

1 AMENDMENT TO OHFAMA BYLAWS

2 PROPOSITION B-20: MULTIPLE BYLAWS CHANGES

3 **PURPOSE:** To update bylaws in compliance with recent APMA bylaws changes and to update bylaws
4 in multiple other areas.

5 **BACKGROUND:** Occasionally an update to association bylaws are necessary for a variety of reasons
6 which may include:

- 7 • Compliance with APMA bylaws changes.
- 8 • Compliance with local, state and federal statutes.
- 9 • Common sense updates and edits.
- 10 • Recommended changes by elected officials and general membership.

11 Although the research presented by the OHFAMA House of Delegates Assessment Committee combined
12 with two independent membership surveys has indicated that a change from our House of Delegates
13 (HOD) annual meeting format to an Annual Business Meeting format makes sense and Resolution 19-01
14 from the 2019 OHFAMA HOD passed, indicating the Association’s desire to pursue a change in annual
15 meeting format, it is not a guarantee that this policy will pass the 2020 OHFAMA HOD. It is still vital to
16 the Association that other policies proposed still be considered for changes to OHFAMA bylaws.
17 Therefore, these other changes are presented here for consideration if the Proposition that includes the
18 Annual Business Meeting change fails to pass.

19 Over the last three years, there has been significant changes in the structure of APMA governance and
20 bylaws that will require a parallel change to the OHFAMA bylaws. Membership category definition
21 changes and dues payment process changes have dictated changes in OHFAMA bylaws and are presented
22 in the attached bylaws.

23 The passage of Proposition A-19 at the 2019 OHFAMA HOD has led to the proposed changes on term
24 and election of the Young Member Trustee.

25 The passage of Resolution 19-02 at the 2019 OHFAMA HOD has led to changing the Chair of the
26 Finance and Budget Committee from an appointed member of the committee to the elected Treasurer of
27 the OHFAMA.

28 Creation of an OHFAMA membership category called Federal Services Member. Currently, podiatrists
29 in Federal Services can elect to be members in the APMA Federal Services category or become an
30 OHFAMA Active member. APMA bylaws prohibit membership in both components. Those who choose
31 the APMA Federal Services membership have no benefits or association from OHFAMA if they practice
32 in Ohio. The addition of the OHFAMA Federal Services Member category will enable these members to
33 be included in some of the benefits and associations of OHFAMA membership instead of exclusion.
34 APMA Federal Services members who practice in Ohio are valued members of our profession in the state
35 and carry many of the same concerns, hardships, goals and aspirations as OHFAMA members and should
36 not be a forgotten voice or partner in this profession.

37 Some proposed bylaws changes are minor edits, corrections of typos/errors and changes of personal
38 preference. A minor edit example is the consolidation of privileges for OHFAMA Employee, Honorary,
39 Life, Permanently Disabled, Federal Service and Student members. The most significant error correction
40 is the movement of lines from the Active member privileges to the Postgraduate member privileges that
41 were misplaced in a previously published version after the 2018 OHFAMA HOD. An example of a
42 change of personal preference is the renaming of the Finance and Budget Committee to the Budget and
43 Finance Committee.

44 It is proposed to remove any statement of Association dues and fees from the bylaws and move them to a
45 new document proposed called the "OHFAMA Dues and Fees Schedule". The OHFAMA bylaws are a
46 legal document and the intent is for structure and stability in its declarations. Dues and fees assessments
47 are dependent on the financial status of the world and the budget of the Association, all of which can
48 change annually. The Association would be better served to have a separate document of dues and fees
49 that can be easier for members to access and understand, as it will be all in one place and consolidated,
50 and it will be a document that can be amended by the Association without rewriting the bylaws.

51 It is proposed to limit the terms of the OHFAMA Secretary/Treasurer to five consecutive terms. All
52 officers within the Executive Committee, with exception of the Secretary/Treasurer, follow a path from
53 2nd VP, 1st VP, President and Immediate Past President and therefore are term limited. They serve four
54 years and have one vote each on committee issues. The Secretary/Treasurer has traditionally been held
55 for more consecutive terms than the other officers. While the nature of the office of Secretary/Treasurer
56 may benefit from the experience that comes with multiple terms, it is not enough to justify the seniority
57 on voting matters to a point and some uniformity in consecutive terms should be instituted. Thus, it is
58 proposed in the bylaws changes that the OHFAMA Secretary/Treasurer be limited to five consecutive
59 terms.

60 The current OHFAMA bylaws lack a process to replace the Young Member Trustee or the APMA 2nd
61 Alternate Delegate should either leave office for any reason prior to the completion of his/her term. This
62 is now defined in the bylaws proposed.

63 It is proposed to allow the Board of Trustees (BOT) to vote on matters electronically. A formal policy is
64 not currently in place and the recent difficulties in meeting personally due to COVID19 has made it
65 evident that there may be times when it is the best option in order to govern the Association properly,
66 efficiently and safely.

67 It is proposed to add an emergency bylaws amendment procedure. There is a written policy but not one
68 clearly stated within OHFAMA bylaws for this. The policy presented in the bylaws changes mimics the
69 one in the APMA bylaws.

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72 **REFERENCES:**

- 73 • OHFAMA bylaws
- 74 • APMA bylaws

75 **POLICY DOCUMENT:** OHFAMA Bylaws

76 **SUBMITTED BY:** OHFAMA Board of Trustees

77 **CO-SPONSORED BY:**

78 **FINANCIAL IMPACT:** The cost of research and materials of these bylaws changes was less than \$50.
79 The future cost of implementation of these bylaws changes is projected to be \$0.

80 **INSTRUCTIONS:** Delete the stricken text and insert the underlined text.

81 **BYLAWS:** Document following pages.

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**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. Non-Practicing Member
 - h. Permanently Disabled Member
 - i. ~~Industry~~ Affiliate Member
 - j. ~~Direct Member~~ OHFAMA Employee Member
 - k. Honorary Member
 - l. Student Member
 - m. 5.4 Status Member
 - n. Federal Services 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.

144 2. Associate Member: Shall be limited to the corresponding year after entering the practice
 145 of podiatry and may be conferred upon any person who has successfully fulfilled all
 146 requirements of Article IV. Years of military service and years of membership as a
 147 resident or post-graduate member not to exceed 4 years shall not be counted in
 148 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

149 3. Senior Member: A member in good standing other than an Honorary of this Association
 150 may apply for classification as a Senior Member and said member shall be entitled to all
 151 the privileges of an active member if said member is:
 152

- 153 a. A member who has ~~reached retirement age as provided by the Social Security~~
 154 ~~Administration, or has been forced into curtailment because of illness;~~ attained the
 155 age of 65 years; and
- 156 b. A member who is actively engaged in practice for no more than 20 hours per week;
 157 and
- 158 c. A member who has been in good standing for ~~15~~ 20 consecutive years or for an
 159 aggregate 25 years.

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 162 **PROVISIO: Any current member who has achieved Senior Member status on or**
 163 **before April 1, 2019 shall not be affected by this change.**

164 4. Life Member: A member in good standing ~~other than an Honorary or International~~
 165 ~~Member~~ of this Association may apply for classification as a Life Member if said
 166 member is:

- 167 a. A member who has completely retired and remains retired from the practice of
 168 podiatric medicine, has attained the age of 65 years, and has been a member in
 169 good standing for ~~15~~ 20 consecutive years or for an aggregate of 30 years; or
- 170 b. ~~A member who has completely retired and remains retired from the practice of~~
 171 ~~podiatric medicine and has been a member in good standing for 25 consecutive~~
 172 ~~years; or~~
- 173 c. A member who has been in good standing for a minimum of 50 years.

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181 *PROVISO: Any current member who has achieved Life Member status on or before*
182 *April 1, 2019 shall not be affected by this change.*
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185 d. ~~In the case of reinstatement, the number of years required for Life Membership~~
186 ~~need not be consecutive, provided only one such reinstatement shall be permitted,~~
187 ~~and further such reinstatement shall not be available to anyone whose membership~~
188 ~~was suspended or interrupted for unethical or illegal activity involving the practice~~
189 ~~of podiatric medicine.~~
190

191 e. ~~The member will be confirmed by the Board of Trustees~~
192

- 193 5. Faculty Member: A licensed DPM employed in a full-time teaching, administrative, or
194 research position in the state of Ohio at a college of podiatric medicine, medical school,
195 or academic health science center. The determination of full-time status shall be in
196 accordance with the rules and regulations of the institution where such position is held.
197
- 198 6. ~~Resident or Postgraduate Member:~~ A DPM who is serving as a resident or fellow in a
199 program approved by the Joint Residency Review Committee or approved by the Council
200 on Podiatric Medical Education, hereinafter referred to as the “Council” or “CPME,” or
201 who is a full-time postgraduate student, may be
202 classified as a Postgraduate Member, ~~provided said member is in good standing of a~~
203 ~~component society or association where available.~~ A DPM who has completed a
204 residency, fellowship or postgraduate program, and who has not entered practice, may,
205 ~~with the concurrence of the appropriate component society or association,~~ remain in such
206 membership status for a maximum period of one year or until said member enters
207 practice, whichever is earlier.
208
- 209 7. Permanently Disabled Member: A member in good standing who is permanently
210 disabled, ~~who is a member in good standing of a component society or association where~~
211 ~~available, and for whom the payment of dues may constitute a hardship, may be classified~~
212 ~~as a permanently disabled member.~~ “Permanently disabled” shall mean total disability
213 that continuously prevents the member from carrying out substantial and material
214 professional duties; such member ~~must be under the regular care of another physician and~~
215 ~~may not derive any income or profit from any activity as a podiatrist.~~ Although the DPM
216 is not required to maintain a license, to qualify for this category the DPM’s license shall
217 not have been suspended or revoked.
218
- 219 8. ~~Industry-Affiliate Member:~~ May be available to ~~an individual~~s who are not Doctors of
220 Podiatric Medicine, but who, in the judgment of the Board of Trustees, have a
221 professional ~~have a professional~~ interest in foot health or podiatric medicine.
222
- 223 9. ~~Direct OHFAMA Employee~~ Member: A DPM licensed to practice in a state, district,
224 territory, or dependency of the United States, who is a full-time employee of this
225 Association.
226
- 227 10. Honorary Member: An individual, who ~~may~~ does not hold the DPM degree,
228 recommended by the OHFAMA Board of Trustees (hereinafter referred to as “Board” or
229 “Board of Trustees”), who has made outstanding contributions to the advancement of the

230 art and science of podiatric medicine or who has performed a distinguished service to the
231 profession, and who has been elected by a two-thirds vote of the members present and
232 voting at a meeting of the House of Delegates.
233

- 234 11. Student Member: Students enrolled at the Kent State University College of Podiatric
235 Medicine who are members in good standing of the ~~Ohio~~ American Podiatric Medical
236 Students Association ~~shall automatically~~ may be members ~~in good standing~~ at the Ohio
237 Foot and Ankle Medical Association.
238
- 239 12. Non-Practicing Member: ~~A DPM licensed to practice who has not been engaged in~~
240 ~~practice or in the dispensing of podiatric medical services for a minimum of one year. As~~
241 ~~a DPM's employment status can change relatively quickly, this category is not~~
242 ~~considered permanent. This category requires a DPM to apply for Non-Practicing status~~
243 ~~each year. A DPM who has not been engaged in practice or in the dispensing of~~
244 podiatric medical services for a minimum of one year. Persons who are not directly
245 engaged in the practice of podiatric medicine, but derive income due to their medical
246 knowledge, education, or licensure and/or are gainfully employed in a field associated
247 with the dispensing of podiatric medical services, may not be considered non-practicing
248 for the purpose of this category. (This is not limited to, but includes practice consultant,
249 practice management, product consultation or sales, medical or insurance review
250 services, lecturing, or any employment which is determined as a result of podiatric
251 medical education or licensure.)~~Although the DPM is not required to maintain a~~
252 license to qualify for this category, the DPM's license shall not have been suspended or
253 revoked.
254
- 255 13. 5.4 Status Member: A member in good standing, for whom the payment of dues would
256 constitute a hardship due to a temporary physical disability, illness, or other reasons. 5.4
257 Status cannot be backdated and can only apply to the current fiscal year. It is the
258 determination of the Executive Committee of the Board of Trustees the policies and
259 procedures that will be used to grant the initial and any subsequent renewals of 5.4
260 Status.
261
- 262 14. Federal Service Member: Any DPM licensed to practice in any state, district, territory or
263 dependency of the United States whose principal (50 percent or greater) or sole
264 employment in the field of podiatric medicine is in the Federal Services and who is a
265 member in good standing of the Federal Services Podiatric Medical Association. A
266 member who is employed in federal services who qualifies for membership in another
267 OHFAMA category shall choose between either membership in the federal services
268 component or OHFAMA, but cannot be a member in both categories.
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270 Section C – In Good Standing

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

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

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282 **Section E – Privileges**
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284 1. Active, Associate, Senior, ~~Life~~, Faculty, ~~Non-Practicing~~, 5.4 Status and ~~Permanently~~
285 ~~Disabled~~ Members:

- 286
- 287 a. Shall receive all publications of the Association.
 - 288 b. Shall be eligible for admission to any educational session and such other services as
289 are provided by the Association.
 - 290 c. Shall be eligible for election or appointment to any committee, council, board or
291 similar position in the Association as provided in these Bylaws. ~~with the exceptions~~
292 ~~of the Academy offices of President, Treasurer, Trustee and Alternate Trustee, the~~
293 ~~OHFAMA Executive Committee offices and the APMA Delegate/Alternate Delegate~~
294 ~~positions.~~
 - 295 d. Shall be eligible to vote at the Academy level. ~~with the exceptions of officer~~
296 ~~elections, any part of or whole budget approvals and bylaws approvals or~~
297 ~~amendments.~~
 - 298 e. Shall be eligible to vote at the OHFAMA House of Delegates.
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300 2. ~~Resident and~~ Postgraduate Members:

- 301
- 302 a. Shall receive all publications of the Association.
 - 303 b. Shall be eligible for admission to any educational session and such other services as
304 are provided by the Association.
 - 305 c. Shall be eligible for election or appointment to any committee, council, board, or
306 similar position in the Association as provided in these Bylaws with the exceptions
307 of the Academy offices of President, Treasurer, Trustee and Alternate Trustee, the
308 OHFAMA Executive Committee offices and the APMA Delegate and Alternate
309 Delegate positions.
 - 310 d. Shall be eligible to vote at the Academy level except in officer elections and on any
311 part of or whole budget approvals and bylaws approvals or amendments.
 - 312 e. Shall be eligible to vote at the Association’s House of Delegates provided they have
313 been certified by their respective Academy to have attended greater than fifty percent
314 of their Academy meetings since the last House of Delegates.
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316 3. ~~Industry~~-Affiliate Members:

- 317
- 318 a. Shall receive all publications of the Association.
- 319

320 4. OHFAMA Employee, Honorary, Life, Permanently Disabled, Federal Service, Non-
321 Practicing and Student Members:

- 322
- 323 a. ~~Shall~~ May receive all publications of the Association.
 - 324 b. Shall be eligible for admission to any educational session and such other services as
325 are provided by the Association.

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- 5. Honorary Members:
 - 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 Members:
 - a. ~~Shall be eligible for admission to any educational session and such other services as are provided by the Association.~~

Section F – Suspension or Expulsion from Membership

- 1. Any member who fails to submit dues and special purpose assessments in accordance with prescribed payment schedules shall may be subject to suspension from membership. Membership may continue, with additional dues and fees, until the individual fulfills all payment obligations.

- 2. Any member who is found to have violated the APMA or OHFAMA Bylaws, Code of Ethics, or Administrative Procedures shall be subject to expulsion (which may be permanent) from the membership of this Association. Review and determination of expulsion shall be considered by the OHFAMA Board of Trustees and will be subject to appeal to APMA and/or OHFAMA in accordance with the APMA Administrative Procedures and OHFAMA Bylaws.

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, ~~students and residents.~~ Postgraduate members must hold a valid training certificate from the State Medical Board of Ohio.

- 4. ~~Applicant must be of good moral and professional repute.~~

Section B - Submission

- 1. Applicant shall submit the completed application to the ~~OHFAMA~~ APMA which shall review it for completeness and forward it to ~~the Trustee of the Academy~~ OHFAMA. ~~wherein the applicant has his/her primary office or primarily conducts his/her practice of podiatry.~~

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373 2. The Executive Director shall submit the application and recommendation for approval by a
374 simple majority of the Board of Trustees.
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376 3. ~~Academics must meet at least 30 days before the House of Delegates.~~

377 **Section C - Appeal**

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

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ARTICLE V - FEES AND DUES

385 **Section A - Membership Dues**

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387 1. Membership dues and fees are presented in the OHFAMA Dues and Fees Schedule, which may
388 be amended with a two-thirds vote of the Delegates present at the annual House of Delegates
389 meeting.
390
391 2. ~~Honorary Members shall be exempt from all dues levied by the Ohio Foot and Ankle Medical~~
392 ~~Association.~~
393
394 3. ~~Life Members shall meet the per capita dues of the American Podiatric Medical Association and~~
395 ~~those granted Life Member status after January 1, 2012 shall have an annual \$25 OHFAMA Life~~
396 ~~Member dues.~~
397
398 4. ~~Dues for Active Members, Fourth Year Associate Members, Third Year Associate Members,~~
399 ~~Second Year Associate Members, First Year Associate Members, and Senior Members shall be~~
400 ~~as found in dues schedule in Appendix A (attached).~~
401
402 5. ~~Student Members dues shall be \$0.00 per annum.~~
403
404 6. ~~Membership fees and dues are due and payable on or before May 1st for the fiscal year that runs~~
405 ~~from May 1 to April 30. Members may choose to pay dues on a semi-annual basis. The~~
406 ~~Executive Director may establish short term payment plans with the approval of the Executive~~
407 ~~Committee.~~
408
409 7. ~~A monthly pro-ration of the dues structure shall be maintained by OHFAMA. New or reinstated~~
410 ~~members who join mid-year shall remit dues amounts based on that pro-ration and the date of~~
411 ~~their application.~~
412
413 8. ~~In addition, there shall be a fee of \$100.00 for persons applying for re-instatement to the~~
414 ~~Association. This fee is payable at the time of re-instatement. This fee may be waived by the~~
415 ~~Executive Director and/or the Executive Committee.~~
416

417 9. Dues shall be budgeted for and may be adjusted annually with board action and approved by the
418 Delegates at the House of Delegates. Adjustments may include a temporary (one year) or
419 permanent dues structure change. ~~by an amount not to exceed the current fee plus or minus the~~
420 ~~Consumer Price Index (CPI) difference (rounded to two decimal places) for the previous calendar~~
421 ~~year as published by the U.S. Department of Labor, Bureau of Labor Statistics at~~
422 ~~ftp:ftp.bls.gov/pub/special.requests/cpi/cpiiai.txt (or title of like import), rounded to the nearest~~
423 ~~\$5. The board may act before the May billing commences, i.e., at the winter BOT meeting to~~
424 ~~change or defer an annual adjustment as it deems necessary for the next calendar year. With the~~
425 ~~direction of the House of Delegates, the Board will assess and vote to use or not use the measure.~~
426 ~~From year to year, if an increase is approved, it does not build or accumulate and it is "not~~
427 ~~permanent". It goes back to the original dues amount for the next dues cycle.~~

428 **Section B - Payment of Dues**

429
430 Dues are required to be paid on an annual ~~or semi-annual~~ basis unless the member has requested and has
431 received approval from the OHFAMA for a ~~quarterly or monthly~~ alternative payment schedule. ~~If the~~
432 ~~member is approved for a monthly or quarterly payment schedule, a minimum of one quarter of annual~~
433 ~~dues must be paid by May 1, one half by August 1, three quarters by November 1 and fully paid~~
434 ~~by February 1.~~

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- 436 1. ~~The first half payment shall be due and payable in full prior to May 1.~~
- 437
- 438 2. ~~The second half payment shall be due and payable by November 1.~~
- 439
- 440 3. Suspension should occur in accordance with the APMA Bylaws.
- 441
- 442 4. For dues billing purposes, Life Membership and Senior Membership shall become effective the
443 month that the member's written application for this status is approved by the Executive
444 Committee.
- 445
- 446 5. Any member, who fails to pay any assessment made by the Board of Trustees within the time set
447 forth in the action authorizing such assessment, shall be suspended for nonpayment of dues.
- 448
- 449 6. Any member who fails to pay any registration fee, continuing education fee, seminar fee, or other
450 fee owed to the Association, within 90 days of the date on which it became due shall be
451 suspended for non-payment of dues.
- 452
- 453 7. The amount ~~of \$15~~ per paid member due each Academy shall be remitted to each Academy. The
454 total amount due will be given to a representative of the Academy at the House of Delegates
455 meeting of the membership year just completed.
- 456

457 **Section C - Assessments**

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- 459 1. In the event that circumstances arise under which the Trustees determine in the exercise of their
460 fiduciary judgment that it is necessary and appropriate to assess the membership for a special and
461 unforeseen purpose, the Board of Trustees may, with a ~~60~~ 90 day notification of the officers of
462 each Academy of the OHFAMA and upon two-thirds of the members voting in a duly constituted
463 membership referendum, or a two-thirds vote of the voting members present at the Association's
464 Annual Business Meeting, assess the membership for a one year period.

465
466 2. Such assessment shall become due and payable at the time and in the manner stated in the action
467 authorizing the assessment.
468

469 **Section D - Suspension for Non-Payment of Dues**
470

471 1. Any member whose membership has been suspended for non-payment of dues and/or
472 assessments shall cease to benefit from membership in the Ohio Foot and Ankle Medical
473 Association. He/she shall automatically be reinstated, without any voting or action by the Board
474 of Trustees, on payment of his/her dues, assessments and/or other fees provided such payment is
475 received within 90 days of said suspension. Any member who has been suspended for non-
476 payment of dues, assessments, and/or other fees and does not make payment within 90 days shall,
477 in addition, meet the other provisions of reinstatement of these Bylaws.
478
479 2. The reinstatement fee shall apply to reinstatement after the 90-day limit. Members may be
480 entitled to a waiver of the reinstatement fee by written application to ~~the State Office~~ OHFAMA.
481 This written request for a waiver of the reinstatement fee is subject to the approval of the
482 Executive Committee.
483

484 **ARTICLE VI - ACADEMIES**
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486 **Section A** - The Ohio Foot and Ankle Medical Association shall be made up of various divisions,
487 designated as academies and known as Central, Eastern, Mideastern, Midwestern, North Central,
488 Northeastern, Northwestern, and Southern, which have been outlined geographically and are
489 composed of the counties listed herein.
490

491 **Central Academy** shall cover: Marion, Morrow, Knox, Union, Delaware, Licking Muskingum,
492 Madison, Franklin, Fairfield, Perry, Morgan, Fayette, Pickaway, Hocking, Athens, Ross, and
493 Vinton Counties.
494

495 **Eastern Academy** shall cover Trumbull, Mahoning, Carroll, Columbiana, Jefferson, Harrison,
496 Belmont, Noble, Monroe, Washington, and Guernsey Counties.
497

498 **Mideastern Academy** shall cover: Medina, Portage, Stark, Tuscarawas, Wayne, Summit,
499 Holmes, and Coshocton Counties.
500

501 **Midwestern Academy** shall cover: Allen, Auglaize, Champaign, Clark, Darke, Greene, Logan,
502 Mercer, Miami, Montgomery, Preble, Shelby, Van Wert, and Warren Counties.
503

504 **North Central Academy** shall cover: Ashland, Crawford, Erie, Huron, Lorain, and Richland
505 Counties.
506

507 **Northeastern Academy** shall cover: Ashtabula, Cuyahoga, Geauga, and Lake Counties.
508

509 **Northwestern Academy** shall cover: Defiance, Fulton, Hancock, Hardin, Henry, Lucas, Ottawa,
510 Paulding, Putnam, Sandusky, Seneca, Williams, Wood, and Wyandotte.
511

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

514
515 By an amendment to these Bylaws as set forth in Article XVI hereof, an Academy may be divided
516 into two or more Academies, and Academies may be consolidated or merged by the Association on
517 the request of fifteen or more affected members who must present evidence that such changes would
518 be advantageous to the members therein, and would contribute to the welfare of the Association.

519 **Section B -** ~~The academies~~ Each Academy shall meet at least 30 days before ~~prior to~~ the House of
520 Delegates.

521
522 **Section C -** Each Academy shall elect annually from its membership a President, Vice
523 President, Secretary-Treasurer. or Secretary and Treasurer, and Delegates to the House of
524 Delegates of the Ohio Foot and Ankle Medical Association, and shall triennially elect
525 Trustees.

- 526
527 1. Each Academy shall be entitled to one Delegate for each ten (10) members or fraction
528 thereof in good standing (including Resident but Excluding Student Affiliate members).
529 One or more Alternate Delegates may be elected at the option of the Academy. The
530 members of the Ohio Podiatric Medical Students Association who attend the Kent State
531 University College of Podiatric Medicine shall be entitled to one Delegate and one
532 Alternate Delegate.
- 533
534 2. Each Academy shall be entitled to one (1) Trustee and one (1) Alternate Trustee for each
535 (99) ninety-nine members or fraction thereof ~~in good standing~~ (excluding ~~Resident~~
536 Affiliate, Honorary, Federal Service and Student members) and before being seated in the
537 House, shall present a certificate to the Secretary, signed by the academy president.
- 538
539 3. All elections shall be reported to the Secretary of the Association ~~not less than thirty (30)~~
540 ~~days~~ before the date of the House of Delegates. The Alternate Delegate or Alternate
541 Trustee shall represent the Academy in the absence of the Delegate or Trustee.
- 542
543 4. If any Academy drops below the number of members required for representation, the
544 Trustee shall finish out the current year and be reinstated if the level then rises above the
545 requirement during the current three year term.
- 546
547 5. ~~Section D-~~ All elections of Academy Officers, Trustees and Delegates shall be held ~~not~~
548 ~~more than sixty (60) days~~ prior to the House of Delegates of the OHFAMA. All duly
549 elected Delegates shall assume their duties immediately; ~~all~~ Trustees and Officers shall
550 assume office ~~as of the close of the House of Delegates of the OHFAMA~~ no sooner than
551 the close of the House of Delegates and no later than January 1 of the following year.
- 552
553 6. If any officer position is without a valid candidate on the ballot then the term of office of
554 the incumbent officer shall continue until a successor is elected.

555
556 In the event that an Academy ceases to meet and elect its OHFAMA House of Delegates representatives,
557 the OHFAMA Board of Trustees may offer direct elections to those members of OHFAMA not

558 represented by their local Academy in the OHFAMA House of Delegates. Those local Academy
559 Delegates at the OHFAMA House of Delegates meeting will be entitled to elect their OHFAMA Board of
560 Trustees member to represent them for one year.

561

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

564

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

567

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

572

573 **ARTICLE VII – HOUSE OF DELEGATES**

574 **Section A** – At least 60 days in advance, the Board of Trustees or the President shall specify the date and
575 the hour for the Association’s annual House of Delegates. The date and hour shall be stated in the notice
576 of the meeting. The purposes for which the House of Delegates is to be held, in addition to those
577 prescribed by law, by the Articles of Organization, or by these bylaws, may be specified by the President.
578 The house of Delegates shall be composed of the Officers of the Association, who shall preside in order
579 of their respective offices, the Immediate Past President, and the duly elected Delegates of the Academies
580 and the members of the Board of Trustees. ~~The election shall be reported to the Secretary of the~~
581 ~~Association not less than thirty (30) days before the date of the House of Delegates and the alternate~~
582 ~~delegate shall be credentialed and verified by the Secretary of the OHFAMA.~~

583

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

585 **Section B – Authority**

- 586 1. The House of Delegates shall be the governing body of the Association.
- 587
- 588 2. The House of Delegates shall determine the policies of the Association.
- 589
- 590 3. ~~The House of Delegates through~~ At the House of Delegates the newly elected President ~~its~~
591 ~~presiding officer shall~~ may appoint such ad hoc committees as ~~it~~ he/she deems necessary for
592 the conduct of ~~its~~ the Association’s business.
- 593
- 594 4. Electronic Meetings – Under no circumstances shall meetings of the House of Delegates be
595 conducted solely by electronic methods. Meetings of the House of Delegates shall be
596 conducted in-person in compliance with state laws governing corporations.

597

598 **Section C** – Each Delegate, before being seated in the House, shall present a certificate, signed by the
599 President of the Academy, stating that he/she is a duly elected Delegate, and a member in good standing.
600 Alternate Delegates shall present a like certificate and shall serve in the absence of the Delegate. Resident
601 and Postgraduate Delegates must certify that they have attended more than 50% of their respective
602 Academy meetings since the previous House of Delegates.

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Section D – The House of Delegates shall ~~meet~~ be held 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, 1st Vice President, 2nd Vice President, Secretary/Treasurer, and Immediate Past President.

Section B – Election/Qualification

The offices of President, 1st Vice President, 2nd 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 and shall hold office for one year, or until his/her successor is elected ~~or qualified.~~ The Secretary/Treasurer shall be limited to a consecutive term limit of five years.

Section D – Removal from Office

- 641 1. Any officer of the association may be removed for cause at any time upon
642 recommendation of the Board of Inquiry and by the affirmative vote of three fourths (3/4)
643 of the members of the Board of Trustees. If an officer so removed is also an elected
644 trustee of the association, such removal shall constitute simultaneous removal from his or
645 her position as trustee. If an officer so removed is also a delegate to the American
646 Podiatric Medical Association (APMA) House of Delegates, such removal shall
647 constitute simultaneous removal from his or her position as APMA Delegate.
648
- 649 2. Unexcused absence from two consecutive meetings of the Executive Committee and/or
650 Board of Trustees shall constitute cause for removal.
651
- 652 3. The Executive Committee and/or Board of Trustees may conduct deliberative meetings
653 by electronic methods including teleconference, audio-conference, and/or internet based
654 communication/information transmittal systems with the exception of the Association's
655 House of Delegates. The Board shall clearly define the rules for meetings held via
656 electronic methods by policy.
657

658 **ARTICLE IX - DUTIES OF OFFICERS**

659 **Section A - President**

- 660
- 661
- 662 1. The President shall preside at all meetings of the House of Delegates, Board of Trustees
663 and Executive Committee. He/she shall serve as Chairman of the Board of Trustees.
664 He/she shall appoint all standing committees with the approval of the Board of Trustees
665 and shall appoint all ad hoc committees of the Association, Board and Executive
666 Committee, except where otherwise provided in these Bylaws.
667
- 668 2. He/she shall be a member ex-officio of all Committees. At the annual meeting, he/she
669 shall submit a report of the general status of the organization and make any
670 recommendations for improvement of the Association.
671
- 672 3. He/she shall perform such other duties as are assigned him/her by the Board of
673 Trustees.

674 **Section B – 1st Vice President**

- 675
- 676
- 677 1. The 1st Vice President shall exercise all the powers and discharge the duties of the
678 President in the President's absence or disability and perform such other duties as may be
679 assigned to him/her by the Board of Trustees or the President.
680
- 681 2. He/she shall assist the President in the management of the Association and keep
682 himself/herself informed on all the functions of the office and policies of the Association.
683
- 684 3. In the event of resignation, death or removal of the President, the 1st Vice President shall
685 fill the unexpired term of the President.
686
- 687 4. He/she shall serve as the Chair of the OPPAC Board.

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Section C – 2nd Vice President

1. The 2nd Vice President shall exercise all the powers and discharge all the duties of the President and/or the 1st Vice President, in the absence and/or disability of both the President and 1st 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 1st Vice President, the 2nd Vice President shall fill the unexpired term of the 1st Vice President. In the event of the resignation, death or removal of the President and 1st Vice President, the 2nd Vice President shall fill the unexpired term of the President.
4. The 2nd Vice President shall serve on the ~~Finance and Budget~~ Budget and Finance Committee.

Section D - Secretary/Treasurer

~~The Secretary/Treasurer shall:~~

1. He/she shall keep a correct record of all proceedings of the meetings of the House of Delegates, the Executive Committee and the Board of Trustees.
2. He/she shall keep a list of members, their addresses, classification of membership, and a record of their status as to dues.
3. He/she shall 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 or Board of Trustees to destroy same or as listed in the Document Destruction Policy of OHFAMA.
4. He/she shall 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. He/she shall 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~~ Budget and Finance Committee and shall make available for that Committee all records of the Association.
6. He/she shall countersign all checks that exceed \$3,000 issued by the Executive Director after first satisfying himself/herself as to the propriety of the payment.
7. He/she shall act as Chair of the Budget and Finance Committee.

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

738 In the event of death, resignation or removal of the Treasurer from office, the President will
739 appoint an acting Chair from within the current Budget and Finance Committee who will then
740 serve this capacity until the election of a new Treasurer.
741

742 **ARTICLE X - BOARD OF TRUSTEES**

743
744 **Section A** - The Board of Trustees shall be composed of the Officers (as defined in Article VIII of these
745 bylaws) and member(s) or his/her/their alternate(s) who shall be known as Trustee(s) as provided in
746 Article VI, Section C.2 of these Bylaws.

- 747
748 1. Each Trustee and Alternate Trustee elected shall serve for a term of three (3) years unless the
749 election is for an unexpired term.
- 750
751 2. The Ohio Podiatric Young Physicians Section (Composed of OHFAMA Members who are ~~in~~ less
752 than 10 years since podiatry school graduation) shall select one member to serve as the ‘young
753 physician’ trustee. ~~The choice shall be reported to the OHFAMA executive director not more~~
754 ~~than 90 days following the OHFAMA House of Delegates meeting.~~ The OHFAMA Young
755 Physician Trustee shall be a voting member of the OHFAMA Board. The alternate young
756 physician trustee is also provided by this Bylaw and shall fill the Young Physician Trustee seat in
757 the absence of the trustee. Candidates shall be nominated by any member at the House of
758 Delegates meeting of the Association without the requirement of the candidate being present.
759 Elections will take place by any valid means (Article VII, Section F), including electronic ballot,
760 within thirty (30) days of the House of Delegates. The term of the Young Physician Trustee will
761 begin upon certification of the election result by the Association Secretary. The Alternate Young
762 Physician Trustee will be determined by the candidate in the election earning the second most
763 votes on the final ballot. If there is a vacancy of the Young Physician Trustee position, the
764 Alternate Young Physician Trustee would assume that role. If there is a vacancy of the Alternate
765 Young Physician Trustee position, an election must take place within thirty (30) days, unless the
766 next Annual Business Meeting is scheduled to take place within that period.
- 767
768 3. ~~In addition, the~~ The OPMSA KSUCPM student members shall elect one member to serve as a
769 voting ex-officio member.

770 771 **Section B**

- 772
773 1. If any vacancy occurs on the Board of Trustees, excluding the Young Physician Trustee, the
774 unexpired term thus created shall be filled by election by the Academy at its next regularly
775 scheduled meeting.

776
777 2. The Academy shall have the power to terminate the term of office of its Trustees and /or
778 Alternate Trustees, by two-thirds vote of the Academy members present and voting after written
779 notice to its members thirty (30) days prior to said action or in accordance with their chapter
780 bylaws.

781
782 **Section C** - The Board of Trustees shall be empowered to employ legal counsel or other personnel,
783 excluding staff or any other person or company that would create a conflict of interest, or any
784 combination thereof necessary or desirable for the efficient operation of the Association.

785
786 **Section D** - The Board of Trustees shall be the administrative and executive body of the Association and
787 shall have all powers and duties necessarily attendant hereto, including but not limited to the
788 following:

- 789
790 1. The Board of Trustees shall have the authority to adopt such measures not inconsistent with these
791 Bylaws, as it deems necessary or expedient to carry out the policies of the House of Delegates
792 and correct or improve undesirable conditions in the Academies.
793
794 2. It shall be the duty of the Board of Trustees to superintend all activities of the Association and
795 carry out the directives of the House of Delegates.
796
797 3. The Board of Trustees shall have final authority to discipline members of the Association for
798 violation(s) of these bylaws with expulsion, suspension for a stated time, suspension for a stated
799 or unstated time with conditions precedent to reinstatement, removal from office or other position
800 of trust within the association, or a reprimand.

801
802 **Section E** - A quorum of the Board of Trustees shall consist of a majority of the Trustees or their
803 Alternates including Officers.

804
805 **Section F** - Business of the Board may be conducted by mail or electronic ballots which shall be
806 submitted to the voting members of the Board in the form of a resolution accompanied by sufficient
807 information to demonstrate the need for such a ballot. The ballot and resolution shall be prepared by
808 the Executive Director on his/her initiative by the direction of the President, or by the request of five
809 (5) voting members of the Board. The Executive Director shall submit such additional information to
810 the members of the Board as shall be reasonably necessary to permit an intelligent and justifiable
811 vote. An affirmative vote of two-thirds of the voting members shall be necessary to carry a mail or
812 electronic ballot. All mail or electronic votes shall be recorded in the minutes of the next regular
813 session of the Board.

814
815 **Section G**

- 816 1. Any Trustee of the Association may be removed for cause at any time, upon recommendation of
817 ~~the~~ a Board of Inquiry and by the affirmative vote of three-fourths (3/4) of the members of the
818 Board of Trustees. If a trustee so removed is also an officer of the Association, such removal

819 shall constitute simultaneous removal from his or her position as an officer. If a trustee so
820 removed is also a delegate to the American Podiatric Medical Association (APMA) House of
821 Delegates, such removal shall constitute simultaneous removal from his or her position as APMA
822 delegate.

- 823
824 2. Absence from more than 50 percent of the OHFAMA Board of Trustees meetings shall constitute
825 cause for removal. Absences shall be considered excused if approved by the President.
826

827 **ARTICLE XI - MEETINGS**

828 **Section A - Regular meetings**

- 829
830
831 1. House of Delegates. Shall be held in the State of Ohio at a time and place selected by the Board
832 of Trustees. This shall be the annual business meeting of the OHFAMA.
833
834 2. Board of Trustees. The Board and Trustees shall meet at regular intervals at times and places
835 determined in advance by the Board of Trustees.
836
837

838 **Section B - Special Meetings**

- 839
840 1. House of Delegates. Special meeting of the House of Delegates may be called by the President or
841 by order of the Board of Trustees.
842
843 2. Board of Trustees. Special meetings of the Board of Trustees may be called by the President, the
844 Executive Committee, on the request of five (5) or more members of the Board of Trustees as
845 often as is deemed necessary or expedient for the welfare of the Association. Trustees shall be
846 notified by mail or electronic means.
847
848 3. Notices. Notice of any special meeting of the House of Delegates shall contain the object for
849 which it is called, and shall be mailed. Members shall be notified by mail or electronic means at
850 least fourteen (14) days before the date of the called meetings. ~~Notice of any special meeting of~~
851 ~~the Board of Trustees shall be given each Trustee as provided in Article X, Section H of the~~
852 ~~Bylaws.~~
853

854 **Section C - Registration**

- 855
856 1. All members and guests in attendance at a meeting of any Academy or of this Association shall be
857 recorded.

858 **ARTICLE XII - COMMITTEES AND DUTIES**

859
860 **Section A** - There shall be the following standing committees which shall be appointed by the
861 President from among the membership of the organization with the approval of the Board of
862 Trustees except as otherwise provided herein. Committees shall select a chairman from their own
863 membership unless otherwise provided in these Bylaws.
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1. ~~Finance and Budget~~ Budget and Finance Committee.

- a. This Committee shall be composed of the Secretary/Treasurer, the 1st Vice President, the 2nd Vice President, the President (nonvoting – ex-officio), the Executive Director (non-voting – ex-officio), and two 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. The Secretary/Treasurer shall Chair the Budget and Finance Committee.
- c. 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~~ Budget and Finance Committee shall inventory the assets of the Association.
- d. 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.
- e. 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.

913 3. Boards of Inquiry

914

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

917

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

921

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

924

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

927

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

930

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

937

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

946

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

952

953 e. The procedures for the conduct of a Board of Inquiry shall be stated in the
954 APMA Policies and Administrative Procedures as well as the OHFAMA Board
955 of Inquiry Policy.

956

957

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

964
965 **Section C** - Any Committee member of the Ohio Foot and Ankle Medical Association who is absent
966 from ~~three (3)~~ two (2) consecutive meetings of any committee, without just cause, shall
967 automatically cease to be a member of said Committee. His/her replacement shall be made by the
968 President in his/her sole discretion.

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ARTICLE XIII - APMA DELEGATES

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

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974 1. At the Annual House of Delegates meeting, the House shall elect, from among the members
975 in good standing of this association, Delegates to a three (3) year term to represent the Ohio
976 Foot and Ankle Medical Association at any regular or special meeting of the House of
977 Delegates of the American Podiatric Medical Association. All expired terms of APMA
978 Delegates as well as open unexpired term will be elected at this time. Until the OHFAMA
979 membership reaches 601, the President shall automatically, provided he is not an elected
980 delegate, serve as the First Alternate Delegate. When the OHFAMA membership reaches
981 601, the President shall automatically serve a one-year term as the seventh Delegate provided
982 he or she is not an elected delegate, in which case the First Vice President will serve as the 7th
983 Delegate. When the President assumes the seventh delegate position, the First Vice President
984 will serve as the First Paid Alternate Delegate. If the First Vice President is currently an
985 elected delegate, the Second Vice President will then serve as the paid First Alternate
986 Delegate. If the Second Vice President is already serving as an elected delegate then the First
987 Paid Alternate position will be elected by the House voting members present at the Annual
988 Business Meeting. At each Annual Business Meeting, this Association shall elect a second
989 Alternate Delegate for a one (1) year term. In the case of the death, removal or resignation of
990 Delegates such that the second Alternate Delegate position becomes vacant, the President
991 may appoint a second Alternate with approval by simple majority vote of the Board of
992 Trustees.

993

994 2. Each Delegate/ Alternate delegate ~~shall be provided with proper credentials on a form~~
995 ~~furnished to the State Secretary and properly signed by the President and the~~
996 ~~Secretary/Treasurer, and carrying the seal of the Association, which each Delegate and~~
997 ~~Alternate will be required to file with the Credentials Committee of the American Podiatric~~
998 ~~Medical Association when registering at the convention. Shall have proper credentials filed~~
999 by the OHFAMA executive Director as directed annually by the APMA for each Delegate

1000 and Alternate Delegate. Said credentials shall be filed accordingly with the APMA
1001 Credentials Committee via the APMA's staff and serves as the registration for the APMA
1002 House of Delegates.

1003
1004 **Section B - Delegation Procedures**

- 1005
- 1006 1. The Delegates/Alternates Delegate shall conduct sufficient caucuses before and during the
1007 APMA House of Delegates to make informed decisions on behalf of the membership. At
1008 least one of these caucuses prior to the APMA House of Delegates shall be conducted to
1009 include the participation of elected Delegates and Alternates, the Executive Committee and
1010 Executive Director. ~~This joint caucus shall be scheduled near or during the time of the~~
1011 ~~Association's winter Board of Trustees meeting as appropriate.~~
 - 1012
 - 1013 2. The delegation shall make its operational procedures known to the OHFAMA Board of
1014 Trustees not later than its Winter meeting each year.
 - 1015
 - 1016 3. The Executive Director is considered a non-voting ex-officio member of the Ohio delegation
1017 to the APMA House of Delegates.
 - 1018

1019 **Section C – Removal of Delegate/Alternate Delegate**

- 1020
- 1021 1. Any Delegate/Alternate delegate to the House of Delegates of the American Podiatric
1022 Medical Association (APMA) may be removed, for cause, at any time, upon recommendation
1023 of the Board of Trustees by the affirmative vote of three-fourths (3/4) of the members of the
1024 Board of Trustees.
 - 1025
 - 1026 2. APMA Delegates/Alternate Delegates shall attend Board of Trustees meetings of the Ohio
1027 Foot and Ankle Medical Association. Unexcused absence from more than ~~50 percent~~ two (2)
1028 of the OHFAMA Board of Trustees meetings shall constitute cause for removal. Absences
1029 shall be considered excused if approved by the President.
 - 1030
 - 1031 3. The APMA Delegation may conduct deliberative meetings by electronic methods including
1032 teleconference, audio-conference, and/or internet-based communication/information
1033 transmittal systems. The rules for meetings held via electronic methods shall conform to the
1034 policy established by the Executive Committee and Board of Trustees.
 - 1035

1036
1037 **ARTICLE XIV - PENALTIES**

1038

1039 **Section A-** Any member of the Association who shall neglect or refuse to obey the order of the
1040 presiding officer at any regular or special meeting may, at the discretion of the presiding officer,
1041 be excluded from the meeting.

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1043 **Section B-** ~~A Life Member who is found to be practicing podiatry in any capacity for which he~~
1044 ~~receives remuneration~~ Any member who has found to be noncompliant with the rules of his/her
1045 registered membership category shall be removed from ~~this~~ his/her category of membership and
1046 be placed in the category for which he/she is qualified. The member shall pay the dues of this
1047 category retroactive to the beginning of the fiscal year.

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ARTICLE XV - RESIGNATIONS

1051 A Member may resign from the Association at any time by sending notice of the resignation to
1052 the Executive Director or the Secretary/Treasurer.

1053 Membership ~~for~~ classification as Postgraduate members who are resident members physicians in
1054 training automatically terminates expires at the end of ~~the fiscal year~~ residency training and
1055 expiration of the residency training certificate from the State Medical Board of Ohio and no
1056 resignation is required. Such a member may then continue his/her membership under a new
1057 classification of membership defined in ARTICLE III.

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ARTICLE XVI - AMENDING THE BYLAWS

1061 **Section A – Vote.** The Articles of Incorporation and/or Bylaws of the Association cannot be
1062 amended except by two-thirds (2/3) of the members of the House of Delegates who are registered
1063 as present at the meeting and who vote on the proposal.

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

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Section C - Procedure

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1. ~~Copies of the~~ Any proposed amendment shall be submitted to the Secretary of the
Association no later than 60 days prior to the annual meeting of the Association.

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2. ~~Copies~~ The final form of the proposed amendments shall be submitted by the Secretary to
each Academy ~~60~~ no later than 14 days prior to the annual meeting of the Association.

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3. An emergency amendment may be submitted after the deadline if it meets the following
criteria:

- a The policy proposition addresses an issue whose urgency has come to light after the
submission deadline has passed.
- b Clear evidence exists to support argument that the urgency and information
pertaining to the matter came to light after the deadline.

- 1082 c Demonstrate that the Association and/or profession may experience irreparable harm
1083 if the matter is not considered at the Association's annual meeting of the same
1084 calendar year.
1085 d Complete supporting documentation is provided by the sponsor.
1086 e Sufficient information is available and time provided for the Association to assist in
1087 the development of the proposition, for the Board of Trustees to review the final form
1088 of the proposition and the Budget and Finance Committee to review the proposition if
1089 it necessitates the expenditure of funds.
1090 f The Board of Trustees has determined the proposition has met the criteria of an
1091 emergency amendment of the bylaws.
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1094 **ARTICLE XVII - INDEMNIFICATION**

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1096 Each Delegate, Officer, Trustee, agent, employee or volunteer of the Association and Delegate,
1097 Officer, Trustee, agent, employee or volunteer of any corporation serving as such at the request of the
1098 Association, shall be indemnified by the Association under the standards set by and to the fullest
1099 possible extent allowable under Section 1702, 12 (E), Ohio Revised Code, as the same shall be
1100 amended from time to time.

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1102 The forgoing right of indemnification shall be in addition to any other rights to which any person
1103 seeking indemnification may be or become entitled by law, vote of Members or vote of disinterested
1104 Trustees of the Association. The Association shall be empowered to purchase insurance for the
1105 purposes set forth herein.

1106 **ARTICLE XVIII – PARLIAMENTARY AUTHORITY**

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1109 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern
1110 the Association in all cases to which they are applicable and in which they are not inconsistent with
1111 these Bylaws and any special rules of order the Association may adopt.

1112 **CODE OF ETHICS**

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1115 Members of the Ohio Foot and Ankle Medical Association, recognizing the need for established
1116 guidelines for professional conduct and realizing that these guidelines are both explicit and implicit,
1117 declare that they will conduct themselves in a professional, ethical, responsible, and dignified manner
1118 at all times; that their conduct should never bring discredit upon themselves or impugn the integrity of
1119 their profession. Podiatrists shall fully comply with all state and federal laws and regulations
1120 pertaining to either the medical or commercial aspects of the practice of podiatry and the protection of
1121 the public health. Toward this end we attach the following:

- 1122
1123 A. Revised Code of Ohio
1124 B. American Podiatric Medical Association Code of Ethics (adopted April, 2005)

1125	
1126	Document revisions/amendments
1127	11/04/2006
1128	12/01/2007
1129	10/01/2009
1130	12/04/2010
1131	12/03/2011
1132	12/01/2012
1133	11/20/2014
1134	11/19/2015
1135	11/30/2017
1136	11/05/2019