ARTICLE I – General

1. Name

The name is the Association of Residency Coordinators in Orthopaedic Surgery (ARCOS) a nonprofit corporation incorporated in the state of Illinois.

2. Location

The principal office is in the State of Illinois or elsewhere as determined by the Board of Directors (BOD).

3. Mission and Purpose

Mission

ARCOS is a national, independent, professional organization established by and composed of orthopaedic surgery residency and fellowship coordinators to provide an educational resource and an interactive platform for the exchange of ideas to enhance education and to meet ongoing requirements established for orthopaedic surgery residency and fellowship training programs.

A coordinator is defined by the ACGME (PR Ortho II.C) and ARCOS as “a lead administrative person, frequently referred to as a program coordinator, administrator, or as titled by the institution.” This person will frequently manage the day-to-day operations of the program and serve as an important liaison with learners, faculty and other staff members, and the ACGME. “Individuals serving in this role are recognized as program coordinators by the ACGME.”

Purpose

ARCOS was created to establish a national group of orthopaedic program coordinators who would be recognized by both program directors and the orthopaedic community at large; to provide a support structure and advocacy forum for coordinators; and to further coordinators’ knowledge and skills through the exchange of ideas and information.

4. Restriction

All policies and activities of ARCOS are consistent with: Applicable federal, state, and local antitrust, trade regulation, or other requirements; and

a. Applicable tax exemption requirements: including the requirements that ARCOS not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.
**ARTICLE II - Membership**

1. **Membership Eligibility**
Membership is extended to all orthopaedic surgery residency and fellowship coordinators as well as other orthopaedic academic professionals.

ARCOS does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. We are committed to providing an inclusive and welcoming environment for all members.

2. **Membership**
Membership belongs to the institution and all orthopaedic coordinators within that institution fall under one dues fee. Each institutional membership has a Primary Member to manage membership dues; additional coordinators are designated as associate members. All members have the same privileges and benefits under this institutional membership.

3. **Resignation**
An institution may resign their membership by filing a letter of resignation; resignation does not relieve a member from liability for the full annual dues or other obligations accrued and unpaid as of the date of resignation.

4. **Expulsion**
A member or institution may be suspended/expelled by the Board of Directors for cause if the member is provided with advance written notice including the reason for the proposed expulsion, an opportunity to contest the proposed expulsion in writing or in person before the Board of Directors within one year of the effective date of the expulsion, and final written notice of the Board’s decision.

5. **Voting**
Members have voting rights pursuant to these Bylaws.

**Article III - Meetings**

1. **Board of Directors Meetings**
The Board of Directors will meet during the ARCOS Annual Meeting, two plenary meetings in-person, virtual meetings, and as deemed necessary by the Board of Directors.

2. **Annual Meeting**
The ARCOS Annual Meeting will be held in conjunction with the Annual Meeting of the American Academy of Orthopaedic Surgeons (AAOS). The planning and schedule for the ARCOS Annual Meeting will be made by the Board of Directors to enhance education, professional development, and networking opportunities for membership. ARCOS meeting schedule accommodations will be made for the ARCOS members to attend the AAOS opening ceremony as well as the spring Council of Orthopaedic Residency Directors (CORD) meetings. A business meeting will be held during the annual meeting, as well as elections for open Member-At-Large and Executive Board positions on the ARCOS Board of Directors. All meetings and elections may take place virtually or by other means as deemed necessary by the Board of Directors.

**ARTICLE IV – Board of Directors**

The governing body is the Board of Directors, which is responsible for the administration of ARCOS Policies and Procedures, Bylaws, finances, Annual Meeting, and serves as a liaison to our affiliates and other responsibilities as determined by the Board of Directors.
2. Terms and Composition
The Board of Directors consists of 11 volunteer members. Each member is elected to a term of five years. The Board of Directors consists of six members-at-large elected from membership and the executive board consisting of past president, president, president-elect, secretary, treasurer.

- President-Elect – two-year term
- President – two-year term
- Past-President – two-year term
- Secretary – three-year term
- Treasurer – three-year term

* Refer to the ARCOS Policies and Procedures for complete Board of Directors’ roles and responsibilities

3. Vacancies on the Board of Directors
Using their discretion, the Board of Directors will fill any unexpected vacancies by a majority vote.

4. Requirements – Board of Directors
To serve as a member of the Board of Directors, a member must:

- Attend all ARCOS plenary meetings and virtual meetings
- Attend the ARCOS Annual Meeting each year
- Collaborate with fellow board members to develop and coordinate all aspects of the ARCOS Annual Meeting. Represent ARCOS in a professional manner
- Collaborate for the success of ARCOS as a whole
- Be the coordinator of an ACGME accredited orthopaedic surgery residency or fellowship program working in the day-to-day operations of the residency and/or fellowship program. A board member’s function is to enhance the educational experiences of membership and to provide a support structure and advocacy forum for coordinators.
- Other requirements as determined by the ARCOS Board of Directors.

* Refer to the ARCOS Policies and Procedures for complete Board of Directors’ eligibilities

5. Requirements – Executive Board
To serve on the Executive Board of the BOD, a member must, in addition to the requirements for Board of Directors above:

- Be an active member of ARCOS Board of Directors
- Be a member in good standing
- And other requirements as determined by the ARCOS Board of Directors.

* Refer to the ARCOS Policies and Procedures for complete Board of Directors’ eligibilities

6. Removal from ARCOS Board of Directors
- ARCOS Board of Director members are expected to fulfill all responsibilities as specified in the ARCOS Bylaws and Policies and Procedures documents.
- In the event that an ARCOS Executive Board member is unable to fulfill their responsibilities, this member must communicate this in writing. The Board of Directors will meet to discuss what action, if any, will be taken. Board members who have unexcused absences for two meetings may be removed by majority vote of the membership.

A member of the Board of Directors may be removed with or without cause by majority vote of the membership (over 50% of the members who vote will constitute a majority) or choose the option to resign before a vote of membership for any of the reasons provided by law. Prior to removal, the board member must be provided with:
1. Advance written notice, including the reason for the proposed removal
2. An opportunity to contest the proposed removal in writing, via virtual meeting, or in person at a meeting of the membership, whichever is most expedient
3. Final written notice of the membership's decision

7. Indemnification
Board Members are indemnified by ARCOS to the full extent permitted by law.

8. Compensation
None of the Board Members receive monetary compensation for their services but may be reimbursed for personal out of pocket expenses related to ARCOS operational business.

**ARTICLE V – Finances**

**Fees and Charges**
All dues, meeting fees, and charges are established by the ARCOS Board of Directors.

**ARTICLE VI – Professionalism**

ARCOS fully expects professional behavior and conduct as it relates to residency program management, presentations at conferences, and representation at any ARCOS activity.

**Article VII - Amendments**

These Bylaws may be amended or appealed by the ARCOS Board of Directors with a majority vote of membership at the ARCOS Annual Meeting or by virtual vote. Virtual votes will have an established opening and closing time decided upon by the Board of Directors and communicated to the membership. Over 50% of the members who vote will constitute a majority.