

## A Reasoned Response to AAOS Bylaws FAQ *Succinct, yes...Transparent, NO!*

Yesterday, you may have received an AAOS Bylaws FAQ

This is hardly the time to divert your attention from the safety of your patients, your families and yourselves. Proponents of Bylaws Amendments Groups 1 & 2 have repeatedly rebuffed requests to postpone this vote and allow you to focus on successfully navigating this pandemic. This attempt to change the by-laws could not come at a worse time, but unfortunately, you have not been given a choice.

### *Don't Discard Transparency!*

It is ironic that proponents of these Bylaws Amendments cite Governance Principle #5:

*“Governance shall be clear and transparent to the membership and codified in succinct bylaws approved by the membership and robust policies approved by the Board.”*

It is our position that in their headlong rush to make the bylaws “succinct”, sponsors of the Amendments have not been “clear and transparent”.

### *Taking Away Your Input*

There is no question that removing the Bylaws sections codifying the purpose, duties, geographical distribution, composition and organization of the BOC and BOS will shorten the bylaws but the question that proponents fail to address is, *“Why is this necessary?”* What proponents fail to disclose is that moving these sections to a Policy and Procedure Manual permits vital changes to the BOC/BOS to be made *without your input*.

Succinct, yes...Transparent, no!

### *Muzzling the Opposition*

Proponents like to point out that these Amendments were unanimously approved by the Board of Directors and overwhelmingly supported by the BOC and BOS. What they fail to mention is that this was a bitterly contentious issue that past Boards repeatedly tabled consistent with the

longstanding precedent of *gaining consensus* before promulgating policy. This Board was similarly divided on these amendments, 9-7, but this time the Amendments were forced out of the Boardroom and into the BOC fall meeting in Nashville where they were presented *only* by those who favored the amendments as innocuous changes needed to improve governance. The opposing side was *not* presented to the Councilors. The presentation was succinct yes...transparent, No!

### *A Flawed Hearing at a Cancelled AAOS*

Most recently, the lack of transparency was on full display during the “open” Bylaws Committee Hearing held during an Annual Meeting that had been officially cancelled. A hearing that saw Academy leaders and numerous Past-Presidents overcome many obstacles to voice their opposition to these Bylaws amendments in a ratio of 16 to1.

### *Broad Consensus to Reject these Amendments*

The opposition to Bylaws Amendment Groups 1 & 2 is broad and unprecedented because the AAOS has always been a member centric organization with a Fellowship that is engaged and demands the clarity and transparency required by Governance Principle #5.

### *Maintain Your Voice-You Matter!*

These bylaws have been relentlessly advanced in a manner designed to stifle a fair and full vetting of their ramifications. It has forced many of us to pause and question whether the real reason for the urgency to force this vote in the face of widespread calls to reconsider during a national health and economic catastrophe has little to do with “streamlining”, but more to do with restricting the power of the BOC/BOS and as a result restricting your voice.

Vote to maintain your voice, we know you care.

### Reject Bylaws Amendments Groups 1 & 2