

# American Podiatric Medical Association, Inc.

## Bylaws

### ARTICLE 1.0 NAME

The name of this organization shall be the American Podiatric Medical Association, hereinafter referred to as “APMA” or the “association.”

### ARTICLE 2.0 INCORPORATION

The association is a not-for-profit corporation, organized and existing under the laws of the District of Columbia.

### ARTICLE 3.0 MISSION

APMA defends member podiatric physicians’ and surgeons’ ability to practice to the full extent of their education and training to best serve the public health.

### ARTICLE 4.0 MEMBERS

#### 4.1 CLASSIFICATION

The members of this association shall be classified as:

- 4.1.1 Active Member
- 4.1.2 Associate Member
- 4.1.3 Federal Service Member
- 4.1.4 Senior Member
- 4.1.5 Life Member
- 4.1.6 Faculty Member
- 4.1.7 Postgraduate Member
- 4.1.8 Affiliate Member
- 4.1.9 APMA Employee Member
- 4.1.10 Non-Practicing Member
- 4.1.11 Permanently Disabled Member
- 4.1.12 International Member
- 4.1.13 Honorary Member
- 4.1.14 Other Professional Member
- 4.1.15 Student Member

#### 4.2 QUALIFICATIONS

##### 4.2.1 Active and Associate Member:

A Doctor of Podiatric Medicine (DPM) licensed to practice in a state, district, territory, or dependency of the United States who is a member in good standing of one of the component societies or associations where one exists, hereinafter referred to as “available component.”

##### 4.2.2 Federal Service Member:

A DPM licensed to practice in a 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.

4.2.3 Senior Member:

A licensed DPM who is a member in good standing of this association and in good standing of an available component may apply for classification as a Senior Member if said member:

- 4.2.3.1 Has attained the age of 65 years; and
- 4.2.3.2 Is not actively engaged in practice for more than 20 hours per week; and
- 4.2.3.3 Has been in good standing for 20 consecutive years or for an aggregate of 25 years.

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

4.2.4 Life Member:

A member in good standing of this association and in good standing of an available component may apply for classification as a Life Member if said member:

- 4.2.4.1 Has completely retired and remains retired from the practice of podiatric medicine, attained the age of 65 years, and either been a member in good standing for 20 consecutive years or for an aggregate of 30 years; or
- 4.2.4.2 A licensed DPM member who has been in good standing for a minimum of 50 years (aggregate).

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

4.2.5 Faculty Member:

A DPM who is primarily engaged in a teaching, administrative, or research position at a college of podiatric medicine, medical school, or academic health science center and who is a member of an available component, if eligible, may apply for faculty member status as determined by the available component.

4.2.6 Postgraduate Member:

A DPM who is serving as a resident, fellow, or full-time postgraduate student and who is a member in good standing of the available component aligned with the location or jurisdiction of the institutional sponsor of the postgraduate educational program. A DPM who, during the first year following graduation, has not entered into practice or been admitted to a residency program may be classified as a Postgraduate Member by APMA and the available component in which the member resides. A DPM who has completed a residency, fellowship or postgraduate program, and who has not entered practice, may continue to be classified as a Postgraduate Member for a maximum period of one year or until said member enters practice, whichever is earlier.

4.2.7 Affiliate Member:

A DPM practicing in any country other than the United States, who is a graduate of an educational institution that at the time of graduation was accredited by the Council on Podiatric Medical Education, hereinafter referred to as "CPME," and who is a member of a recognized podiatric medical organization, where such exists in the country in which the individual practices, and wherein the individual is licensed or registered to practice.

4.2.8 APMA Employee Member:  
A DPM who is a full-time employee of this association.

4.2.9 Non-Practicing Member:

4.2.9.1 A DPM who is no longer engaged in practice or in the dispensing of podiatric medical services and who is a member in good standing of the available component in which the member resides. 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.)

4.2.9.2 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.

4.2.10 Permanently Disabled Member:

4.2.10.1 A DPM who is permanently disabled and who is a member in good standing of the available component. "Permanently disabled" shall mean total disability that continuously precludes the member from carrying out substantial and material professional duties. Such member must not derive any income or profit from any activity as a podiatrist.

4.2.10.2 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.

4.2.11 International Member:

An appropriately credentialed health-care practitioner who devotes a substantial portion of practice to the medical and/or surgical care of the foot and/or ankle, who does not practice in the United States, and who does not hold the degree of DPM.

4.2.12 Honorary Member:

An individual recommended by the APMA Board of Trustees (hereinafter referred to as "board" or "Board of Trustees") who does not hold the DPM degree and who has made outstanding contributions to the advancement of the art and science of podiatric medicine or who has performed a distinguished service for the profession, and who has been approved by a two-thirds affirmative vote of the members present and voting at a meeting of the House of Delegates.

4.2.13 Other Professional Member:

A licensed MD, DO, or appropriately credentialed professional who has a special interest in the field of podiatric medicine and surgery.

4.2.14 Student Member:

A student enrolled in a CPME accredited college of podiatric medicine or a college that has gained candidate status recognition from CPME and who is a member in good standing of the American Podiatric Medical Students' Association (APMSA) shall be eligible for membership.

4.3 IN GOOD STANDING

Any member of this association whose national dues and special purpose assessments for the current fiscal year are not past due shall be considered a member in good standing. Good standing is a financial term that only refers to a member's dues payment status.

#### 4.4 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, ethnicity, national origin, sexual orientation, political belief, or disability.

#### 4.5 PRIVILEGES

4.5.1 Active, Associate, Federal Service, Senior, Faculty, and Permanently Disabled Members shall be eligible:

4.5.1.1 To receive all official communications of the association.

4.5.1.2 For admission to any educational session and such other services as are provided by the association.

4.5.1.3 For election or appointment to any office, committee, council, board, or similar position in the association as provided in these bylaws.

4.5.1.4 To serve in the House of Delegates.

4.5.1.5 To vote in any referendum.

4.5.2 Life and Non-Practicing Members shall be eligible:

4.5.2.1 To receive all official communications of the association.

4.5.2.2 For admission to any educational session and such other services as are provided by the association.

4.5.2.3 For appointment to any committee or similar position in the association as provided in these bylaws.

4.5.3 Postgraduate Members shall be eligible:

4.5.3.1 To receive all official communications of the association.

4.5.3.2 For admission to any educational session and such other services as are provided by the association.

4.5.3.3 For election or appointment to any committee, council, board, or similar position in the association as provided in these bylaws.

4.5.3.4 To serve in the House of Delegates.

4.5.3.5 To vote in any referendum.

4.5.4 Affiliate, International, and Other Professional Members shall be eligible:

4.5.4.1 To receive all official communications of the association.

4.5.4.2 For admission to any educational session and such other services as are provided by the association.

4.5.5 APMA Employee Members shall be eligible:

4.5.5.1 To receive all official communications of the association.

- 4.5.5.2 For admission to any educational session and such other services as are provided by the association.
- 4.5.5.3 For appointment to any committee or similar position in the association as provided in these bylaws.
- 4.5.5.4 To vote in any referendum which would not have a direct effect on the employment status or conditions of their employment.

4.5.6 Honorary Members shall be eligible:

- 4.5.6.1 To receive all official communications of the association.
- 4.5.6.2 For admission to any educational session and such other services as are provided by the association.

4.5.7 Student Members shall be eligible:

- 4.5.7.1 To receive all official communications of the association.
- 4.5.7.2 For admission to any educational session and such other services as are provided by the association.
- 4.5.7.3 For election or appointment to any committee, council, board, or similar position in the association as provided in these bylaws.
- 4.5.7.4 To serve in the House of Delegates as a representative delegate of the American Podiatric Medical Students' Association.
- 4.5.7.5 To vote in any referendum excluding any financial concerns/policies.

4.6 SUSPENSION OR EXPULSION FROM APMA MEMBERSHIP

- 4.6.1 Any member who fails to submit dues and special purpose assessments in accordance with prescribed payment schedules shall be subject to suspension from membership which shall continue until the individual fulfills all payment obligations or is reinstated as part of a designated dues forgiveness/reduction campaign.
- 4.6.2 Any member who is found to have violated the APMA 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 available component and subject to appeal to APMA in accordance with the APMA Administrative Procedures.

**ARTICLE 5.0 DUES AND ASSESSMENTS**

5.1 DEFINITIONS

- 5.1.1 Dues:  
Funds that are collected from members for operation of the association.
- 5.1.2 Special Purpose Assessments:  
Funds that are collected from members to be used only for a specifically defined purpose.

5.2 DETERMINATION AND PRIOR NOTICE

- 5.2.1 Dues and special purpose assessments shall be recommended by the Board of Trustees and approved by the House of Delegates.

5.2.2 All special purpose assessments shall be authorized for a one-year period with renewal to be subject to annual review by the House of Delegates.

5.2.3 Notice:

5.2.3.1 Notice of a proposed dues increase shall be given to the component societies or associations no later than four months prior to the first session of the meeting of the House of Delegates at which the increase will be considered.

5.2.3.2 Notice of a proposed special purpose assessment shall be given to the component societies or associations no later than four months prior to the first session of the meeting of the House of Delegates at which the assessment will be considered.

5.2.4 Vote:

5.2.4.1 A two-thirds affirmative vote of the House of Delegates shall be required to approve a dues increase or to impose or renew a special purpose assessment.

### 5.3 RATES

Dues rates shall be defined as a percentage of active member dues as stated in the APMA Administrative Procedures and will be subject to modification in accordance with these bylaws.

## ARTICLE 6.0 COMPONENT SOCIETIES OR ASSOCIATIONS

### 6.1 ORGANIZATION

A component society or association may be organized in a state, district, territory, or dependency of the United States where none currently exists, or by those DPMs in federal service, upon application of at least five licensed DPMs practicing therein, subject to the requirements specified in the APMA Administrative Procedures.

### 6.2 NAME AND LEGAL STATUS

A component society or association shall take its name from the state, district, territory, or dependency within which it is established and shall be legally registered within the jurisdiction in which the organization is located.

### 6.3 BYLAWS

Each component shall adopt and maintain bylaws, and a code of ethics, not in conflict with those of APMA. These documents shall be subject to review by the APMA Bylaws, Procedures, and Rules Committee. No component may abrogate or diminish the rights and privileges of membership in APMA.

### 6.4 MEMBERSHIP REQUIREMENTS

6.4.1 Each component shall require that every member be a member in good standing of APMA. Failure to do so shall be grounds for suspension or revocation of the charter of the component.

6.4.2 No component shall deny membership to any person, otherwise qualified, for reasons of age, gender identification, color, race, creed, ethnicity, national origin, sexual orientation, political belief, or disability.

6.4.3 All members other than those in categories 4.1.8, 4.1.9, and 4.1.12-4.1.16 shall hold membership in the component in which the member's primary employment is located. A member employed within the federal services who qualifies for membership in 4.1.3 shall choose between either membership in the federal services component or the state component wherein that member is employed. No member shall hold membership in more than one component. Components,

however, may provide access to programs, benefits, and services to members from other components who may have retired to or be living or working in that component's jurisdiction. Any fees charged for such access shall be determined by the component.

## 6.5 RIGHT OF HEARING AND APPEAL

- 6.5.1 Components must provide the right of hearing and appeal to the governing body or the membership, or both, of such component for any member who has been subject to disciplinary action.
- 6.5.2 Any final decision of a component that results in disciplinary action against a member shall be promptly transmitted to the member. Such notification shall advise that member of a right of appeal to a Board of Inquiry of APMA, as provided in these bylaws.

## 6.6 GRANTING AND ISSUING A CHARTER

The Chief Executive Officer (CEO) of APMA shall issue a charter upon approval by the Board of Trustees.

## 6.7 REVOCATION OF A CHARTER

A charter of a component may be revoked for cause after consideration by an APMA Board of Inquiry and action by the House of Delegates upon a two-thirds affirmative vote of those present and voting.

# ARTICLE 7.0 SECTION ORGANIZATIONS

## 7.1 DEFINITION

A section organization is defined as any organization, with the exception of component societies or associations, APMSA, and certifying boards, seeking voting representation in the House of Delegates that has voluntarily applied for and satisfied the requirements for such recognition in accordance with the APMA Administrative Procedures. Applications for recognition as a section organization shall be subject to final approval by a majority vote of the House of Delegates.

## 7.2 BYLAWS

A section organization shall have a clearly stated mission and purpose, and bylaws not in conflict with the APMA Bylaws.

## 7.3 REPRESENTATION IN THE HOUSE OF DELEGATES

- 7.3.1 Only those members of the organization who have earned the DPM degree, practice in the United States, and are members in good standing in this association will count towards representation in the House of Delegates. Determination of representation is defined in the HOD Operations Manual.
- 7.3.2 No section organization shall deny membership to any person, otherwise qualified, for reasons of age, gender identification, color, race, creed, ethnicity, national origin, sexual orientation, political belief, or disability.

## 7.4 REVOCATION OF SECTION STATUS

- 7.4.1 Recognition of a section organization may be revoked for cause based upon a recommendation of the Section Review Committee and action by the House of Delegates upon a two-thirds affirmative vote of the members present and voting.

## **ARTICLE 8.0 HOUSE OF DELEGATES**

### **8.1 DEFINITION AND PURPOSE**

The House of Delegates shall be the legislative and governing body of this association.

### **8.2 DUTIES**

The House of Delegates shall have the authority to:

- 8.2.1 Amend and adopt the APMA Bylaws, Code of Ethics, Administrative Procedures, House of Delegates Operations Manual, and any other procedures or rules that pertain to implementation of the bylaws.
- 8.2.2 Grant, amend, and revoke section recognition and discipline component societies or associations, section organizations, and members as herein provided.
- 8.2.3 Elect officers, trustees, and members of committees as provided in these bylaws.
- 8.2.4 Review and provide counsel to the Board of Trustees on the annual budget as presented during the Finance Committee at the House of Delegates.
- 8.2.5 Approve policies, positions, propositions, resolutions, or otherwise take action as necessary in the name of the association.
- 8.2.6 Serve as the appellate body of this association.

### **8.3 TRANSFER OF DUTIES OF THE HOUSE OF DELEGATES**

In times of extraordinary emergencies, as determined by unanimous vote of the Board of Trustees, the duties included in 8.2.2, 8.2.4, 8.2.5, and 8.2.6 may be assumed by the board.

### **8.4 OPERATIONAL PROCEDURES AND STANDING RULES**

#### **8.4.1 Operational Procedures:**

A procedural manual specific to the operations of the House of Delegates shall be adopted by the House of Delegates. These procedures may be amended by a majority vote of the certified delegates present and voting at the annual meeting of the House of Delegates. The proposed amendment shall be submitted in writing to the CEO by the first day of the fifth month prior to the annual meeting of the House of Delegates. The proposed amendment shall be published at least 60 days prior to the annual meeting at which the proposed amendment shall be considered. Amendments made necessary by law shall be made either by the Board of Trustees at any regular or special meeting of the Board of Trustees, or by the House of Delegates, whenever such necessity arises. Amendments may be offered by a member, a component society or association, the Board of Trustees, the American Podiatric Medical Students' Association, the resident/fellow delegation, a recognized section organization, or an official council or committee as defined in these bylaws.

#### 8.4.2 Standing Rules:

A set of standing rules that will apply to only the meeting at which they are adopted shall be adopted by the House of Delegates prior to commencement of business. Proposed rules shall be made available to delegates and alternates in a timely manner prior to the meeting.

### ARTICLE 9.0 BOARD OF TRUSTEES

#### 9.1 COMPOSITION

The Board of Trustees shall be composed of the president (who may vote only in the case of a tie) and nine (9) voting members. These 10 individuals constitute the “trustees” as referred to throughout these bylaws. In addition to the trustees, the board also shall include one (1) liaison member and two (2) *ex-officio* members. The board is comprised as follows:

- 9.1.1 President
- 9.1.2 President-Elect
- 9.1.3 Treasurer
- 9.1.4 Six At-Large Members
- 9.1.5 Young Physician Member\*
- 9.1.6 Student Liaison (without vote)
- 9.1.7 APMA CEO (*ex-officio* without vote)
- 9.1.8 Immediate Past President, Advisor (*ex-officio* without vote)

**PROVISO:** *The at-large position made available by the newly elected treasurer will not be filled until 2028. The young physician member elected in 2026 will serve the two-year term they were elected to with the three-year term applying to the individual elected in 2028.*

#### 9.2 SELECTION AND RESTRICTIONS

- 9.2.1 The president-elect, treasurer, six (6) members-at-large, and young physician member shall be elected by the House of Delegates. (The president and immediate past president automatically accede.) At no time shall more than two trustees from the same component be allowed to serve on the board concurrently. In the event that a trustee, during his/her term of office, relocates to a component where two (2) other trustees hold membership in that component, the trustee who has relocated shall no longer be eligible to serve on the board and will forfeit that seat immediately.
- 9.2.2 The APMSA may identify a student to serve as liaison to the board, representing the interests of podiatric medical students.

*\*As defined in the Young Physicians Procedures Manual specific to representation on the APMA Board of Trustees.*

#### 9.3 QUALIFICATIONS

All members of the board who hold the DPM degree must be licensed podiatrists (with the exception of Faculty, APMA Employee, and Permanently Disabled members), members in good standing of this association, and be eligible for election in accordance with the privileges listed in 4.5. The APMSA liaison must maintain student membership in this association through their term of service to the board.

#### 9.4 TERM

- 9.4.1 President:

The president-elect automatically assumes the office of president upon expiration of the term of the preceding president, or sooner if the office of president becomes vacant. The president shall serve for a nonrenewable term that shall expire at the time of adjournment of the next annual meeting of the House of Delegates following the meeting at which the president assumed office.

#### 9.4.2 President-Elect:

The president-elect shall be elected at the annual meeting of the House of Delegates and shall serve for a nonrenewable term to extend to the close of the next annual meeting or until a successor is elected.

#### 9.4.3 Treasurer:

The treasurer shall be elected at the annual meeting of the House of Delegates for a term to extend to the close of the next annual meeting or until a successor is elected.

#### 9.4.4 Immediate Past President:

The president automatically assumes the office of immediate past president upon expiration of their term serving as president. The immediate past president shall serve as an advisor for a nonrenewable term that shall expire at the time of adjournment of the next annual meeting of the House of Delegates.

#### 9.4.5 Members-at-Large:

The six (6) at-large members shall be elected at the annual meeting of the House of Delegates. At-large members serve three-year terms (or portions thereof) or until their successors are elected. At-large members shall be limited to serving no more than six (6) years. Terms shall be staggered. Time served as a student liaison and/or young physician member shall not apply to the term limitation.

***PROVISO: The rule pertaining to the overall tenure of an at-large member is suspended for only those board members serving in at-large positions at the close of the 2025 House of Delegates.***

#### 9.4.6 Young Physician:

The young physician member shall be elected by the House of Delegates at its annual meeting. The elected individual shall serve a three-year term (or portion thereof) or until their successor is elected. The young physician member shall be limited to serving no more than one full or partial term.

#### 9.4.7 Student Liaison:

The student liaison shall be selected by APMSA and shall serve for as long as APMSA desires provided the selected person maintains enrollment in an accredited college of podiatric medicine and has opted-in to the APMA student membership category.

### 9.5 NOMINATIONS AND ELECTIONS

With the exception of the student liaison position, nominations for all available positions to the Board of Trustees, including officers, shall be made from the floor at the annual meeting of the House of Delegates. Elections shall be held in accordance with the bylaws, rules, and procedures governing elections.

## 9.6 VACANCIES

### 9.6.1 President:

In the event that the office of president becomes vacant, the president-elect shall serve as acting president for the duration of the vacancy. Said individual shall retain all rights and responsibilities associated with the office of president-elect while serving as acting president and will be entitled to automatic succession to presidency upon completion of the unexpired term. In the event the president-elect is unable to fulfill this responsibility, the treasurer shall serve as acting president.

### 9.6.2 President-Elect:

In the event that the office of president-elect becomes vacant, the position of president-elect shall remain vacant until the next annual or special meeting of the House of Delegates at which time the office of "president for the ensuing year" shall be filled in the manner provided for the nomination and election of officers. Such nomination and election shall take place prior to that of president-elect.

### 9.6.3 Treasurer:

In the event that the office of treasurer becomes vacant, the vacancy shall be filled by a majority vote of the board with an individual currently serving on the board until a successor is elected at the next annual meeting of the House of Delegates.

### 9.6.4 Members-at-Large:

In the event of a vacancy, the president may appoint, with the approval of the Board of Trustees, a qualified member to serve until a successor is elected at the next annual meeting of the House of Delegates to serve for the remainder of the unexpired term.

### 9.6.5 Young Physician:

In the event of a vacancy, the president may appoint, with the approval of the Board of Trustees, a qualified member to serve for the remainder of the unexpired term.

### 9.6.6 Student Liaison:

In the event of a vacancy, APMSA shall be requested to identify a replacement student to serve as liaison for the remainder of the term.

## 9.7 RESPONSIBILITIES

The Board of Trustees shall have the following responsibilities:

- 9.7.1 Serve as officers of this association and bear the responsibility for the ownership and integrity of the association on behalf of the membership.

- 9.7.2 Hold legal and fiduciary responsibility for the association.
- 9.7.3 Approve the budget for the association after review and counsel from the House of Delegates at its annual meeting.
- 9.7.4 Authorize changes in the Articles of Incorporation provided such changes are consistent with these bylaws and in accordance with the laws of the District of Columbia.
- 9.7.5 Determine program priorities based upon the strategic plan and work to implement said priorities.
- 9.7.6 Board members shall disclose their potential conflicts of interest and ensure that their professional and personal behaviors are in accordance with the Code of Ethics. While serving on the board, board members shall immediately disclose to the CEO: (i) any criminal convictions or pending criminal investigations involving or alleging a felony violation or serious misdemeanor (i.e., Class A, Level I, First Degree, or gross misdemeanor, or an equivalent classification), and (ii) any punitive action taken by a governmental, quasi-governmental, or private agency/entity/board that results in an adverse action that affects their license to practice podiatric medicine. Candidates for the board shall disclose to the House of Delegates any such felony or serious misdemeanor convictions and punitive actions (as described in the preceding sentence) occurring during the last five (5) years or for which charges are pending.
- 9.7.7 Establish policies and position statements in pursuit of the goals and strategic directives of the association, provided such policies and positions are consistent with these bylaws or other established APMA rules and procedures, and are not in conflict with existing policies and positions.
- 9.7.8 Grant charters to state component societies/associations as provided in these bylaws.
- 9.7.9 Engage the services of the CEO.
- 9.7.10 Determine the time and location for the annual meeting and time and method for special meetings of the House of Delegates as provided in these bylaws.
- 9.7.11 Provide for the bonding of employees.
- 9.7.12 Establish committees, rules and regulations, and duties to govern its organization, procedures, and conduct, provided such rules, regulations, and duties are consistent with these bylaws or other established APMA rules and procedures.
- 9.7.13 Establish the location of the headquarters for the association.
- 9.7.14 Identify, arrange, and ensure financial support for educational sessions that may be established for the presentation and discussion of subjects pertaining to the science, art, and technology related to podiatric medicine.
- 9.7.15 Perform any other duties as prescribed in these bylaws or as provided in other established APMA rules and procedures.

## 9.9 POSITION DESCRIPTIONS

- 9.9.1 The president shall have the following responsibilities:

- 9.9.1.1 Serve as the official representative of this association in its contacts with government, civic, business, and professional organizations for the purpose of advancing the mission of the association.
- 9.9.1.2 Serve as chair of the Board of Trustees and Executive Committee. As chair, the president may vote only in the case of a tie.
- 9.9.1.3 Appoint and, when necessary, remove committee members with the approval of the board, unless otherwise provided in the bylaws or procedures of the association.
- 9.9.1.4 Report annually to, or when called upon by, the House of Delegates.
- 9.9.1.5 Perform such other duties as assigned by the Board of Trustees or House of Delegates, as provided in the bylaws or procedures of the association.
- 9.9.1.6 Serve as an *ex-officio* member, without vote, on all committees of the Board of Trustees and House of Delegates.

9.9.2 The president-elect shall have the following responsibilities:

- 9.9.2.1 Serve as vice chair of the Board of Trustees and Executive Committee.
- 9.9.2.2 Serve as a voting member of the Board of Trustees.
- 9.9.2.3 Perform such duties as assigned by the president, Board of Trustees, or House of Delegates, as provided in the bylaws or procedures of the association.

9.9.3 The treasurer shall have the following responsibilities:

- 9.9.3.1 Act as the representative of the association in ensuring proper management of the financial assets and liabilities of the association, subject to the direction of the Board of Trustees.
- 9.9.3.2 Serve as chair of the Finance Committee.
- 9.9.3.3 Deliver to the Board of Trustees and the Finance Committee an annual audit of the financial activities of the association.
- 9.9.3.4 Present financial updates and budget information to the House of Delegates for its review and comment.
- 9.9.3.5 Serve as a member of the Executive Committee.
- 9.9.3.6 Serve as a voting member of the Board of Trustees.
- 9.9.3.7 Perform such duties as assigned by the president, Board of Trustees, or House of Delegates, as provided in the bylaws or procedures of the association.

9.9.4 The immediate past president shall have the following responsibilities:

- 9.9.4.1 Serve as an *ex-officio* advisor, without vote, to the Board of Trustees only when such counsel is sought by the board.
- 9.9.4.2 Perform such duties as assigned by the president, Board of Trustees, or House of Delegates, as provided in the bylaws or procedures of the association.

9.9.5 The members-at-large and young physician member shall have the following responsibilities:

- 9.9.5.1 Serve as voting members of the Board of Trustees.
- 9.9.5.2 Perform such duties as assigned by the president, Board of Trustees, or House of Delegates, as provided in the bylaws or procedures of the association.

9.9.6 The student liaison shall have the following responsibilities:

- 9.9.6.1 Participate in board activities as specified by the president or Board of Trustees.
- 9.9.6.2 Serve as a nonvoting member of the Board of Trustees.
- 9.9.6.3 Serve as APMSA representative and report to APMSA as necessary.

#### 9.10 MEETINGS

The board shall conduct a minimum of two (2) meetings annually. Meetings of the board shall be held at times and places the board determines to be necessary for the conduct of business and in accordance with its own policies and procedures. All members of the board are required to attend these meetings.

#### 9.11 QUORUM

A majority of the voting members of the board shall constitute a quorum.

#### 9.12 EXECUTIVE COMMITTEE

The Executive Committee of the board shall be composed of the president, president-elect, and treasurer. The Executive Committee shall perform only such duties and carry out such responsibilities as may be referred to it by the board.

#### 9.13 REMOVAL, FORFEITURE, AND SUSPENSION

Members of the Board of Trustees, including the student liaison, are subject to removal or suspension from the board under the following circumstances.

- 9.13.1 Following review by the board through its internal complaint process resulting in an investigation by a duly constituted Board of Inquiry, any member of the board may be removed for cause by the House of Delegates. Such action is taken by an affirmative vote of two-thirds of the House of Delegates.
- 9.13.2 Criminal conviction of any felony violation or serious misdemeanor (i.e., Class A, Level I, First Degree, or gross misdemeanor, or an equivalent classification), or punitive action taken by a governmental or private agency/entity that results in an adverse action that affects the license to practice podiatric medicine shall result in the automatic removal of a board member. The definition of felony and serious misdemeanor shall be established by the jurisdiction where the offense occurred.
- 9.13.3 A board member who is more than 90 days delinquent in payment of dues is considered to have forfeited his or her board member position and shall result in automatic removal.
- 9.13.4 At the determination of the president, a board member may be suspended from all activities pending the review of a complaint or legal action against him/her.
- 9.13.5 A board member who loses his or her membership privileges shall forfeit their position on the board and the president shall fill such a vacancy as provided in these bylaws.

### **ARTICLE 10.0 CHIEF EXECUTIVE OFFICER (CEO)**

#### 10.1 RESPONSIBILITIES

The CEO of this association shall have the following responsibilities:

- 10.1.1 Serve as the chief executive officer and secretary of APMA.

- 10.1.2 Administer the affairs of APMA in accordance with the bylaws, procedures, and policies of the association and policies as determined by the Board of Trustees.
- 10.1.3 Serve as the official custodian of all securities and properties owned by the association, subject to the direction of the Board of Trustees.
- 10.1.4 Supervise the operation of the national office and its staff, and engage all employees.
- 10.1.5 Serve as an *ex-officio* member, without vote, on the Board of Trustees, House of Delegates, and the committees appointed by these bodies.
- 10.1.6 Serve as recording officer of the House of Delegates.
- 10.1.7 Issue charters to components in accordance with these bylaws.

## 10.2 DUTIES

The CEO shall perform such duties as provided in these bylaws and as directed by the Board of Trustees not in conflict with the CEO's contract.

## 10.3 APPOINTMENT AND EMPLOYMENT CONDITIONS

Appointment, tenure, salary, and contractual agreement for the CEO shall be determined by the Board of Trustees.

## ARTICLE 11.0 COUNCILS AND STANDING COMMITTEES

### 11.1 COUNCIL ON PODIATRIC MEDICAL EDUCATION (CPME)

#### 11.1.1 Purpose:

CPME shall act as the agency of this association responsible for conducting or assuring coordination of the evaluation, accreditation, approval, and recognition of educational institutions, sponsors, programs, and specialty boards in the field of podiatric medicine.

#### 11.1.2 Autonomy:

CPME shall be autonomous in conducting all aspects of evaluation, accreditation, approval, and recognition functions, including the adoption of its own bylaws; establishment of standards, requirements, and procedures; implementation of its own rules and procedures; selection of its own members, officers, committee members, evaluators, and consultants; and the administration of its own affairs on behalf of the association which are within its control pursuant to its authority and legal obligations and in keeping with the interests of the profession and the public.

#### 11.1.2.1 HOD Representatives on SBRC

The HOD elects two representatives on serve on the SBRC. These representatives may not hold a leadership position, defined as holding a position on the board of directors, serving as a committee chair, employment with the board, or any other position within the specialty board that calls into question the committee member's ability to fairly perform the duties of the Committee, with a recognized board within the past five years or be a member of CPME.

#### 11.1.3 Administrative and Financial Support:

The association shall provide administrative and financial support for the evaluation, accreditation, approval, and recognition services provided by CPME consistent with the interests of the association and profession.

#### 11.1.4 Memorandum of Agreement:

The services provided by CPME and the financial, administrative, and other resource allocations provided by APMA shall be delineated in a memorandum of agreement between CPME and the Board of Trustees.

#### 11.1.5 Staffing:

The appointment and retention of CPME staff shall be made by the CEO of APMA in consultation with, and with the concurrence of, CPME.

#### 11.1.6 Reporting:

CPME shall report to the House of Delegates at each annual meeting.

### 11.2 SPECIALTY BOARD RECOGNITION COMMITTEE (SBRC)

#### 11.2.1 Composition:

Two representatives elected by the House of Delegates (may not hold a leadership position, defined as holding a position on the board of directors, serving as a committee chair, employment with the board, or any other position within the specialty board that calls into question the committee member's ability to fairly perform the duties of the Committee, with a recognized board within the past five years or be a member of CPME).

### 11.3 FINANCE COMMITTEE

#### 11.3.1 Purpose:

The Finance Committee reviews the proposed budget and monitors progress of the implementation of the budget throughout the fiscal year. The committee also reviews and makes recommendations to the Board of Trustees on investment policies for the association. The committee shall serve as the reference committee on any proposed budgetary action item and reviews any proposed amendment to the bylaws, administrative procedures, and/or House of Delegates Operations Manual requiring the expenditure of funds.

#### 11.3.2 Composition:

The Finance Committee shall consist of six (6) members: two (2) members of the Board of Trustees, three (3) delegates or alternate delegates, and the APMA treasurer to serve as chair of the committee. The five (5) members representing the Board of Trustees and House of Delegates shall be appointed by the president with the approval of the board. In the absence of the treasurer, the president shall designate the chair.

11.3.3 Terms of Office:

Terms shall be from the time of appointment to the close of the next annual meeting of the House of Delegates.

11.3.4 Responsibilities:

- 11.3.4.1 Review proposed budget expenditures for transmittal to the House of Delegates for review and comment prior to final authorization.
- 11.3.4.2 Review all subsequent revisions of the budget.
- 11.3.4.3 Present to the House of Delegates revenue expectations, results for the most recently completed fiscal year, investment activity, and any other financial matters that may be pertinent.
- 11.3.4.4 Review and determine the budget feasibility of all budgetary action items.
- 11.3.4.5 Conduct meetings and/or hearings on budgetary action items prior to their being considered by the House of Delegates.

11.4 BYLAWS, PROCEDURES, AND RULES COMMITTEE

11.4.1 Purpose:

The Bylaws, Procedures, and Rules Committee shall act as the advisory body and interpretative authority on all matters affecting the APMA Bylaws, Code of Ethics, Administrative Procedures, House of Delegates Operations Manual, and Standing Rules and shall serve as the reference committee on any proposed amendments to the aforementioned bylaws, code of ethics, procedures, and rules.

11.4.2 Composition:

The Bylaws, Procedures, and Rules Committee shall consist of five (5) APMA members appointed by the president with the approval of the Board of Trustees. From among the five, the president shall designate the chair of the committee with the approval of the board. The speaker of the House of Delegates shall serve as an *ex-officio* member, without vote, on the committee.

11.4.3 Terms of Office:

Each term of office shall be for a period of three years on a staggered basis. Members may not serve more than three (3) full or partial terms.

11.4.4 Responsibilities:

- 11.4.4.1 Review and determine appropriateness of all proposed amendments to the bylaws, code of ethics, administrative and operational procedures, and standing rules, referring issues that are not appropriate to the proper forum.
- 11.4.4.2 Offer amendments to the bylaws, code of ethics, administrative and operational procedures, and standing rules as it determines necessary.
- 11.4.4.3 Conduct meetings and/or hearings on proposed amendments prior to their being considered by the House of Delegates.

- 11.4.4.4 Review the bylaws, code of ethics, and administrative and operational procedures as necessary.
- 11.4.4.5 Review component society or association bylaws as necessary.

## 11.5 POLICY REVIEW COMMITTEE

### 11.5.1 Purpose:

The Policy Review Committee shall act as the advisory body and interpretative authority on all policies and positions established or adopted by the association (i.e., House of Delegates, Board of Trustees) and shall serve as the reference committee on any proposed policy or position statement propositions.

### 11.5.2 Composition:

Diversity of individual representatives should be considered when identifying those who will serve on this committee.

- 11.5.2.1 Six representatives from the House of Delegates with at least one being a young physician appointed by the president with the approval of the board.
- 11.5.2.2 One representative appointed by CPME.
- 11.5.2.3 One representative appointed by the SBRC.
- 11.5.2.4 One postgraduate member appointed by the president with the approval of the board.
- 11.5.2.5 One representative appointed by APMSA.
- 11.5.2.6 One representative of the Board of Trustees appointed by the president with the approval of the board.
- 11.5.2.7 From among the eleven, the president shall designate a chair and vice chair of the committee with the approval of the board.

### 11.5.3 Terms of Office:

Terms shall be from the time of appointment to the close of the next annual meeting of the House of Delegates.

### 11.5.4 Responsibilities:

- 11.5.4.1 Review and determine appropriateness of all policy propositions submitted for consideration by the House of Delegates, referring issues that are not appropriate to the proper forum.
- 11.5.4.2 Conduct a review at least every five years of adopted policies and positions to determine continued relevance and, when deemed necessary, recommend to the subsequent House of Delegates the rescission of any policy that is no longer relevant.
- 11.5.4.3 Conduct a review every ten years of any active referendum(s) to determine continued relevance and, when deemed necessary, make recommendations to the House of Delegates to amend or rescind the referendum(s) in accordance with these bylaws and administrative procedures. The House of Delegates must approve any recommendation(s) by a two-thirds affirmative vote. Recommendations to amend or rescind referendum(s) shall be by a vote of the membership in accordance with the administrative procedures.
- 11.5.4.4 Conduct meetings and/or hearings on policy propositions prior to their being considered by the House of Delegates.

## 11.6 SECTION REVIEW COMMITTEE

### 11.6.1 Purpose:

The Section Review Committee shall serve as the advisory body on matters related to recognition of section organizations.

### 11.6.2 Composition:

The Section Review Committee shall consist of five (5) APMA members appointed by the president with the approval of the Board of Trustees. No member shall be a paid or elected official of a recognized section organization, a paid or elected official of an organization seeking recognition as a section organization, or a member of the Board of Trustees. From among the five members, the president shall designate the chair of the committee with the approval of the board.

### 11.6.3 Terms of Office:

Terms shall be from the time of appointment to the close of the next annual meeting of the House of Delegates.

### 11.6.4 Responsibilities:

- 11.6.4.1 Review and make recommendations to the House of Delegates regarding petitions submitted by organizations seeking recognition as a section organization.
- 11.6.4.2 Review reports submitted by recognized section organizations.
- 11.6.4.3 Inquire into and report on any controversies involving a recognized section organization.

## 11.7 REPORTS

Councils and standing committees shall submit written annual reports to the House of Delegates through the office of the CEO. The CEO shall furnish a copy of such reports to the Board of Trustees.

## 11.8 VACANCIES

### 11.8.1 CPME

CPME shall specify its own procedures for filling vacancies.

### 11.8.2 SBRC

In the event of a vacancy among members of SBRC who are elected by the House of Delegates, the president, with the approval of the board, shall appoint a successor to serve until the next annual meeting of the House of Delegates.

### 11.8.3 Finance Committee; Bylaws, Procedures, and Rules Committee; Policy Review Committee; and Affiliate Review Committee

In the event of a vacancy among the members of the Finance Committee; Bylaws, Procedures, and Rules Committee; Policy Review Committee; or Affiliate Review Committee, the president, with the approval of the board, shall appoint a successor to serve for the remainder of the unexpired term.

## **ARTICLE 12.0 BOARDS OF INQUIRY**

### **12.1 PURPOSE**

Boards of Inquiry may be authorized for the following purposes:

- 12.1.1 To inquire into and propose actions or solutions on any question arising under the bylaws, code of ethics, or rules, procedures, or policies of this association.
- 12.1.2 To inquire into and propose actions or solutions on any controversies involving a component or a member (including the BOT individually or collectively).
- 12.1.3 To inquire into and propose actions or solutions on the proposed removal of any person holding office subject to election by the House of Delegates.

### **12.2 AUTHORIZATION**

Boards of Inquiry may be authorized by the House of Delegates or the Board of Trustees, or they may be authorized by the president with the approval of four other members of the board, for any of the purposes enumerated in 12.1. If the BOT, individually or collectively, is the subject of the request for a board of inquiry, the speaker may authorize the board of inquiry. 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.

### **12.3 PROCEDURES**

The procedures for the conduct of a board of inquiry shall be stated in the APMA House of Delegates Operations Manual.

## **ARTICLE 13.0 FINANCES**

### **13.1 FUNDS**

Funds shall be raised by dues and (as necessary) special purpose assessments paid by members of the association, corporate sponsorships and support, proceeds derived from sales of publications and other products of the association, fees charged for services provided by APMA, income earned on invested reserve funds, and any other manner approved by the House of Delegates, the Board of Trustees, or CPME. Dues and special purpose assessments received by component societies or associations for membership in APMA shall be construed to be held in trust for this association and shall be transmitted promptly to this association.

### **13.2 BUDGET AUTHORIZATION**

The budget of this association shall be developed by the Board of Trustees for review by the Finance Committee. The proposed expenditures for the forthcoming fiscal year shall be presented to the House of Delegates by the Finance Committee for review and approval. Following the review and approval phase of the budget development, the Finance Committee shall work with the Board of Trustees to finalize the budget. The final budget becomes authorized at the reorganizational meeting of the board or at a subsequent time but no later than 30 days prior to commencement of the fiscal year.

The authorized budget shall, insofar as possible, guide the Board of Trustees in the allocation of funds. This, however, shall not limit the board in revising the budget, subject to review by the Finance Committee, whenever necessary and to the extent deemed prudent to effectuate the mission of the association.

### **13.3 FISCAL YEAR**

The fiscal year of this association shall be the 12-month period beginning June 1 and ending May 31 of the following year.

#### **ARTICLE 14.0 INDEMNIFICATION OF OFFICERS AND OFFICIAL REPRESENTATIVES OF THE AMERICAN PODIATRIC MEDICAL ASSOCIATION**

To the extent permitted by law, each trustee, officer, council member, committee member, employee and other agent of APMA shall be held harmless and indemnified by APMA against all claims and liabilities and all costs and expenses, including attorney's fees, reasonably incurred or imposed upon such person in connection with or resulting from any action, suit or proceeding, or the settlement or compromise thereof, to which such person may be made a party by reason of any action taken or omitted to be taken by such person as a trustee, officer, council member, committee member, employee or agent of APMA, in good faith and with the reasonable belief that the conduct was in APMA's best interests. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that the conduct was unlawful. This indemnification shall not cover any claims, liabilities or costs arising out of gross negligence or willful misconduct. This right of indemnification shall inure to such person whether or not such person is a trustee, officer, council member, committee member, employee or agent at the time such liabilities, costs or expenses are imposed or incurred and, in the event of such person's death, shall extend to such person's legal representatives. This right of indemnification shall include the right to advancement of such costs and expenses, including attorney's fees, while any such action, suit or proceeding is pending, as the Board of Trustees may authorize. To the extent available, the association shall insure against any potential liability hereunder. The foregoing indemnification rights shall not be exclusive of other rights to which persons entitled to indemnification hereunder may be lawfully entitled.

#### **ARTICLE 15.0 BONDING**

All officers, trustees, and employees of this association shall be bonded in an amount determined by the Board of Trustees.

#### **ARTICLE 16.0 PARLIAMENTARY AUTHORITY**

The deliberations of this association, its House of Delegates, Board of Trustees, and committees shall be governed by the parliamentary rules and usages contained in the then current edition of "The Standard Code of Parliamentary Procedure" when not in conflict with the bylaws of the association.

#### **ARTICLE 17.0 PRINCIPLES OF PROFESSIONAL CONDUCT**

The principles of professional conduct of the members shall be governed by the code of ethics of this association that are incorporated as if they were a portion of these bylaws.

#### **ARTICLE 18.0 REFERENDUMS**

The eligible voting membership may consider a referendum on any question within the purview of this association that is not in conflict with the bylaws. Questions considered by referendum shall be conducted in accordance with the APMA Administrative Procedures. Any question decided by a referendum can only be reconsidered, rescinded, or amended by another referendum.

#### **ARTICLE 19.0 AMENDMENTS**

19.1 These bylaws, and the code of ethics that is incorporated into and considered a part of this document, may be amended by a two-thirds affirmative vote of the certified delegates present and voting at the annual meeting of the House of Delegates, provided the proposed amendment has been published at least 60 days prior to the meeting. To be considered, a proposed amendment shall be submitted in writing to the CEO by the first day of the fifth month prior to the annual meeting.

19.2 Amendments made necessary by law shall be made either by the Board of Trustees at any regular or special meeting of the Board of Trustees, or by the House of Delegates, whenever such necessity arises.

19.3 Amendments may be offered by a member, a component society or association, the Board of Trustees, the APMSA, the resident/fellow delegation, a recognized section organization, or an official council or standing committee as defined in these bylaws.

## **ARTICLE 20.0 APMA POLICIES AND ADMINISTRATIVE AND OPERATIONAL PROCEDURES**

20.1 Policies and positions adopted by the House of Delegates or Board of Trustees shall be included in an electronic file available on the APMA website.

20.2 The APMA Administrative Procedures and House of Delegates Operations Manual are stated in two documents. These procedures enable implementation of these bylaws or other policies of the association.

20.3 Policies and positions of this association may be rescinded or revised in accordance with parliamentary process.

20.4 Procedures may be amended by a majority vote of the certified delegates present and voting at the annual meeting of the House of Delegates provided the proposed amendment has been published at least 60 days prior to the meeting. To be considered, a proposed amendment shall be submitted in writing to the CEO by the first day of the fifth month prior to the annual meeting.

20.5 Amendments made necessary by law shall be made either by the Board of Trustees at any regular or special meeting of the Board of Trustees, or by the House of Delegates, whenever such necessity arises.

20.6 Amendments may be offered by a member, a component society or association, the Board of Trustees, the APMSA, the resident/fellow delegation, a recognized section organization, or an official council or standing committee as defined in these bylaws.

## **ARTICLE 21.0 DISSOLUTION**

APMA shall make no distribution of its assets to any of its members during the period of its operation or upon its liquidation. Upon dissolution or final liquidation of APMA, any assets remaining after all obligations have been satisfied or provided for shall be distributed to one or more nonprofit organizations that are recognized as tax-exempt under section 501(c)(3) or section 501(c)(6) of the U.S. Internal Revenue Code (or successor provisions of law).