who desire membership and educational opportunities within the AOFAS. International Members shall be members in good standing of the Orthopaedic Society in their own country and shall have an interest in the advancement of orthopaedic knowledge of treatment and conditions of the foot and ankle. International Members are eligible to serve on committees, but may not vote, hold office or serve on the Board of Directors.

Section 7. **Fellow Membership:** Fellow Members shall be medical doctors (MD), doctors of osteopathy (DO), or orthopaedic surgeons outside of the U.S. and Canada, who are board eligible and intend to pursue certification by the American Board of Orthopaedic Surgery (ABOS) or the American Osteopathic Board of Orthopedic

Surgery (AOBOS) or the Royal College of Physicians and Surgeons of Canada (RCPSC) or the orthopaedic board in their country if outside the U.S. and Canada, where applicable; are currently enrolled in a foot and ankle fellowship program; are members of the American Academy of Orthopaedic Surgeons (AAOS) or the American Osteopathic Academy of Orthopedics (AOAO) or the Canadian Orthopaedic Association (COA) if in training in the U.S. or Canada; and have an interest in the advancement of orthopaedic knowledge of treatment and conditions of the foot and ankle. Fellow Members may serve as ex-officio members on select committees of the Society but shall be ineligible to vote or hold office. Fellow Membership does not extend beyond the year of completion of fellowship training. If additional years of fellowship training are taken, verification must be provided by each fellowship program director.

- Section 8. **Resident Membership:** Resident Members shall be medical doctors (MD) or doctors of osteopathy (DO), or orthopaedic surgeons outside the U.S. and Canada, who are currently enrolled in an orthopaedic surgery training program; are members of the American Academy of Orthopaedic Surgeons (AAOS) or the American Osteopathic Academy of Orthopedics (AOAO) or the Canadian Orthopaedic Association (COA) if in training in the U.S. or Canada; and have an interest in the advancement of orthopaedic knowledge of treatment and conditions of the foot and ankle. Resident Members may serve as ex-officio members on select committees of the Society but shall be ineligible to vote or hold office.
- Section 9. **Honorary Membership:** Honorary Members shall be physicians, educators and researchers who have made special contributions in the field of foot and ankle care, and are ineligible for Active Membership. The Board of Directors shall consider proposals for Honorary Membership, and if approved, the individual shall be recommended to the membership for invitation for Honorary Membership. Honorary members shall be ineligible to vote or hold office, and shall not pay dues.
- Section 10. **Associate Membership – Basic Sciences:** Associate Members – Basic Sciences shall be individuals holding a PhD or its equivalent who are engaged in academic research or basic sciences related to orthopaedic surgery and who have demonstrated achievement in research and education for foot and ankle orthopaedic surgery. After election to Associate Member – Basic Sciences, and after payment of dues, Associate Members – Basic Sciences shall have all of the rights and privileges of the Society, shall be eligible to serve on committees of the Society, but shall not be eligible to vote or hold an elected office.
- Section 11. **Inactive Membership Status:** An Active Member who becomes disabled by sickness or accident or who otherwise is incapacitated for six or more months and is unable to practice medicine or assume duties of a medically-oriented nature for this reason, may submit a written request to the Secretary of the Society for temporary Inactive Membership status. Inactive Members shall not pay dues, vote, hold office, serve on a committee or task force, or enjoy any of the rights and privileges of membership. The status of Inactive Members shall be reviewed at the end of each year by the Membership Committee. Based on individual circumstances, Inactive Members shall be asked to request Emeritus status or return to Active Member status.
- Section 12. **Election to Membership**
- A. **Active Membership:** Upon recommendation by the Membership Committee, the Board of Directors may elect to Active Membership those who have attained certification by the American Board of Orthopaedic Surgery (ABOS) or the American Osteopathic Board of Orthopedic

Surgery (AOBOS) or the Royal College of Physicians and Surgeons of Canada (RCPSC) and Active Fellow Membership in the American Academy of Orthopaedic Surgeons (AAOS) or Active Membership in the American Osteopathic Academy of Orthopedics (AOAO) or the Canadian Orthopaedic Association (COA).

- B. **Honorary Membership:** Upon recommendation by the Membership Committee, the Board of Directors, by a unanimous vote, may invite an individual to become an Honorary Member.
- C. **Emeritus Membership:** Upon recommendation by the Membership Committee, the Board of Directors may confer Emeritus Membership on Active and International Members.
- D. **Associate Membership – Basic Science, Candidate Membership, International Membership, Fellow Membership, and Resident Membership:** Upon recommendation by the Membership Committee, the Board of Directors may elect individuals to the following categories of membership: Associate Members – Basic Sciences, Candidate, International, Fellow, and Resident.
- E. All proceedings with reference to investigation of the applicant by the Membership Committee and subsequent consideration by the Board of Directors shall be privileged and confidential.

Article IV: Meetings and Voting

- Section 1. **Annual Meeting:** The Annual Meeting of the membership shall be held at such time and place as the Board of Directors may determine. The Annual Meeting shall consist of business and scientific sessions.
- Section 2. **Interim Meeting:** The Interim Meeting of the membership shall be held during the Specialty Day Meeting of the Society, in a separate session in conjunction with the Annual Meeting of the American Academy of Orthopaedic Surgeons at such time and place as the Board of Directors may determine. The Interim Meeting shall consist of a scientific session and a business meeting.
- Section 3. **Special Meetings:** Special meetings may be called by the Board of Directors.
- Section 4. **Notice of Meetings:**
 - A. Annual Meeting: A written, printed or electronic notice stating the place, day and time of the Annual Meeting shall be delivered to each member at least thirty (30) days prior to the date of the meeting.
 - B. Special Meeting: A written, printed or electronic notice stating the place, day and time of a Special Meeting shall be delivered to each member at least fifteen (15) days prior to the date of the meeting.
- Section 5. **Voting:** At all meetings of the Society only Active Members, whose dues have been paid for the current calendar year, shall have the right to vote. Voting at meetings of the Society must be in person, not by proxy. A majority vote of Active Members present and voting at a meeting, where a quorum is present, shall govern the organization. A quorum shall be defined as a minimum of twenty-five (25) Active Members.
- Section 6. **Election of the Nominating Committee:** Three (3) members of the Nominating Committee shall be elected by the membership. Nominations shall be received at

the Interim Business Meeting. Nomination procedures and voting shall be conducted in a manner selected by the Board of Directors to be equitable to the membership. Write-in votes shall be allowed. Cumulative voting (i.e., placing all votes for a particular nominee) shall not be allowed. The three members receiving the highest number of votes shall be considered elected.

Section 7. **Election of Officers and Board Members:** A slate of nominations for Officers and Members-at-Large Board Members shall be presented to the membership by the Nominating Committee at the Annual Business Meeting. The Nominating Committee shall send biographical information on its slate of nominees to the voting membership thirty (30) days in advance of the meeting.

ARTICLE V: Officers

Section 1. **Society Officers:** The officers of the Society shall consist of: a President, a President-Elect, a Vice President, a Secretary, and a Treasurer. The President-Elect shall automatically assume the office of the President at the end of the term of the incumbent President. The President-Elect, Vice President, Secretary, and Treasurer shall be elected annually by the Active Members at the Annual Meeting. No individual may hold more than one (1) office at the same time.

Section 2. **Qualifications for Office:** Only Active Members in good standing are eligible for nomination and election to office in the Society.

Section 3. **Nominations:** The Nominating Committee, acting in accordance with these Bylaws, shall nominate one (1) or more Active Members for each elected office. The Nominating Committee shall present its nominations to the Secretary of the Society not less than forty-five (45) days prior to the Annual Meeting. Additional nominations may be made by voting members from the floor. Anyone nominated by the Nominating Committee, or from the floor, must have given prior consent. Members of the Nominating Committee may not be nominated for an elected position.

Section 4. **Terms of Office:** Those elected shall take office upon adjournment of the Annual Meeting. The President, President-Elect, Vice President, Secretary, and Treasurer shall serve one (1) year terms, or until their successor is duly elected. The Secretary and Treasurer shall serve a two (2) year term.

Section 5. **Re-election:** The President, President-Elect, Vice President, Secretary, and Treasurer shall each serve a single term.

Section 6. **Vacancies:** Vacancies in any elected office, except for the President-Elect, shall be filled for the balance of the term by the Board of Directors. Any officer may resign by submitting written notice. Such notice shall include the specific date the resignation shall be effective.

ARTICLE VI: Duties of Officers

Section 1. **President:** The President shall be the principal Executive Officer of the Society, shall serve as Chair of the Board of Directors, with the right to vote, and shall serve as an ex-officio member, with the right to vote on all committees except the Nominating Committee and the Membership Committee.

The President shall preside at all meetings of the Membership of the Society.

The President may sign, with the Treasurer or any other officer of the Society authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instrument which the Board of Directors has authorized, except in cases where this has been expressly delegated by the Board of Directors or by these Bylaws.

Section 2. **President-Elect:** The President-Elect shall perform all duties incident to the office, and any other duties prescribed by the Board of Directors. The President-Elect shall automatically succeed to the presidency upon expiration of the President's term. In the event that the office of the President becomes vacant for any reason before the end of the term, the President-Elect shall succeed to the office of President. In that circumstance, the individual would serve both the unexpired term and the term for which he/she was originally elected. If the President requests, is absent, or is temporarily unable to act, the President-Elect shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 3. **Vice President:** The Vice President shall perform all duties incident to the office, and such other duties prescribed by the Board of Directors. In the absence of both the President and President-Elect or in the event both the President and the President-Elect are unable to act, the Vice President shall perform the duties of President and, when so acting, shall have all of the powers of and be subject to all the restrictions upon the President.

Section 4. **Secretary:** The Secretary shall perform all duties incident to the office, and such other duties prescribed by the Board of Directors, shall be responsible for keeping the minutes of all meetings of the members and of the Board of Directors, shall see that all notices required by law or these Bylaws are properly given, shall keep a roster of the members of the Society, shall notify the voting members of proposed amendments to these Bylaws, and shall notify individuals of their election to membership.

Section 5. **Treasurer:** The Treasurer shall perform all duties incident to the office, and such other duties prescribed by the Board of Directors, shall be the principal financial officer of the Society and shall be in charge of, and responsible for, the Society's funds, shall collect all dues, fees, and charges, shall establish and maintain proper accounting procedures, shall deposit the Society's funds in such banks, trust companies, and/or investments as approved by the Board of Directors or the President, shall prepare subsequent to the end of the fiscal year, an annual report based upon an audit by a certified public accountant, and shall, as requested by the Board of Directors, insure that adequate fidelity bonds are secured on the officers and/or employees of the Society.

ARTICLE VII: Board of Directors

Section 1. **Authority and Responsibility:** The governing body of the Society shall be the Board of Directors. The Board shall supervise, control and direct the business and affairs of the Society, its committees, and publications; it shall determine its policies, which shall be recorded in an official policy manual; it shall actively promote its purposes; and it shall supervise the investment and disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of the Society's affairs, as it deems necessary or advisable. The Board of Directors may delegate portions of its authority, but the Board of Directors is ultimately responsible.

Section 2. **Composition:** The Board of Directors shall be composed of the President, President-Elect, Vice President, Secretary, Treasurer, the two (2) Immediate Past Presidents, and four (4) Members-at-Large.

Section 3. **Terms and Qualifications:** All members of the Board of Directors shall serve for the term of their respective office or election. The two Immediate Past Presidents shall each serve for two (2) years following their tenure as President. The four (4) Members-at-Large shall each serve a two (2) year term. Terms shall be staggered. One or more of the Members-at-Large shall have attained Active Membership five (5) years or less prior to election. Only Active Members of the Society, in good standing, shall be eligible to serve as elected officers.

Section 4. **Quorum:** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. A majority of those present at a meeting where a quorum is present shall be the act of the Board.

Section 5. **Meetings of the Board:** Regular meetings of the Board of Directors shall be held not less than two (2) times each administrative year at such time and place as the Board shall determine.

Special meetings of the Board may be called by either the President or by a majority of the members of the Board of Directors. Those calling a special meeting of the Board may fix the time and place to hold the special meeting.

Unless specifically prohibited, any action required to be taken at a meeting of the Board may be taken at a meeting at which communication occurs by use of the telephone or other methods of electronic voice communication. The action taken by such telephonic meeting at which a quorum is present shall be deemed to be the action of the Board of Directors.

Written or printed notice stating the place, date and time of meetings, and in the case of special meetings, the purpose, shall be delivered to each director at least seven (7) days prior to the meeting. Notices may be sent by mail, facsimile, or electronic mail.

Section 6. **Voting:** Each member shall have one vote. Voting shall be in person and shall not be delegated nor exercised by proxy.

Section 7. **Informal Action by Directors:** Unless specifically prohibited, any action required to be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting for the action to be taken is signed by all directors entitled to vote.

Section 8. **Resignation:** Members of the Board of Directors who resign as officers of the Society automatically resign from the Board. Their successors become members of the Board.

Section 9. **Vacancies:** A vacancy in any Board position because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors. A member of the Board may resign by submitting written notice. Such notice shall include the specific date that the resignation shall be effective.

Any officer, director or agent appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Society would be served. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 10. **Compensation:** Directors shall not receive compensation for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at regular or special meetings of the Board.

ARTICLE VIII: Standing and Special Committees

Section 1. **Organization:** Chairs and members of committees and task forces shall be appointed by the President and approved by the Board of Directors. The chair of each committee shall be an Active Member. Committees shall consider such matters as may be referred by the Board of Directors and shall recommend programs to the Board of Directors for approval. Chairs shall submit reports and minutes to the Board of Directors as requested.

Section 2. **Meetings:** Committee meetings shall be held one (1) or more times annually.

Section 3. **Nominating Committee:** The Nominating Committee shall be comprised of five (5) members. The chair of the Nominating Committee shall be the Immediate Past President. One member shall be appointed by the current President, and three (3) members shall be elected to the committee by the membership. The three members elected by the membership may not be currently serving on the boards of either the AOFAS or the Orthopaedic Foot & Ankle Foundation. No member may serve on the Nominating Committee more often than once every three years; no member of the Nominating Committee may be nominated for an office or position on the Board of Directors. The Nominating Committee shall develop a slate of nominations for Officers of the Society and Members-at-Large on the Board for election by the membership and shall send biographical information on its slate of nominees to the membership thirty (30) days in advance of the Annual Business Meeting.

Section 4. **Education Committee:** The Education Committee shall be comprised of members and a chair. The committee shall have oversight for educational programs and ensure that the Society is in compliance with guidelines of the Accreditation Council on Continuing Medical Education.

Section 5. **Program Committee:** The Program Committee shall be comprised of members and a chair. The committee shall plan the program for the Specialty Day Interim Meeting and the Annual Meeting. The Program Committee chair shall submit the recommended program to the President of the Society for approval.

Section 6. **Membership Committee:** The Membership Committee shall be comprised of members and a chair. The Membership Committee shall review applications for Active, Associate Member – Basic Sciences, Candidate, Fellow, Resident, International, Honorary, Emeritus, and Inactive Membership and recommend qualified applicants to the Board of Directors.

Section 7. **Research Committee:** The Research Committee shall be comprised of members and a chair. The Research Committee shall have oversight for and be responsible for development of research and related activities as directed by the Board of Directors.

Section 8. **Finance Committee:** The Finance Committee shall be comprised of the President, President-Elect, Vice President, Secretary, Treasurer, and the Immediate Past President. The Treasurer shall serve as the committee chair. The committee shall manage, supervise and advise the Board of Directors on financial affairs and policies of the Society and recommend investment policies to the Board of Directors.

Section 9. **Special Committees and Task Forces:** The Board may create other committees and task forces it deems necessary to carry out its functions.

ARTICLE IX: Dues and Fees

Section 1. **Establishment of Charges:** The Board of Directors shall establish all dues, assessments, registration fees, and other charges on an annual basis.

Section 2. **Payment:** All dues, assessments, and other charges, and the time for paying such dues, assessments and other charges, if any, shall be determined by the Board of Directors.

Section 3. **Penalty for Non-Payment by Members:** A member who is delinquent in payment of dues, fees, or assessments thirty (30) days after such amounts become due shall be notified in writing that delinquency automatically results in removal of membership benefits and privileges.

If payment is not received within sixty (60) days after notification is sent, the delinquent member shall be dropped automatically from the membership rolls of the Society and shall forfeit all rights and privileges of membership.

Members who have been dropped from membership and wish to be re-instated shall re-apply for membership status.

ARTICLE X: Finance

Section 1. **Fiscal Period:** The fiscal period of the Society shall be determined by the Board of Directors, after considering recommendations by the Finance Committee.

Section 2. **Contracts:** The Board of Directors may authorize any officer(s) or agent(s) of the Society to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society.

Section 3. **Budget:** Following the end of the fiscal period, the Treasurer shall furnish the Board of Directors with a financial report of the year just completed. After considering recommendations of the Finance Committee, the Board of Directors shall adopt an operating budget prior to each fiscal period.

Section 4. **Audit:** The accounts of the Society shall be audited annually by an independent certified public accountant, which shall be selected by and report to the Board of Directors.

Section 5. **Checks, Drafts, Etc.:** All checks, drafts and other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Society, shall be signed by such officers or agents as the Board of Directors may determine.

Section 6. **Deposits:** All funds of the Society shall be deposited to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may determine.

Section 7. **Investments:** Subject to the limitations or conditions contained in any gift, device, or bequest, the Society shall have the right to retain all, or part, securities or property acquired by it, and shall have the right to invest and reinvest any funds held by it in mortgages, bonds, debentures, shares of preferred or common stock,

or other securities and investments. Upon recommendations of its committees or agents, the Society's investments shall be determined by the Board of Directors.

ARTICLE XI: Rules of Order

In the absence of any provision in these Bylaws, all meetings of the Society, the Board of Directors and duly appointed committees or task forces shall be governed by standard parliamentary procedures which provide for adequate notice and fair opportunity for debate. The presiding officer may be guided by, but not bound by, the most current edition of *Robert's Rules of Order*.

ARTICLE XII: Orthopaedic Foot & Ankle Foundation

To further the education, research, and humanitarian service objectives of the Society, the Orthopaedic Foot & Ankle Foundation shall be considered a component part of the Society.

ARTICLE XIII: Publications

Section 1. **Journal:** The journal *Foot & Ankle International*® shall be the official journal of the American Orthopaedic Foot & Ankle Society.

Section 2. **Editor-in-Chief:** The Editor-in-Chief of the journal shall be responsible for the editorial management and content of the journal. He/she shall be nominated by and elected by the Board of Directors for a term of six (6) years and may be re-elected for two additional three (3) year terms.

Section 3. **Managerial Board:** The financial and operational management of the journal shall be the responsibility of the Board of Directors after considering the recommendations of the Managerial Board. The Managerial Board shall consist of up to seven (7) Active Members elected by the Board of Directors, in consultation with the Managerial Board Chair, for two (2), three (3) year terms. Terms shall be appropriately staggered. Members of the Managerial Board shall not be re-elected to those positions until one (1) or more years has elapsed from the expiration of their term.

Section 4. **Papers:** Manuscripts selected for publication shall become the property of the journal *Foot & Ankle International*®.

Section 5. **Other Publications:** All other publications of the Society shall be under the direction of the Board of Directors.

ARTICLE XIV: Executive Office and Staff

Section 1. **Appointment:** The Board of Directors may appoint a salaried executive staff, headed by an Executive Director, whose terms and conditions of employment shall be determined by the Board.

Section 2. **Authority and Responsibility:** The Executive Director shall be responsible for all management functions and activities prescribed or delegated by the Board of Directors, and shall be responsible to the Board of Directors. The Executive Director shall determine the duties of the staff, supervise their performance, establish their titles, fix their compensations within the approved budget, and establish those management responsibilities as shall, in his/her judgment, be in the best interest of the Society. He/she may employ, and may terminate, the employment of members of the staff.

ARTICLE XV: Indemnification of Directors and Officers

Section 1. **Indemnification:** The Society shall indemnify, to the full extent permitted by law, every former and present Officer, Director, Committee Member, and the Executive Director of the Society. This indemnification shall be against expenses actually and necessarily incurred in connection with defense or settlement of any action, suit or proceeding to which any of them is made a party as a result of having served in any of the foregoing capacities. This indemnification shall not apply to matters in which the individual is judged liable for willful misconduct and to matters as shall be settled by agreement predicated upon the existence of such liability.

The term expenses shall include attorney fees, court costs, costs of investigation, cost of preparation for attendance at trials, the amounts of judgments, fines and penalties, amounts paid at settlement (unless paid to the Society), and other expenses necessary and reasonable incurred in connection with the defense or settlement of any action or proceeding.

The foregoing right of indemnification shall not be exclusive of any other rights to which the parties may be entitled. This indemnification shall be in addition to any other power or right of the Society to indemnify its Officers, Directors and Committee Members.

The Society may purchase insurance against any liability incurred as a result of the first paragraph of this Article.

ARTICLE XVI: Dissolution

Section 1. **Funds:** The Society shall use its funds only to accomplish the purposes specified in these Bylaws. No part of said funds shall inure to the benefit of, or be distributed to, any member of the Society.

In the event of dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Society, distribute the remaining assets to such organization(s) operated for one or more of the purposes contained in the Articles of Incorporation and the Bylaws of the Society, or to such charitable, educational or scientific organization(s) as shall qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of the U.S., as amended.

ARTICLE XVII: Amendments and Resolutions

Section 1. **Amendments:** Amendments to the Bylaws may be proposed by the Board of Directors or by any voting member to the Board of Directors. The Board of Directors shall approve, amend or disapprove the proposed amendments. Those amendments approved by the Board of Directors shall be submitted to a vote of the Active Members.

Section 2. **Notice:** Written notice of the proposed Bylaw amendment(s) shall be sent to Active Members by mail, facsimile or electronic transmission not less than thirty (30) days prior to the Annual Meeting or Special Meeting called and conducted in accordance with Article IV. Approval by two-thirds (2/3) of the votes cast by the Active Members present at an Annual or Special Meeting will be required for adoption of the proposed amendments.

Section 3. **Resolutions:** Except when determined to be an emergency by the Board of Directors, all resolutions to be considered at the Annual Meeting shall be submitted in writing to the Secretary at least thirty (30) days prior to the meeting. The Secretary shall forward copies of the resolution to the Board of Directors, who shall recommend to the membership that the resolution be adopted, rejected, or amended. The Executive Director shall distribute the resolution to the Active Members.

Article XVIII: Electronic and Facsimile Transmissions

Section 1. **Transmissions:** For purposes of determining when any notice required under these Bylaws is effective, a notice shall be considered delivered when it is transmitted by electronic means or by facsimile to the address of the member appearing in the records of the Society. Actions provided for in these Bylaws that are required to be “in writing,” to be “written,” to have “written consent” and actions providing for “written notice,” “written ballots,” “mailed ballots,” “written petitions” and similar actions shall include any communication transmitted or received by electronic means and any communication transmitted or received by facsimile. Electronic signatures on the part of either the Society or the member shall be effective for any such notices, communications or actions.

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Padding cell	

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Moved to	0
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