

**BYLAWS OF THE**  
**OHIO PODIATRIC MEDICAL ASSOCIATION**  
**DBA – OHIO FOOT AND ANKLE MEDICAL ASSOCIATION**

**ARTICLE I - NAME**

The Association shall be known as the Ohio Podiatric Medical Association (Incorporated) which is doing business as the Ohio Foot and Ankle Medical Association.

**ARTICLE II - PURPOSE**

The purpose of the Ohio Foot and Ankle Medical Association (OHFAMA) is to ensure the highest quality of medical/surgical foot and ankle care to patients. OHFAMA shall represent Ohio's podiatric physicians by advancing, protecting and promoting the profession of podiatric medicine and surgery through education and advocacy in the legislative, legal and regulatory domains in Ohio and the profession.

**ARTICLE III - MEMBERSHIP**

**Section A – Classification**

1. The members of this Association shall be classified as:
  - a. Active Member
  - b. Associate Member
  - c. Senior Member
  - d. Life Member
  - e. Faculty Member
  - f. Resident or Postgraduate Member
  - g. Permanently Disabled Member
  - h. Industry Affiliate Member
  - i. Direct Member
  - j. Honorary Member
  - k. Student Member
  - l. Non-Practicing Member
  - m. 5.4 Status Member

**Section B – Qualification**

1. Active Member: A Doctor of Podiatric Medicine (DPM) licensed to practice in the state of Ohio and successfully meets the requirements of Article IV.
2. Associate Member: Shall be limited to the corresponding year after entering the practice of podiatry and may be conferred upon any person who has successfully fulfilled all requirement of Article IV. Years of military service and years of membership as a resident or post-graduate member not to exceed 4 years shall not be counted in determining this period.

<i>Year of Associate Membership</i>	<i>Limited to in Years</i>
Fourth Year Associate	Four and one-half years
Third Year Associate	Three and one-half years
Second Year Associate	Two and one-half years
First Year Associate	One and one-half years

3. Senior Member: A member in good standing other than an Honorary of this Association may apply for classification as a Senior Member and said member shall be entitled to all the privileges of an active member if said member is:
  - a. A member who has reached retirement age as provided by the Social Security Administration, or has been forced into curtailment because of illness; and
  - b. A member who is actively engaged in practice for no more than 20 hours per week; and
  - c. A member who has been in good standing for 15 consecutive years.
4. Life Member: A member in good standing other than an Honorary or International Member of this Association may apply for classification as a Life Member if said member is:
  - a. A member who has completely retired and remains retired from the practice of podiatric medicine, has attained the age of 65 years, and has been a member in good standing for 15 consecutive years; or
  - b. A member who has completely retired and remains retired from the practice of podiatric medicine and has been a member in good standing for 25 consecutive years; or
  - c. A member who has been in good standing for a minimum of 50 years.
  - d. In the case of reinstatement, the number of years required for Life Membership need not be consecutive, provided only one such reinstatement shall be permitted, and further such reinstatement shall not be available to anyone whose membership was suspended or interrupted for unethical or illegal activity involving the practice of podiatric medicine.
  - e. The member will be confirmed by the Board of Trustees
5. Faculty Member: A licensed DPM employed in a full-time teaching or research position in the state of Ohio at a college of podiatric medicine, medical school, or academic health science center. The determination of full-time status shall be in accordance with the rules and regulations of the institution where such position is held.
6. Resident or Postgraduate Member: A DPM who is serving as a resident or fellow in a program approved by the Joint Residency Review Committee or approved by the Council on Podiatric Medical Education, hereinafter referred to as the "Council" or "CPME," or who is a full-time postgraduate student, may be

classified as a Postgraduate Member, provided said member is in good standing of a component society or association where available. A DPM who has completed a residency, fellowship or postgraduate program, and who has not entered practice, may, with the concurrence of the appropriate component society or association, remain in such membership status for a maximum period of one year or until said member enters practice, whichever is earlier.

7. **Permanently Disabled Member:** A member in good standing who is permanently disabled, who is a member in good standing of a component society or association where available, and for whom the payment of dues may constitute a hardship, may be classified as a permanently disabled member. “Permanently disabled” shall mean total disability that continuously prevents the member from carrying out substantial and material professional duties; such member must be under the regular care of another physician and may not derive any income or profit from any activity as a podiatrist.
8. **Industry Affiliate Member:** May be available to an individuals who are not Doctors of Podiatric Medicine, but who, in the judgment of the Board of Trustees, have a professional have a professional interest in foot health or podiatric medicine.
9. **Direct Member:** A DPM licensed to practice in a state, district, territory, or dependency of the United States, who is a full-time employee of this Association.
10. **Honorary Member:** An individual, who may not hold the DPM degree, recommended by the OHFAMA Board of Trustees (hereinafter referred to as “Board” or “Board of Trustees”), who has made outstanding contributions to the advancement of the art and science of podiatric medicine or who has performed a distinguished service to the profession, and who has been elected by a two-thirds vote of the members present and voting at a meeting of the House of Delegates.
11. **Student Member:** Students at the Kent State University College of Podiatric Medicine who are members in good standing of the Ohio Podiatric Medical Students Association shall automatically be members in good standing at the Ohio Foot and Ankle Medical Association.
12. **Non-Practicing Member:** A DPM licensed to practice who has not been engaged in practice or in the dispensing of podiatric medical services for a minimum of one year. As a DPM’s employment status can change relatively quickly, this category is not considered permanent. This category requires a DPM to apply for Non-Practicing status each year.
13. **5.4 Status Member:** A member in good standing, for whom the payment of dues would constitute a hardship due to a temporary physical disability, illness, or other reasons. 5.4 Status cannot be backdated and can only apply to the current fiscal year. It is the determination of the Executive Committee of the Board of Trustees the policies and procedures that will be used to grant the initial and any subsequent renewals of 5.4 Status.

### **Section C – In Good Standing**

Any member of this Association whose state and national dues and special assessments for the current fiscal year are not past due shall be considered a member in good standing.

## **Section D – Nondiscrimination**

No person otherwise qualified for any classification of membership in this Association shall be denied such membership for reasons of age, sex, color, race, creed, national origin, sexual orientation, political belief, or disability.

## **Section E – Privileges**

1. Active, Associate, Senior, Life, Faculty, Non-Practicing, 5.4 Status and Permanently Disabled Member
  - a. Shall receive all publications of the Association.
  - b. Shall be eligible for admission to any educational session and such other services as are provided by the Association.
  - c. Shall be eligible for election or appointment to any office, committee, board, or similar position in the Association as provided in these Bylaws.
  - d. Shall be eligible to vote.
2. Resident and Postgraduate Members
  - a. Shall receive all publications of the Association.
  - b. Shall be eligible for admission to any educational session and such other services as are provided by the Association.
  - c. Shall be eligible for election or appointment to any committee, council, board, or similar position in the Association as provided in these Bylaws.
  - d. Shall be eligible to vote.
3. Industry Affiliate Members
  - a. Shall receive all publications of the Association.
4. Direct Member
  - a. Shall receive all publications of the Association.
  - b. Shall be eligible for admission to any educational session and such other services as are provided by the Association.
5. Honorary Member
  - a. May receive all publications of the Association upon request.
  - b. Shall be eligible for admission to any educational session and such other services as are provided by the Association.
6. Student Member
  - a. Shall be eligible for admission to any educational session and such other services as are provided by the Association.

## **ARTICLE IV - APPLICATION FOR MEMBERSHIP**

### **Section A - Qualifications**

1. Application for membership may be made, by any member of the podiatry profession or student in a recognized college of podiatric medicine, on an approved form provided by the Association, accompanied by the required application fee. Approval of the application shall be dependent upon the fulfillment of the following requirements excepting applications for student and resident membership - (Article III, Sections H and J of these Bylaws).
2. Applicant must practice within the geographical limits of the state of Ohio.
3. Applicant must possess a valid Ohio State Medical license except in the case of Life Members and Permanently Disabled Members.
4. Applicant must be of good moral and professional repute.

### **Section B - Submission**

1. Applicant shall submit the completed application to the OHFAMA which shall review it for completeness and forward it to the Trustee of the Academy wherein the applicant has his/her primary office or primarily conducts his/her practice of podiatry.
2. The Executive Director shall submit the application and recommendation for approval by a simple majority of the Board of Trustees.
3. Academies must meet at least 30 days before the House of Delegates.

### **Section C - Appeal**

1. In the event the applicant is denied membership, the applicant will have 60 days to appeal the decision for reconsideration.

## **ARTICLE V - FEES AND DUES**

### **Section A - Membership Dues**

1. Honorary Members shall be exempt from all dues levied by the Ohio Foot and Ankle Medical Association.
2. Life Members shall meet the per capita dues of the American Podiatric Medical Association and those granted Life Member status after January 1, 2012 shall have an annual \$25 OHFAMA Life Member dues fee.
3. Dues for Active Members, Fourth-Year Associate Members, Third-Year Associate Members, Second-Year Associate Members, First-Year Associate Members, and Senior Members shall be as found in dues schedule in Appendix A (attached).
4. Student Members dues shall be \$0.00 per annum.

5. Membership fees and dues are due and payable on or before May 1<sup>st</sup> for the fiscal year that runs from May 1 to April 30. Members may choose to pay dues on a semi-annual basis. The Executive Director may establish short-term payment plans with the approval of the Executive Committee.
6. A monthly pro-ration of the dues structure shall be maintained by OHFAMA. New or reinstated members who join mid-year shall remit dues amounts based on that pro-ration and the date of their application.
7. In addition, there shall be a fee of \$100.00 for persons applying for re-instatement to the association. This fee is payable at the time of re-instatement. This fee may be waived by the Executive Director and/or the Executive Committee.
8. Dues shall be budgeted for and may be adjusted annually with board action by an amount not to exceed the current fee plus or minus the Consumer Price Index (CPI) difference (rounded to two decimal places) for the previous calendar year as published by the U.S. Department of Labor, Bureau of Labor Statistics at <ftp://ftp.bls.gov/pub/special.requests/cpi/cpiait.txt> (or title of like import), *rounded to the nearest \$5*. The board may act before the May billing commences, i.e., at the winter BOT meeting to change or defer an annual adjustment as it deems necessary for the next calendar year. With the direction of the House of Delegates, the Board will assess and vote to use or not use the measure. From year to year, if an increase is approved, it does not build or accumulate and it is “not permanent”. It goes back to the original dues amount for the next dues cycle.

## **Section B - Payment of Dues**

Dues are required to be paid on an annual or semi-annual basis unless the members has requested and has received approval from the OHFAMA for a quarterly or monthly payment schedule. If the member is approved for a monthly or quarterly payment schedule, a minimum of one-quarter of annual dues must be paid by May 1, one-half by August 1, three-quarters by November 1 and fully paid by February 1.

1. The first half-payment shall be due and payable in full prior to May 1.
2. The second half payment shall be due and payable by November 1.
3. Suspension should occur in accordance with the APMA Bylaws.
4. For dues billing purposes, Life Membership and Senior Membership shall become effective the month that the member's written application for this status is approved by the Executive Committee.
5. Any member, who fails to pay any assessment made by the Board of Trustees within the time set forth in the action authorizing such assessment, shall be suspended for non-payment of dues.
6. Any member who fails to pay any registration fee, continuing education fee, seminar fee, or other fee owed to the Association, within 90 days of the date on which it became due shall be suspended for non-payment of dues.

7. The amount of \$15 per paid member shall be remitted to each Academy. The total amount due will be given to a representative of the Academy at the House of Delegates of the membership year just completed.

### **Section C - Assessments**

1. In the event that circumstances arise under which the Trustees determine in the exercise of their fiduciary judgment that it is necessary and appropriate to assess the membership for a special and unforeseen purpose, the Board of Trustees may, with a 60 day notification of the officers of each Academy of the OHFAMA and upon two-thirds of the members voting in a duly constituted membership referendum or a two-thirds vote of the House of Delegates assess the membership for a one year period.
2. Such assessment shall become due and payable at the time and in the manner stated in the action authorizing the assessment.

### **Section D - Suspension for Non-Payment of Dues**

1. Any member whose membership has been suspended for non-payment of dues and/or assessments shall cease to benefit from membership in the Ohio Foot and Ankle Medical Association. He/she shall automatically be reinstated, without any voting or action by the Board of Trustees, on payment of his/her dues, assessments and/or other fees provided such payment is received within 90 days of said suspension. Any member who has been suspended for non-payment of dues, assessments, and/or other fees and does not make payment within 90 days shall, in addition, meet the other provisions of reinstatement of these Bylaws.
2. The reinstatement fee shall apply to reinstatement after the 90-day limit. Members may be entitled to a waiver of the reinstatement fee by written application to the State Office. This written request for a waiver of the reinstatement fee is subject to the approval of the Executive Committee.

## **ARTICLE VI - ACADEMIES**

**Section A** - The Ohio Foot and Ankle Medical Association shall be made up of various divisions, designated as academies and known as Central, Eastern, Mideastern, Midwestern, North Central, Northeastern, Northwestern, and Southern, which have been outlined geographically and are composed of the counties listed herein.

**Central Academy** shall cover: Marion, Morrow, Knox, Union, Delaware, Licking, Muskingum, Madison, Franklin, Fairfield, Perry, Morgan, Fayette, Pickaway, Hocking, Athens, Ross, and Vinton Counties.

**Eastern Academy** shall cover Trumbull, Mahoning, Carroll, Columbiana, Jefferson, Harrison, Belmont, Noble, Monroe, Washington, and Guernsey Counties.

**Mideastern Academy** shall cover: Medina, Portage, Stark, Tuscarawas, Wayne, Summit, Holmes, and Coshocton Counties.

**Midwestern Academy** shall cover: Allen, Auglaize, Champaign, Clark, Darke, Greene, Logan, Mercer, Miami, Montgomery, Preble, Shelby, Van Wert, and Warren Counties.

**North Central Academy** shall cover: Ashland, Crawford, Erie, Huron, Lorain, and Richland Counties.

**Northeastern Academy** shall cover: Ashtabula, Cuyahoga, Geauga, and Lake Counties.

**Northwestern Academy** shall cover: Defiance, Fulton, Hancock, Hardin, Henry, Lucas, Ottawa, Paulding, Putnam, Sandusky, Seneca, Williams, Wood, and Wyandotte.

**Southern Academy** shall cover: Adams, Brown, Butler, Clinton, Pike, Clermont, Gallia, Hamilton, Highland, Jackson, Lawrence, Meigs, and Scioto Counties.

By an amendment to these Bylaws as set forth in Article XV hereof, an Academy may be divided into two or more Academies, and Academies may be consolidated or merged by the House of Delegates on the request of fifteen or more affected members who must present evidence that such changes would be advantageous to the members therein, and would contribute to the welfare of the Association.

**Section B** - The academies shall meet at least 30 days before the House of Delegates.

**Section C** - Each Academy shall elect annually from its membership a President, Vice President, Secretary-Treasurer, or Secretary and Treasurer, and Delegates to the House of Delegates of the Ohio Foot and Ankle Medical Association, and shall triennially elect Trustees.

1. Each Academy shall be entitled to one Delegate for each ten (10) members or fraction thereof in good standing (including Resident but Excluding Student Affiliate members). One or more Alternate Delegates may be elected at the option of the Academy. The members of the Ohio Podiatric Medical Students Association who attend the Kent State University College of Podiatric Medicine shall be entitled to one Delegate and one Alternate Delegate.
2. Each Academy shall be entitled to one (1) Trustee and one (1) Alternate Trustee for each (99) ninety-nine members or fraction thereof in good standing (excluding Resident and Student members) and before being seated in the House, shall present a certificate to the Secretary, signed by the academy president.
3. All elections shall be reported to the Secretary of the Association not less than thirty (30) days before the date of the House of Delegates. The Alternate Delegate or Alternate Trustee shall represent the Academy in the absence of the Delegate or Trustee.
4. If any Academy drops below the number of members required for representation, the Trustee shall finish out the current year and be reinstated if the level then rises above the requirement during the current three year term.

**Section D** - All elections of Officers, Trustees, and Delegates shall be held not more than sixty (60) days prior to the House of Delegates of the OHFAMA. All duly elected Delegates shall assume their duties immediately; all Trustees and Officers shall assume office as of the close of the House of Delegates of the OHFAMA.



In the event that an Academy ceases to meet and elect its OHFAMA House of Delegates representatives, the OHFAMA Board of Trustees may offer direct elections to those members of OHFAMA not represented by their local Academy in the OHFAMA House of Delegates. Those local Academy Delegates at the OHFAMA House of Delegates meeting will be entitled to elect their OHFAMA Board of Trustees member to represent them for one year.

**Section E** - These Bylaws shall govern the business of the academies and may be augmented by additional policies and procedures (not in conflict therewith) adopted by the academies.

**Section F** - Any member who is practicing in the geographical area of one Academy may transfer to another by consent of the two Academies involved.

It shall be the duty of the member to notify his/her Academy in writing of his/her intention to transfer. The Secretary of the Academy will then advise the Academy to which the member is transferring and also advise the OHFAMA. The transfer shall be automatic as long as the member is in good standing.

## **ARTICLE VII - HOUSE OF DELEGATES**

**Section A** - The House of Delegates shall be composed of the Officers of the Association, who shall preside in order of their respective offices, the Immediate Past President, and the duly elected Delegates of the Academies and the members of the Board of Trustees. The election shall be reported to the Secretary of the Association not less than thirty (30) days before the date of the House of Delegates and the alternate delegate shall be credentialed and verified by the Secretary of the OHFAMA.

Academies shall be entitled to Delegates and Trustees as set forth in Article VI, Section C hereof.

### **Section B - Authority**

1. The House of Delegates shall be the governing body of the Association.
2. The House of Delegates shall determine the policies of the Association.
3. The House of Delegates through its presiding officer shall appoint such ad hoc committees as it deems necessary for the conduct of its business.
4. Electronic Meetings – Under no circumstances shall meetings of the House of Delegates be conducted solely by electronic methods. Meetings of the House of Delegates shall be conducted in-person.

**Section C** - Each Delegate, before being seated in the House, shall present a certificate, signed by the President of the Academy, stating that he/she is a duly elected Delegate, and a member in good standing. Alternate Delegates shall present a like certificate and shall serve in the absence of the Delegate.

The Delegate representing the Ohio Foot and Ankle Medical Students Association shall present a certificate signed by the President of the Ohio Podiatric Medical Students Association stating that he/she is a duly elected Delegates and a member in good standing. An Alternate Delegate shall present a like certificate and shall serve in the absence of the Delegate.

**Section D** - The House of Delegates shall meet annually.

**Section E** - Two-thirds of the elected Delegates present and certified by the Secretary/Treasurer shall constitute a quorum.

**Section F** - All elections shall be by ballot only if there is opposition for any position. When there is only one candidate for office, the Secretary may, upon a motion from the assembly, cast the ballot of election for the House via the instruction by the President.

A majority of the votes cast shall be necessary for election. If no nominee receives a majority of the first ballot, the nominee receiving the lowest number shall be dropped and a new ballot taken. This procedure shall be repeated until one nominee receives a majority when he/she shall be declared elected.

Any member of the Association in good standing, not otherwise prevented from holding office, may be elected to any office.

**Section G** - All members in good standing shall be admitted to the sessions of the House of Delegates, but may only speak by permission of the President or House, and shall have no vote.

## **ARTICLE VIII - OFFICERS**

### **Section A – Officers**

The officers of this association shall be a President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary/Treasurer, and Immediate Past President.

### **Section B – Election/Qualification**

The offices of President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, and Secretary/Treasurer shall be filled by election at each annual House of Delegates meeting. The Immediate Past President shall serve by virtue of holding the office of President immediately preceding the election of a new President as set forth above.

### **Section C – Term of Office**

Each officer shall assume office at the close of the annual House of Delegates meeting and shall hold office for one year, or until his/her successor is elected or qualified.

### **Section D – Removal from Office**

1. Any officer of the association may be removed for cause at any time upon recommendation of the Board of Inquiry and by the affirmative vote of three-fourths (3/4) of the members of the Board of Trustees. If an officer so removed is also an elected trustee of the association, such removal shall constitute simultaneous removal from his or her position as trustee. If an officer so removed is also a delegate to the American Podiatric Medical Association (APMA) House of Delegates, such removal shall constitute simultaneous removal from his or her position as APMA Delegate.
2. Unexcused absence from two consecutive meetings of the Executive Committee and/or Board of Trustees shall constitute cause for removal.

3. The Executive Committee and/or Board of Trustees may conduct deliberative meetings by electronic methods including teleconference, audio-conference, and/or internet based communication/information transmittal systems. The Board shall clearly define the rules for meetings held via electronic methods by policy.

## **ARTICLE IX - DUTIES OF OFFICERS**

### **Section A - President**

1. The President shall preside at all meetings of the House of Delegates, Board of Trustees and Executive Committee. He/she shall serve as Chairman of the Board of Trustees. He/she shall appoint all standing committees with the approval of the Board of Trustees and shall appoint all ad hoc committees of the Association, Board and Executive Committee, except where otherwise provided in these Bylaws.
2. He/she shall be a member ex-officio of all Committees. At the annual meeting, he/she shall submit a report of the general status of the organization and make any recommendations for improvement of the Association.
3. He/she shall perform such other duties as are assigned him/her by the Board of Trustees.

### **Section B – 1<sup>st</sup> Vice President**

1. The 1<sup>st</sup> Vice President shall exercise all the powers and discharge the duties of the President in the President's absence or disability and perform such other duties as may be assigned to him/her by the Board of Trustees or the President.
2. He/she shall assist the President in the management of the Association and keep himself/herself informed on all the functions of the office and policies of the Association.
3. In the event of resignation, death or removal of the President, the 1<sup>st</sup> Vice President shall fill the unexpired term of the President.
4. He/she shall serve as the Chair of the OPPAC Board.

### **Section C – 2<sup>nd</sup> Vice President**

1. The 2<sup>nd</sup> Vice President shall exercise all the powers and discharge all the duties of the President and/or the 1<sup>st</sup> Vice President, in the absence and/or disability of both the President and 1<sup>st</sup> Vice President and perform such other duties as may be assigned to him/her by the Board of Trustees or the President.
2. He/she shall assist the President in the management of the association and keep himself/herself informed on all the functions of the office and policies of the association.
3. In the event of the resignation, death or removal of the 1<sup>st</sup> Vice President, the 2<sup>nd</sup> Vice President shall fill the unexpired term of the 1<sup>st</sup> Vice President. In the

event of the resignation, death or removal of the President and 1<sup>st</sup> Vice President, the 2<sup>nd</sup> Vice President shall fill the unexpired term of the President.

4. The 2<sup>nd</sup> Vice President shall serve on the Finance and Budget Committee.

#### **Section D - Secretary/Treasurer**

The Secretary/Treasurer shall:

1. Keep a correct record of all proceedings of the meetings of the House of Delegates.
2. Keep a list of members, their addresses, classification of membership, and a record of their status as to dues.
3. Keep on file all official papers of the Association, and correspondence received and sent out by his/her office until instructed by the House of Delegates to destroy same.
4. Be the custodian of the Seal of the Association and affix same on order of the President, House of Delegates, or the Board of Trustees.
5. Keep an accurate account of all funds of the Association including all receipts and disbursements. He/she shall submit the financial records of the Association to the annual meeting (when the annual meeting scheduling provides sufficient time to meet this requirement). He/she shall provide information requested by the Finance and Budget Committee and shall make available for that Committee all records of the Association.
6. Countersign all checks that exceed \$3,000 issued by the Executive Director after first satisfying himself/herself as to the propriety of the payment.

In the event of the disability or demise of the Treasurer, the Chairman of the Budget Committee shall automatically serve as Acting Treasurer and assume all of the duties of the Treasurer. He/she shall serve in this capacity until the next House of Delegates.

### **ARTICLE X - BOARD OF TRUSTEES**

**Section A** - The Board of Trustees shall be composed of the Officers (as defined in Article VIII of these bylaws) and member(s) or his/her/their alternate(s) who shall be known as Trustee(s) as provided in Article VI, Section C.2 of these Bylaws.

Each Trustee and Alternate Trustee elected by a vote of an Academy shall serve for a term of three (3) years unless the election is for an unexpired term.

The Ohio Podiatric Young Physicians Section (Composed of OHFAMA Members who are in residency training or less than 10 years in practice) shall select one member to serve as the 'young physician' trustee. The choice shall be reported to the OHFAMA executive director not more than 90 days following the OHFAMA House of Delegates meeting. The OHFAMA young physician trustee shall be a voting member of the OHFAMA Board. The alternate young physician trustee is also provided by this Bylaw and shall fill the young physician trustee seat in the absence of the trustee.

In addition, the OPMSA shall elect one member to serve as a voting ex-officio member.

## **Section B**

1. If any vacancy occurs on the Board of Trustees, the unexpired term thus created shall be filled by election by the Academy at its next regularly scheduled meeting.
2. The Academy shall have the power to terminate the term of office of its Trustees and /or Alternate Trustees, by two-thirds vote of the Academy members present and voting after written notice to its members thirty (30) days prior to said action.

**Section C** - The Board of Trustees shall be empowered to employ legal counsel or other personnel or any combination thereof necessary or desirable for the efficient operation of the Association.

**Section D** - The Board of Trustees shall be the administrative and executive body of the Association and shall have all powers and duties necessarily attendant hereto, including but not limited to the following:

1. The Board of Trustees shall have the authority to adopt such measures not inconsistent with these Bylaws, as it deems necessary or expedient to carry out the policies of the House of Delegates and correct or improve undesirable conditions in the Academies.
2. It shall be the duty of the Board of Trustees to superintend all activities of the Association, and carry out the directives of the House of Delegates.
3. The Board of Trustees shall have final authority to discipline members of the association for violation(s) of these bylaws with expulsion, suspension for a stated time, suspension for a stated or unstated time with conditions precedent to reinstatement, removal from office or other position of trust within the association, or a reprimand.

**Section E** - A quorum of the Board of Trustees shall consist of a majority of the Trustees or their Alternates including Officers.

**Section F** - Business of the Board may be conducted by mail ballots which shall be submitted to the voting members of the Board in the form of a resolution accompanied by sufficient information to demonstrate the need for such a ballot. The ballot and resolution shall be prepared by the Executive Director on his initiative by the direction of the President, or by the request of five (5) voting members of the Board. The Executive Director shall submit such additional information to the members of the Board as shall be reasonably necessary to permit an intelligent and justifiable vote. An affirmative vote of two-thirds of the voting members shall be necessary to carry a mail ballot. All mail votes shall be recorded in the minutes of the next regular session of the Board.

## **Section G**

1. Any trustee of the Association may be removed for cause at any time, upon recommendation of the Board of Inquiry and by the affirmative vote of three-fourths (3/4) of the members of the Board of Trustees. If a trustee so removed is also an officer of the Association, such removal shall constitute simultaneous removal from his or her position as an officer. If a trustee so removed is also a delegate to the American Podiatric Medical Association (APMA) House of Delegates, such removal shall constitute simultaneous removal from his or her position as APMA delegate.

2. Absence from more than 50 percent of the OHFAMA Board of Trustees meetings shall constitute cause for removal. Absences shall be considered excused if approved by the president.

## **ARTICLE XI - MEETINGS**

### **Section A - Regular meetings**

1. House of Delegates. Shall be held in the State of Ohio at a time and place selected by the Board of Trustees. This shall be the annual business meeting of the OHFAMA.
2. Board of Trustees. The Board and Trustees shall meet at regular intervals at times and places determined in advance by the Board of Trustees.

### **Section B - Special Meetings**

1. House of Delegates. Special meeting of the House of Delegates may be called by the President or by order of the Board of Trustees.
2. Board of Trustees. Special meetings of the Board of Trustees may be called by the President, the Executive Committee, on the request of five (5) or more members of the Board of Trustees as often as is deemed necessary or expedient for the welfare of the Association.
3. Notices. Notice of any special meeting of the House of Delegates shall contain the object for which it is called, and shall be mailed at least fourteen (14) days before the date of the called meetings. Notice of any special meeting of the Board of Trustees shall be given each Trustee as provided in Article X, Section H of the Bylaws.

### **Section C - Registration**

1. All members and guests in attendance at a meeting of any Academy or of this Association shall be recorded.

## **ARTICLE XII - COMMITTEES AND DUTIES**

**Section A** - There shall be the following standing committees which shall be appointed by the President from among the membership of the organization with the approval of the Board of Trustees except as otherwise provided herein. Committees shall select a chairman from their own membership unless otherwise provided in these Bylaws.

1. Finance and Budget Committee
  - a. This Committee shall be composed of the Secretary/Treasurer, the 1<sup>st</sup> Vice President, the 2<sup>nd</sup> Vice President (non-voting – ex-officio), the President (non-voting – ex-officio), the Executive Director (non-voting – ex-officio), and three other Board members to be elected by the Board of Trustees. A member shall be elected to a three-year term to replace the retiring member of the Committee. This Committee shall annually elect a Chairman from the Committee Membership.

b. It shall be the duty of the Budget and Finance Committee to secure the services of a public accountant to prepare and audit, compilation, or review of the financial records of the Association. The audit, compilation, or review shall be conducted before the opening of the House of Delegates Prior to each meeting of the House of Delegates, the Finance and Budget Committee shall inventory the assets of the Association.

c. It shall superintend and determine the investment of all funds of the Association. It shall prepare and submit a budget for the next fiscal year at each annual session of the House of Delegates.

d. The Finance and Budget Committee may conduct deliberative meetings by electronic methods including teleconference, audio-conference, and/or internet-based communication/information transmittal systems. The rules for meetings held via electronic methods shall conform to the policy established by the Executive Committee and Board of Trustees.

## 2. Executive Committee

a. The Executive Committee shall consist of the Officers (as defined in Article VIII of these Bylaws) and Executive Director (ex-officio, without vote) of the Ohio Foot and Ankle Medical Association.

b. The President of the Association shall serve as Chairman of this Committee.

c. This Committee shall meet between regularly scheduled meetings of the Board.

d. The purpose of this Committee shall be to conduct the business of the Association between regularly scheduled meetings of the Board.

e. This Committee may submit resolutions advocating changes in the Articles of Incorporation and/or Bylaws.

f. This Committee shall also serve as a personnel committee with respect to review of the performance of the Executive Director.

## 3. Boards of Inquiry

a. Boards of Inquiry may be authorized and appointed in the manner hereinafter provided for the following purposes:

i. To inquire into and report on any questions arising under the Bylaws, Code of Ethics, or APMA Policies and Administrative Procedures, and disciplinary actions related thereto.

ii. To inquire into and report on any controversies involving an Academy or an individual, and to consider any allegations brought against them.

iii. To inquire into and report on the recall of any person holding office subject to election by the House of Delegates.

iv. To inquire into and report on any other matters which may be referred to it.

b. Boards of Inquiry may be authorized by the House of Delegates or the Board of Trustees, or they may be authorized by the President with the approval of four other members of the Board. The authorization for a Board of Inquiry shall be as specific as possible in stating the particular purpose for which the Board of Inquiry is to be appointed.

c. Boards of Inquiry shall consist of no fewer than three and no more than seven members who are appointed by the President with the approval of the Board of Trustees, except in the event that the Board of Trustees (either individually or collectively) is a party to a dispute that has been referred to a Board of Inquiry, then it shall be appointed by the Executive Director. Boards of Inquiry may consist of members of the Board of Trustees and other members in good standing of the Association who are not party to the matter under consideration by the Board of Inquiry. The majority of a Board of Inquiry shall consist of individuals who are not members of the Board of Trustees.

d. The Chair of a Board of Inquiry shall be appointed by the President, with the approval of the Board of Trustees, at the time the entire Board of Inquiry is appointed. In the event that the Board of Trustees (either individually or collectively) is a party to a dispute that has been referred to a Board of Inquiry, then the Chair shall be appointed by the Speaker of the House of Delegates.

e. The procedures for the conduct of a Board of Inquiry shall be stated in the APMA Policies and Administrative Procedures.

**Section B** - The President shall appoint such ad hoc committees as he/she deems necessary for the conduct of the business of the association and shall appoint the chairman thereof. The ad hoc committee may conduct deliberative meetings by electronic methods including teleconference, audio-conference, and/or internet-based communication/information transmittal systems. The rules for meetings held via electronic methods shall conform to the policy established by the Executive Committee and Board of Trustees.

**Section C** - Any Committee member of the Ohio Foot and Ankle Medical Association who is absent from three (3) consecutive meetings of any committee, without just cause, shall automatically cease to be a member of said Committee.

His/her replacement shall be made by the President in his/her sole discretion.

### **ARTICLE XIII - APMA DELEGATES**

**Section A** – Delegates/Alternate Delegate - American Podiatric Medical Association

1. At the Annual House of Delegates Meeting, the House shall elect, from among the members in good standing of this association, Delegates to a three (3) year term to represent the Ohio Foot and Ankle Medical Association at any regular or special meeting of the House of Delegates of the American Podiatric Medical Association. All expired terms of APMA Delegates as well as open unexpired term will be elected at this time. Until the OHFAMA membership reaches 601,



the President shall automatically, provided he is not an elected delegate, serve as the First Alternate Delegate. When the OHFAMA membership reaches 601, the President shall automatically serve a one-year term as the seventh Delegate provided he or she is not an elected delegate, in which case the First Vice President will serve as the 7<sup>th</sup> Delegate. When the President assumes the seventh delegate position, the First Vice President will serve as the First Paid Alternate Delegate. If the First Vice President is currently an elected delegate, the Second Vice President will then serve as the paid First Alternate Delegate. If the Second Vice President is already serving as an elected delegate then the First Paid Alternate position will be elected by the House. At each annual meeting, this Association shall elect a second Alternate Delegate for a one (1) year term.

2. Each Delegate/ Alternate delegate shall be provided with proper credentials on a form furnished to the State Secretary and properly signed by the President and the Secretary/Treasurer, and carrying the seal of the Association, which each Delegate and Alternate will be required to file with the Credentials Committee of the American Podiatric Medical Association when registering at the convention.

#### **Section B - Delegation Procedures**

1. The Delegates/Alternates Delegate shall conduct sufficient caucuses before and during the APMA House of Delegates to make informed decisions on behalf of the membership. At least one of these caucuses shall be conducted to include the participation of elected Delegates and Alternates, the Executive Committee and Executive Director. This joint caucus shall be scheduled near or during the time of the Association's winter Board of Trustees meeting as appropriate.
2. The delegation shall make its operational procedures known to the OHFAMA Board of Trustees not later than its winter meeting each year.
3. The Executive Director is considered a non-voting ex-officio member of the Ohio delegation to the APMA House of Delegates.

#### **Section C – Removal of Delegate/Alternate Delegate**

1. Any Delegate/Alternate delegate to the House of Delegates of the American Podiatric Medical Association (APMA) may be removed for cause at any time, upon recommendation of the Board of Trustees by the affirmative vote of three-fourths (3/4) of the members of the Board of Trustees.
2. APMA Delegates/Alternate Delegates shall attend Board of Trustees meetings of the Ohio Foot and Ankle Medical Association. Absence from more than 50 percent of the OHFAMA Board of Trustees meetings shall constitute cause for removal. Absences shall be considered excused if approved by the President.
3. The APMA Delegation may conduct deliberative meetings by electronic methods including teleconference, audio-conference, and/or internet-based communication/information transmittal systems. The rules for meetings held via electronic methods shall conform to the policy established by the Executive Committee and Board of Trustees.

## **ARTICLE XIV - PENALTIES**

**Section A-** Any member of the Association who shall neglect or refuse to obey the order of the presiding officer at any regular or special meeting may, at the discretion of the presiding officer, be excluded from the meeting.

**Section B-** A Life Member who is found to be practicing podiatry in any capacity for which he receives remuneration shall be removed from this category of membership and be placed in the category for which he/she is qualified. The member shall pay the dues of this category retroactive to the beginning of the fiscal year.

## **ARTICLE XV - RESIGNATIONS**

A Member may resign from the Association at any time by sending notice of the resignation to the Executive Director or the Secretary/Treasurer. Membership for resident members in training automatically terminates at the end of the fiscal year and no resignation is required.

## **ARTICLE XVI - AMENDING THE BYLAWS**

**Section A – Vote.** The Articles of Incorporation and/or Bylaws of the Association cannot be amended except by two-thirds (2/3) of the members of the House of Delegates who are registered as present at the meeting and who vote on the proposal.

**Section B – Origination.** All proposed amendments must originate in or be submitted through the Board of Trustees or by an Academy.

**Section C - Procedure**

1. Copies of the proposed amendment shall be submitted to the Secretary of the Association 60 days prior to the annual meeting of the Association.
2. Copies of the proposed amendments shall be submitted by the Secretary to each Academy 60 days prior to the annual meeting of the Association.

## **ARTICLE XVII - INDEMNIFICATION**

Each Delegate, Officer, Trustee, agent, employee or volunteer of the Association and Delegate, Officer, Trustee, agent, employee or volunteer of any corporation serving as such at the request of the Association, shall be indemnified by the Association under the standards set by and to the fullest possible extent allowable under Section 1702, 12 (E), Ohio Revised Code, as the same shall be amended from time to time.

The forgoing right of indemnification shall be in addition to any other rights to which any person seeking indemnification may be or become entitled by law, vote of Members or vote of disinterested Trustees of the Association. The Association shall be empowered to purchase insurance for the purposes set forth herein.

## **ARTICLE XVIII – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

### **CODE OF ETHICS**

Members of the Ohio Foot and Ankle Medical Association, recognizing the need for established guidelines for professional conduct and realizing that these guidelines are both explicit and implicit, declare that they will conduct themselves in a professional, ethical, responsible, and dignified manner at all times; that their conduct should never bring discredit upon themselves or impugn the integrity of their profession. Podiatrists shall fully comply with all state and federal laws and regulations pertaining to either the medical or commercial aspects of the practice of podiatry and the protection of the public health. Toward this end we attach the following:

- A. Revised Code of Ohio
- B. American Podiatric Medical Association Code of Ethics (adopted April, 2005)

Document revisions/amendments

11/04/2006

12/01/2007

10/01/2009

12/04/2010

12/03/2011

12/01/2012

11/20/2014

11/19/2015