

## **PROPOSITION B-22: COMPOSITION OF THE OHFAMA BOARD OF TRUSTEES.**

**PURPOSE:** To modify the Association bylaws to provide each Academy with one trustee on the OHFAMA Board of Trustees and create two at-large trustee positions to be voted on by the membership at the Annual Business Meeting.

**BACKGROUND:** The OHFAMA Bylaws provide each Academy with one (1) Trustee and one (1) Alternate Trustee for each ninety-nine (99) members or fraction thereof. At present, the Northeast Academy and Central Academy have two positions on the Board of Trustees whereas all other Academies are represented by one Trustee.

While the current bylaws provide proportional representation on the Board of Trustees based on membership size, there have been several instances in recent years where Academies, particularly those with two representatives, have had vacant Trustee positions.

Furthermore, according to the American Society of Association Executives, it is a best practice to have a Board of Trustees that is composed of diverse member constituencies. However, since each Academy triennially elects a Trustee, the Association's ability to ensure all constituencies are represented on the Board of Trustees is limited.

The proposed changes to the Association bylaws would provide each Academy with one trustee on the OHFAMA Board of Trustees and create two at-large trustee positions to be voted on by the membership at the Annual Business Meeting.

These changes would not only provide Academies with equal representation on the Board of Trustees, but also enable the Association to recruit talented leaders from underrepresented constituencies to serve the organization.

The responsibility of identifying and recruiting at-large directors would lie with the Leadership Development Committee, a proposed new standing committee aimed at developing Association leaders. Committee members would be appointed by the President and approved by the Board of Trustees.

Under the proposed changes to the bylaws, the Leadership Development Committee would propose a slate of candidates to the membership at least 30 days prior to the Annual Business Meeting. There would be a call for additional nominees at the Annual Business Meeting prior to members electing at-large Trustees.

**REFERENCES:** OHFAMA Bylaws: Article VI, Section C; Article X, Section A, B; Article XII

**POLICY DOCUMENT:** OHFAMA Bylaws.

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

**FINANCIAL IMPACT:** None.

**INSTRUCTIONS:** Insert the underlined text. Delete the ~~striketrough~~ text.

**BYLAWS:** Summary of Changes Listed Below.

**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. Postgraduate Member
  - g. Non-Practicing Member
  - h. Permanently Disabled Member
  - i. Affiliate Member
  - j. 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.
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

requirements 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.

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 attained the age of 65 years; 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 20 consecutive years or for an aggregate 25 years.

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

4. Life Member: A member in good standing 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 20 consecutive years or for an aggregate of 30 years; or
  - b. A member who has been in good standing for a minimum of 50 years.

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

5. Faculty Member: A licensed DPM employed in a full-time teaching, administrative, 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. 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. A DPM who has completed a residency, fellowship or postgraduate program, and who has not entered practice, may 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. "Permanently disabled" shall mean total disability that continuously prevents the member from carrying out substantial and material professional duties; such member may not derive any income or profit from any activity as a podiatrist. Although the DPM is not required to maintain a license, to qualify for this category the DPM's license shall not have been suspended or revoked.

8. Affiliate Member: May be available to individuals who are not Doctors of Podiatric Medicine, but who, in the judgment of the Board of Trustees, have a professional interest in foot health or podiatric medicine.
9. OHFAMA Employee 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 does 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 an annual meeting of this Association.
11. Student Member: Students enrolled at the Kent State University College of Podiatric Medicine who are members in good standing of the American Podiatric Medical Students Association may be members at the Ohio Foot and Ankle Medical Association.
12. Non-Practicing Member: A DPM who has not been engaged in practice or in the dispensing of podiatric medical services for a minimum of one year. Persons who are not directly engaged in the practice of podiatric medicine, but derive income due to their medical knowledge, education, or licensure and/or are gainfully employed in a field associated with the dispensing of podiatric medical services, may not be considered non-practicing for the purpose of this category. (This is not limited to, but includes practice consultant, practice management, product consultation or sales, medical or insurance review services, lecturing, or any employment which is determined as a result of podiatric medical education or licensure.) Although the DPM is not required to maintain a license to qualify for this category, the DPM’s license shall not have been suspended or revoked.
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.
14. Federal Service Member: Any DPM licensed to practice in any state, district, territory or dependency of the United States whose principal (50 percent or greater) or sole employment in the field of podiatric medicine is in the Federal Services and who is a member in good standing of the Federal Services Podiatric Medical Association. A member who is employed in federal services who qualifies for membership in another OHFAMA category shall choose between either membership in the federal services component or OHFAMA, but cannot be a member in both categories.

### **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, gender identification, color, race, creed, national origin, sexual orientation, political belief, or disability.

### **Section E – Privileges**

1. Active, Associate, Senior, Faculty, and 5.4 Status 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 at the Academy level and at the Annual Business Meeting of the Association.
  
2. 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 with the exceptions of the Academy offices of President, Treasurer, Trustee and Alternate Trustee, the OHFAMA Executive Committee offices and the APMA Delegate and Alternate Delegate positions.
  - d. Shall be eligible to vote at the Academy level except in officer elections and on any part of or whole budget approvals and bylaws approvals or amendments.
  - e. Shall be eligible to vote at the Annual Business Meeting of the Association provided they have been certified by their respective Academy to have attended greater than fifty percent of their Academy meetings since the last Annual Business Meeting of the Association.
  
3. Affiliate Members:
  - a. Shall receive all publications of the Association.
  
4. OHFAMA Employee, Honorary, Life, Permanently Disabled, Federal Service and Student Members:
  - a. May 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.

## **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 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 accepting applications for student membership
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. Postgraduate members must hold a valid training certificate from the State Medical Board of Ohio.

### **Section B - Submission**

1. Applicant shall submit the completed application to the APMA which shall review it for completeness and forward it to OHFAMA.
2. The Executive Director shall submit the application and recommendation for approval by a simple majority of the Board of Trustees.

### **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. Membership dues and fees are presented in the OHFAMA Dues and Fees Schedule, which may be amended with a two-thirds vote of the members present at an Annual Business Meeting of the Association.
2. Dues shall be budgeted for and may be adjusted annually with board action and approved by the membership at the Annual Business Meeting. Adjustments may include a temporary (one year) or permanent dues structure change.

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

Dues are required to be paid on an annual basis unless the member has requested and has received approval from OHFAMA for an alternative payment schedule.

1. Suspension should occur in accordance with the APMA Bylaws.
2. 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.
3. 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 nonpayment of dues.
4. 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.
5. The amount per paid member due each Academy shall be remitted to each Academy. The total amount due will be given to a representative of the Academy at the Association's annual business meeting 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 90 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 voting members present at the Association's Annual Business Meeting, 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 OHFAMA. 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 XVI hereof, an Academy may be divided into two or more Academies, and Academies may be consolidated or merged by the Association 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** - Each Academy shall meet prior to the annual business meeting of the Association.

**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 (1) Trustee and one (1) Alternate Trustee ~~for each (99) ninety nine members or fraction thereof (excluding Affiliate, Honorary, Federal Service and Student members).~~
2. All elections shall be reported to the Secretary of the Association before the date of the Annual Business Meeting of the Association. The Alternate Trustee shall represent the Academy in the absence of the Trustee.
3. ~~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.~~
4. All elections of Academy Officers and Academy Trustees shall be held prior to the Annual Business Meeting of the Association. All Trustees and Officers shall assume office no sooner than the close of the Annual Business Meeting of the Association and no later than January 1 of the following year.
5. If any officer position is without a valid candidate on the ballot then the term of office of the incumbent officer shall continue until a successor is elected.

**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 provided the member is in good standing.

## **ARTICLE VII – ANNUAL BUSINESS MEETING**

**Section A** – At least 60 days in advance, the Board of Trustees or the President shall specify the date and the hour for the Annual Business Meeting of the membership. The date and hour shall be stated in the notice of the meeting. The purposes for which the Annual Business Meeting is to be held, in addition to those prescribed by law, by the Articles of Organization, or by these bylaws, may be specified by the President

### **Section B – Authority**

1. The Board of Trustees shall be the governing body of the Association directed in part by the policies determined by the voting members present at the Annual Business Meeting of the Association.
2. At the Annual Business Meeting the newly elected President may appoint such ad hoc committees as he/she deems necessary for the conduct of the Association's business.

3. Electronic Meetings – Under no circumstances shall the Annual Business Meeting be conducted solely by electronic methods. The Annual Business Meeting shall be conducted in-person in compliance with state laws governing corporations.

**Section C** – The Annual Business Meeting shall be held annually.

**Section D** – A majority of the voting members registered at a duly called business meeting shall constitute a quorum.

**Section E** – 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 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 F** – All members in good standing shall be admitted to the sessions of the Annual Business Meeting but may only speak by permission of the President.

## **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 Business 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 Business Meeting and shall hold office for one year, or until his/her successor is elected. The Secretary/Treasurer shall be limited to a consecutive term limit of five years.

### **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 with the exception of the Association's Annual Business Meeting.

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

### **Section A - President**

1. The President shall preside at all meetings of the Board of Trustees and Executive Committee including the Annual Business Meeting. 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 Budget and Finance Committee.

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

1. He/she shall keep a correct record of all proceedings of the meetings of the Annual Business Meeting, 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 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, 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 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.

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

### **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.

1. Each Trustee and Alternate Trustee elected shall serve for a term of three (3) years unless the election is for an unexpired term.
2. The Ohio Podiatric Young Physicians Section (Composed of OHFAMA Members who are less than 10 years since podiatry school graduation) shall select one member to serve as the 'young physician' trustee. 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. Candidates shall be nominated by any member at the Annual Business Meeting of the Association without the requirement of the

candidate being present. Elections will take place by any valid means (Article VII, Section F), including electronic ballot, within thirty (30) days of the Annual Business Meeting. The term of the Young Physician Trustee will begin upon certification of the election result by the Association Secretary. The Alternate Young Physician Trustee will be determined by the candidate in the election earning the second most votes on the final ballot. If there is a vacancy of the Young Physician Trustee position, the Alternate Young Physician Trustee would assume that role. If there is a vacancy of the Alternate Young Physician Trustee position, an election must take place within thirty (30) days, unless the next Annual Business Meeting is scheduled to take place within that period.

3. The KSUCPM student members shall elect one member to serve as a voting ex-officio member.

4. The membership shall elect two at-large Trustees at the Annual Business Meeting to serve as voting members. Candidates will be nominated by the Leadership Development Committee and presented to the membership at least 30 days in advance of the Annual Business Meeting.

#### **Section B**

1. If any vacancy occurs on the Board of Trustees, excluding the Young Physician Trustee and at-large Trustee(s), 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 or in accordance with their chapter bylaws.

3. Any vacancies in at-large Trustee positions shall be appointed by the President with the approval of the Board of Trustees.

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

**Section D** - The Board of Trustees shall be the governing 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 Association 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.
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 or electronic 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/her 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 or electronic ballot. All mail or electronic 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 a 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. Annual Business Meeting. 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. Business Meeting. Special meeting of the Association 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. Trustees shall be notified by mail or electronic means.
3. Notices. Notice of any special meeting of the Association shall contain the object for which it is called, and members shall be notified by mail or electronic means at least fourteen (14) days before the date of the called meetings.

## **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. Budget and Finance 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, 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.
  - b. 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 Annual Business Meeting. Prior to each Annual Business Meeting the 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 Business Meeting.
  - 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.

### 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 at the Annual Business Meeting.
  - iv. To inquire into and report on any other matters which may be referred to it.
- b. Boards of Inquiry may be authorized after a Board of Inquiry application is received at the Annual Business Meeting, or by 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 at the Annual Business Meeting.
- e. The procedures for the conduct of a Board of Inquiry shall be stated in the APMA Policies and Administrative Procedures as well as the OHFAMA Board of Inquiry Policy.

### 4. Leadership Development Committee

- a. The Leadership Development shall consist of at least one Past President, the Executive Director (ex-officio, without vote), and other members appointed by the President.
- b. The purpose of this Committee shall be to identify, recruit, and develop leaders of the Association.
- c. In accordance with the terms of office schedule determined by the Board of Trustees, this Committee shall approve and present a slate of at-large Trustee



**candidates to the Association membership at least 30 days prior to the Annual Business Meeting.**

**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 two (2) 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 Business Meeting, the registered OHFAMA members in attendance 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 voting members present at the Annual Business Meeting. At each Annual Business Meeting, this Association shall elect a second Alternate Delegate for a one-year term. In the case of the death, removal or resignation of Delegates such that the second Alternate Delegate position becomes vacant, the President may appoint a second Alternate with approval by simple majority vote of the Board of Trustees.
2. Each Delegate/Alternate delegate shall have proper credentials filed by the OHFAMA Executive Director as directed annually by the APMA for each Delegate and Alternate Delegate. Said credentials shall be filed accordingly with the APMA Credentials Committee via the APMA's staff and serves as the registration for the APMA House of Delegates.

## **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 prior to the APMA House of Delegates shall be conducted to include the participation of elected Delegates and Alternates, the Executive Committee and Executive Director.
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. Unexcused absence from more than two (2) 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 -** Any member who has found to be noncompliant with the rules of his/her registered membership category shall be removed from his/her 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 classification as Postgraduate members who are resident physicians in training automatically expires at the end of residency training and expiration of the residency training certificate from the State Medical Board of Ohio and no resignation is required. Such a member may then continue his/her membership under a new classification of membership defined in Article III.

## **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 Annual Business Meeting 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. 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.
2. The final form of the proposed amendments shall be submitted by the Secretary to each Academy no later than 14 days prior to the annual meeting of the Association.
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.
  - c Demonstrate that the Association and/or profession may experience irreparable harm if the matter is not considered at the Association's annual meeting of the same calendar year.
  - d Complete supporting documentation is provided by the sponsor.
  - e Sufficient information is available and time provided for the Association to assist in the development of the proposition, for the Board of Trustees to review the final form of the proposition and the Budget and Finance Committee to review the proposition if it necessitates the expenditure of funds.
  - f The Board of Trustees has determined the proposition has met the criteria of an emergency amendment of the bylaws.

## **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  
11/30/2017  
11/14/2020