

# **AMERICAN BOARD OF PODIATRIC ORTHOPEDICS AND PRIMARY PODIATRIC MEDICINE**

## **BYLAWS**

### **Article I**

#### **NAME**

The name of the Corporation shall be the AMERICAN BOARD OF PODIATRIC ORTHOPEDICS AND PRIMARY PODIATRIC MEDICINE, INC. (hereinafter designated as “the Board” or ABPOPPM).

### **Article II**

#### **MISSION**

The mission of the ABPOPPM is to assess the knowledge of duly licensed podiatrists and grant and issue certificates attesting to having met the standards required to become Diplomates of the ABPOPPM.

### **Article III**

#### **OFFICES**

The Board shall have and maintain a registered office and a registered agent, as required by law, and may have such other offices as the Board of Directors may from time to time determine.

### **Article IV**

#### **MEMBERS**

##### **Section 1. Membership:**

##### **Classes and Categories**

##### **General:**

**There shall be two (2) classes of members:**

- A. Board Qualified
- B. Diplomate

Diplomates may be grouped into one of the following categories: Regular, Emeritus and Founder. Within each category members may be assigned one of the following statuses based upon their circumstances: Active, Inactive, Retired, Disabled, Suspended, or Special\*.

(\*conferred at the discretion of the Board of Directors.)

**Classes:**

The definitions of each membership class are as follows:

- A. Board Qualified: a podiatrist who:
  - 1. has graduated from a College of Podiatric Medicine approved by the Council on Podiatric Medical Education of the American Podiatric Medical Association, and
  - 2. holds a current license granted by a state, district or other U.S. or international governmental jurisdiction, and
  - 3. has successfully completed the requirements of the board qualification examination.
  
- B. Diplomate: a podiatrist who:
  - 1. has graduated from a College of Podiatric Medicine approved by the Council on Podiatric Medical Education of the American Podiatric Medical Association, and
  - 2. holds a current license granted by a state, district or other U.S. or international governmental jurisdiction, and
  - 3. has successfully completed the requirements of the board certification examination.

Candidates for the board qualification examination may take the examination prior to their obtaining full licensure as indicated in A2. They will not be granted Board Qualified or Diplomate status, however, until such licensure is obtained.

**Categories:**

The definitions of each Diplomate category are as follows:

- A. Regular: A Diplomate who does not otherwise meet the definition of Founder or Emeritus
  
- B. Founder: A Diplomate of the Founders Groups of the following organizations, as specified in the original petitions for recognition by the Council on Podiatric Medical Education:
  - 1. American Board of Podiatric Orthopedics
  - 2. American Board of Primary Podiatric Medicine
  - 3. Association of Residency Directors of Primary Podiatric Medicine
  
- C. Emeritus: A Diplomate in good standing for 15 consecutive years, having attained the age of 65 years, or an active member in good standing for 25 consecutive years.

**Status:**

The definitions of Diplomate status are as follows:

- A. Active: Engaged in, and deriving income from, the profession of podiatric medicine.
- B. Inactive: Does not meet the criteria for Retired or Disabled status but who neither derives income from, nor practices, podiatric medicine.
- C. Disabled: The Diplomate can adequately document a medical disability that precludes their ability to temporarily or permanently practice the profession of podiatry.
- D. Retired: A Diplomate having attained the age of 65 years and no longer engaged in the practice of podiatric medicine.
- E. Special: A Diplomate whose career path is atypical (e.g. largely or exclusively administration, education, etc.) and does not meet the criteria for the aforementioned statuses.

Note: Special status is granted on a restricted basis and conferred only at the discretion of the Board of Directors

- F. Suspended: A Diplomat who has either:
- 1 failed to pay annual re-registration fees by the prescribed deadline or
  2. failed re-certification as prescribed in the policy manual, but who's membership has not as yet been revoked

Section 2. Certificates: The Board of Directors shall issue certificates attesting to the Diplomates' admission to the Board. These certificates may have a time limitation, shall and remain the sole property of the Board.

Section 3. Resignation: Members may resign from the Board at any time by giving written notice to the headquarters office.

Section 4. Termination of Membership: Membership in the Board may be terminated for cause. Violation of these bylaws or any rule, or policy of the Board as specified in the Policy Manual shall be cause for termination.

Section 5. Application for Reinstatement: The Board of Directors has the responsibility to determine when, or if, evidence is sufficient to warrant reinstatement of a Diplomat as per the guidelines set forth in the Policy Manual.

## **Article V**

### **DUES, FEES AND ASSESSMENTS**

Fees for examinations and for each class and category of membership within the Board, as well as the time for paying same shall be determined by the Board of Directors. Annual registration fees are not refundable.

## **Article VI**

### **MEETING OF MEMBERS**

Section 1. Annual Meeting: The Annual Meeting of the Members shall be held at such date, time and place as shall be determined by the Board of Directors, but at least 120 days apart from the Annual Meeting of the Board of Directors.

Section 2. Purpose: The purpose of the Annual Meeting of the Members is to:

- a) receive reports from the Board of Directors on the activities of the Board;
- b) provide members an opportunity to express their opinions on matters affecting the Board and
- c) dispense with such other business properly before the meeting.

Notice of any new business to be brought before the annual meeting shall be submitted to the Secretary and President at least ten (10) days before the date of the annual meeting. The order of business for a meeting shall be determined in advance by the President.

Section 3. Special Meetings: Special meetings of the members may be called by the President or the Board of Directors. Special meetings shall be held at such date, time and place as shall be determined by the Board of Directors.

Section 4. Notice of Meetings: Written notice of the date, time and place of any annual or special meeting shall be delivered not less than fifteen (15) days nor more than ninety (90) days before the date of the meeting, to each member entitled to vote at such meeting.

Section 5: Resolutions and Motions: Eligible voting members may make a motion in person at the Annual Meeting of Members or submit a resolution in writing through Board Headquarters, at least 30 days prior to the meeting via certified mail. The Secretary of the Board of Directors will present said resolution for discussion.

Section 6. Quorum: The quorum for the transaction of business at a meeting of members, special meeting or by mail ballot shall be at least 15% of the eligible voting Diplomates.

Section 7. Voting: On any matter to be voted upon at any meeting of members, each member with voting rights shall be entitled to one (1) vote. Adoption of any motion shall be by a simple majority of the voting members, provided that a quorum is attained.

Section 8. Mail or Electronic Ballots: Any business can be approved by mail or electronic ballot. Approval shall be granted upon a simple majority of the ballots received, provided a quorum is attained, except where otherwise provided by law, the articles of incorporation of the Board, or these bylaws, by the date specified on the ballot.

## **Article VII**

### **BOARD OF DIRECTORS**

Section 1. General Powers: The property, business and affairs of the Board shall be managed by its Board of Directors. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and consistent with the Policy Manual and may in the execution of the power granted it, appoint such agent or agents as it may deem necessary.

Section 2. Number, Tenure and Qualifications: The Board of Directors shall consist of a minimum of eight (8) Diplomates. The Immediate Past President may constitute a ninth (9) position on the Board as referenced in Article VIII, Section 10. The term of elected directors shall be four (4) years and no director shall serve as such for more than two (2) consecutive full four (4) year terms. The Executive Director shall be a member of the Board without a right to vote.

Section 3. Election: Prior to the annual meeting of the Board of Directors the eligible Diplomates may elect Directors by the method approved by the Board of Directors to hold office until their successors are elected and assume their position or until their resignation, or removal, or they are otherwise unable to fulfill an unexpired term. In the event of a tie vote the existing Board of Directors shall elect, by closed ballot, the new Director from among those having received an equal number of votes. Candidates for office shall be nominated under the procedures set forth in Article IX, Section 2 of these bylaws and shall assume their positions at the Annual Meeting of Members.

Section 4. Resignation: Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date; the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal: Director(s) may be removed by the affirmative vote of two-thirds of the eligible voting Diplomates. Notice of such action shall be delivered to all eligible voting Diplomates. Such removal shall be without prejudice to the contract rights, if any, of the Director(s) removed.

Section 6. Vacancies: Any vacancy occurring in the Board of Directors shall be filled by majority vote of the Board of Directors. Each director appointed to fill a vacancy shall hold office for the unexpired term of their predecessor in office.

Section 7. Annual Meetings: The Annual Meeting of the Board of Directors shall be held at a time and place designated by the Board of Directors but at least 120 days apart from the Annual Meeting of the Members.

Section 8. Regular Meetings: The Board of Directors shall hold regular meetings at such places and times as may be designated by the Board of Directors.

Section 9. Special Meetings: Special meetings of the Board of Directors may be held at the call of the President or at the request of any three Directors. Such meetings will be held at such places and times as may be designated by the Board of Directors.

Section 10. Notice of Meetings: Notice of special face to face meetings of the Board of Directors shall be delivered by or at the direction of the Secretary to each Director at least seven (7) days before the scheduled meeting. Notice of special meetings conducted in other fashions, e.g. conference calls, shall be given within a reasonable time frame.

Section 11. Quorum: A majority of the Directors entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 12. Manner of Acting: The act of a majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the articles of incorporation, or by these bylaws.

Section 13. Participation at Meetings via Alternative Technologies: The Board of Directors or any committee or subcommittee designated by the Board of Directors may take any action permitted or authorized by these bylaws by means of remote conferencing, however facilitated. Participation in a meeting pursuant to this section shall be equivalent to presence in person at such meeting.

Section 14. Compensation: Directors, shall not receive any compensation for their services as Directors, but may be reimbursed for expenses at the same rate as others serving on behalf of the Board, as specified in the Policy Manual. The President shall receive compensation as-determined by the Board of Directors.

## **Article VIII**

### **OFFICERS AND EXECUTIVE DIRECTOR**

Section 1. Officers: The officers of the Board shall consist of a President, a Vice President, a Secretary, a Treasurer and the Immediate Past President. The Board of Directors may elect or appoint such other officers from among themselves as shall be deemed necessary whom shall have the authority to perform such duties as may be prescribed for them by the Board of Directors.

Section 2. Election and Term of Office: The President, Vice President, Secretary and Treasurer shall be elected annually by and from the eligible voting Directors. The term of service shall be one year. No officer may serve more than two consecutive terms in a given office. Officers shall be elected at the Annual Meeting of Directors. Such officers shall assume office at the conclusion of the Annual Meeting of the Members.

Section 3. Removal: Any officer may be removed by a two-thirds vote of the eligible voting Directors whenever, in their judgment doing so would serve the best interests of the Board. Such removal shall be without prejudice to the contract rights, if any, of the officer who is removed as identified in Article VII, Section 15. Election to an office shall not of itself create contract rights.

Section 4. Resignation: Officers may resign at any time by giving written notice to the President of the Board. In the case of resignation by the President notice shall be tendered to the Vice President. Resignations shall take effect at the time tendered unless otherwise specified therein.

Section 5. Vacancies: Vacancies in any office shall be filled by the President, at any regular meeting or at a special meeting called for such purpose. Each officer appointed to fill a vacancy shall hold office for the unexpired term of their predecessor in office.

Section 6. President: The President shall be the principal elected officer of the Board and shall in general oversee all business and affairs of the Board in the manner prescribed by the Board of Directors. The President shall preside at all meetings of the Board of Directors and serve ex-officio as a non-voting director, except when required to break a tie vote among the Board. The President shall be an ex-officio member of all committees. The President may sign, with another proper officer of the Board authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where doing so is expressly delegated by the Board, these bylaws, or by statute to some other officer or agent of the Board.

Section 7. Vice President: In the absence of the President or in the event of their inability or refusal to act, the Vice President shall act "in pro per" for the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. Secretary: The Secretary shall:

Record the minutes of the meetings of the members and of the Board of Directors, ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law, oversee custodianship of the Board's records and  
001) perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

The administrative duties of the Secretary may be assigned, in whole or in part, to the Executive Director by the Board of Directors.

Section 9. Treasurer: The Treasurer shall make an account of all monies received and expended by the Board and shall oversee disbursements per the Board of Directors as specified in the Policy Manual. The Treasurer shall direct and verify that all sums received shall be deposited or invested in such fiduciary accounts authorized by the Board of Directors. The Treasurer is responsible for the strategic allocation of monies from the Board's accounts to ensure operating funds are available when needed. The Treasurer shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

The administrative duties of the Treasurer may be assigned, in whole or in part to the Executive Director by the Board of Directors.

Section 10. Immediate Past President: The Immediate Past President shall perform such duties as may be designated by the President or Board of Directors. Upon termination of his or her term of office as President the incumbent shall become Past President for the term of the incoming President. If the Immediate Past President's term on the Board of Directors has expired he or she shall serve on the Board as an officer in an ex-officio capacity.

Section 11. Executive Director: The administrative duties and day-to-day operation of the Board shall be delegated to a staff head or firm employed or appointed by the Board of Directors. The Executive Director shall be responsible to the Board of Directors and shall act in accord with the Policy Manual.

## Article IX

### COMMITTEES

With the exception of the Executive Committee, the President, with the approval of the Board of Directors, shall appoint such committees as may be necessary for the proper conduct and management of the Board. Appointment of committee Chairs shall be made by the President. Unless otherwise specified the Chairperson of the committee or subcommittee shall appoint its members and all members of each committee or subcommittee shall be Diplomates of the Board. With the exception of the Executive Committee, any member may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interests of the Board shall be served thereby. A majority of members shall constitute a quorum for action at any meeting unless otherwise specified.

Standing Committees of the Board shall be:

Section 1. Executive Committee: Shall consist of the officers of the Board and the Executive Director. The Executive Director shall be an ex-officio member of the Executive Committee without the right to vote. The Executive Committee may exercise the authority of the Board of Directors in the management of the Board's affairs during intervals between meetings of the Board of Directors, subject to these bylaws and all prior resolutions, regulations and directives issued, adopted or promulgated by the Board of Directors. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. Meetings may be called by the President or by any two Executive Committee members.

Section 2. Nominating Committee: Shall consist of three Diplomates, at least one of whom shall be a Director. The Nominating Committee shall recommend a slate of candidates for open positions on the Board of Directors to the Board of Directors. Upon receiving the Committee's recommendation the Board of Directors shall determine a slate of candidates and present it to the voting members at least one hundred and twenty (120) days prior to the Annual Meeting of the Board of Directors. Additional nominations may be made by the submission of petitions, each of which must be endorsed by at least 5% of the voting membership. Such petitions shall be obtained from Board Headquarters, must abide by the procedure and eligibility requirements of the Nominating Committee as outlined in the Policy Manual and must be received by the Executive Director no later than ninety (90) days prior to the Annual Meeting of the Board of Directors. If valid nomination petitions are received the Diplomate(s) noted therein shall be added to the slate approved by the Board of Directors and submitted to the membership for voting at least thirty (30) days prior to the annual meeting.

Section 3. Budget Committee: Shall consist of three Diplomates, one of whom shall be the Treasurer of the Board of Directors who shall serve as Chairperson. The committee shall prepare an annual budget for the operation of the Board. The committee shall also make recommendations concerning the investment of the Board's funds and shall perform other duties as specified in the Policy Manual.

Section 4. Credentials Committee: Shall consist of three members, one of whom shall be the Vice-President of the Board of Directors who shall serve as Chairperson. The committee shall review issues of ethics, licensure, re-registration and assessments to determine members' compliance with Board policy and procedures and make recommendations to the Board of Directors for appropriate action and shall perform other duties as specified in the Policy Manual.

Section 5. Evaluation Committee: Shall be comprised of the chairpersons of its subcommittees. All members of this committee shall be appointed by the President. The Evaluation Committee is responsible for all academic, training and quality-of-practice assessments leading to Board qualification, certification and re-evaluation and shall perform other duties as specified in the Policy Manual.

A. Examination subcommittee - Is responsible for the development and administration of examinations for all phases of initial Board certification and re-evaluation. The committee is also responsible for the development of materials to assist candidates in understanding the structure and requirements of the examinations. The subcommittee may create component subcommittees as necessary to carry out its functions.

B. Case Documentation Review subcommittee - Is responsible for establishing the criteria for case review and carrying out the case review process for all phases of Board certification and re-certification. The committee is also responsible for the development of materials to assist candidates in understanding the structure and requirements of the case review process. The subcommittee may create component subcommittees as necessary to carry out its functions.

C. In-Training subcommittee - Is responsible for using formal assessment tools, developing such tools as needed to evaluate the strengths and weaknesses of residency programs and making recommendation for program development. The subcommittee may create component subcommittees as necessary to carry out its functions.

Section 6. Bylaws Committee: Shall consist of three Diplomates who shall periodically review the Bylaws and Policy Manual and make recommendations to the Board of Directors for modifying them to maintain relevance to contemporary conditions. It shall act as an advisory body whenever such matters are referred to it by the Board of Directors.

Section 7. Other Committees: Other committees or subcommittees, standing or ad hoc, may be created or terminated by a resolution adopted by a majority of the Board of Directors.

Section 8. Term of Office:

Each member of a committee shall continue as such until they resign, are relieved or the committee is terminated.

Section 9. Chairperson: The Chairperson of each committee or subcommittee shall be responsible for the overall function of the committee and will make regular reports to the Board of Directors regarding committee activity. The Chairperson will also submit an annual budget for their respective committee or subcommittee as required.

Section 10. Vacancies: Vacancies in the membership of any committee or subcommittee shall be filled in the same manner as the original appointments.

Section 11. Meetings of Committees or Subcommittees: Each committee or subcommittee, by majority vote of its members, shall determine the time and place of meetings and the notice required therefore.

Section 12. Rules: Each committee or subcommittee may adopt procedural rules consistent with these Bylaws or with the Policy Manual.

## **Article X**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS, BONDING**

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the Board, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Board and such authority may be general or confined to specific instances.

Section 2. Corporate Seal: The corporate seal of the Board shall be as depicted in the policy manual and will contain such elements as is required by law. Said seal may be used by causing it or a facsimile or equivalent thereof to be impressed or affixed or reproduced.

Section 3. Depositories: All funds of the Board shall be deposited to the credit of the Board in such financial institutions as the Board of Directors may designate.

Section 4. Checks, Drafts, Notes, Etc.: All checks, drafts or other orders for the payment and all notes or other evidences of indebtedness issued in the name of the Board shall be signed by such officer or officers, or agent or agents of the Board and in such manner as shall be determined by resolution of the Board of Directors.

Section 5. Bonding: The Board of Directors shall provide for the bonding of such officers and employees of the Board as it may determine appropriate.

Section 6. Delivery of Notice: Any notices required to be delivered pursuant to these Bylaws shall be deemed to be delivered when transferred or presented in person or deposited in the United States mail addressed to the person or entity at the address as it appears on the records of the Board, in the manner specified in the Policy Manual.

## **Article XI**

### **BOOKS AND RECORDS**

The Board shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees or subcommittees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. As specified in the Policy Manual, books and records of the Board may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

## **Article XII**

### **FISCAL YEAR**

The fiscal year of the Board shall be established by the Board of Directors.

## **Article XIII**

### **WAIVER OF NOTICE**

Whenever any notice whatsoever is required to be given under the provisions of the General Not For Profit Corporation Act or under the provisions of the articles of incorporation or the Bylaws of the Board, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

## **Article XIV**

### **INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS**

The Board shall indemnify each officer, director, employee or agent of the Board, including every former director, officer, employee or agent, and any person who may have served at the request or by the election or appointment of the Board as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or enterprise, against expenses actually and reasonable incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, or are threatened to be made parties or a party, by reason of being or having been a director(s), officer(s), employee(s), or agent(s) of the Board or a director(s), officer(s), employee(s) or agent(s) of such other corporation, if such person acted in good faith and in a manner he or she reasonable believed to be in, or not opposed to, the best interests of the Board and except in relation to matters as to which any such director, officer or former director or officer or persons shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of their duty to the Board and to such matters as shall be settled by agreement predicated on the existence of such liability. As used in this Article XIV, the term "expenses" shall include attorneys fees, court costs, judgments, fines and penalties, amount paid in settlement (unless paid to the Board) and other expenses actually and reasonably incurred in connection with the defense or settlement of any action, suit or proceeding.

The foregoing right of indemnification shall not be exclusive of any other rights to which any officer, director, employee or agent may be entitled and this indemnification shall be in addition to and not in limitation of any other privilege or power of the Board to indemnify its officers, directors, employees or agents.

The Board may purchase and maintain insurance on behalf of any person referred to in the preceding paragraphs of this Article against any liability incurred by them in any such capacity, or arising out of their status as such, whether or not the Board would have the power to indemnify them against such liability under the provision of this Article or otherwise.

## **Article XV**

### **DISSOLUTION**

Upon the dissolution of the Board, and after payment of all indebtedness of the Board, any remaining funds, investments and other assets of the Board shall be distributed to such organization or organizations which are then qualified as exempt from taxation under section 501 (c) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future Internal Revenue Law of the United States), but only if the purposes and objectives of such organization(s) are similar to the purposes and objectives of the Board, as may be determined by vote of the then voting members of the Board.

## **Article XVI**

### **AMENDMENTS**

Proposals to alter, amend or repeal these Bylaws may be made and adopted at any annual or regular meeting of the Board of Directors, or at a special meeting called for that purpose, by the affirmative vote of a majority of the Directors present at the meeting, provided that the proposed changes have been submitted to the Directors at least thirty (30) days prior to the meeting. Ratification of proposed amendments becomes effective upon affirmative vote of eligible Diplomates subject to the following:

- a) proposed changes shall be transmitted to each voting Diplomat
- b) shall become effective upon approval by a two-thirds vote of those members returning ballots
- c) not less than 15% of the members return ballots and
- d) the voting period remains open for not less than thirty (30) days

## **Article XVII**

### **PARLIAMENTARY AUTHORITY**

The deliberations of the Board of Directors, committees and subcommittees shall be governed by the parliamentary rules and usages contained in the then current edition of "Roberts Rules of Order, Newly Revised" when not in conflict with the Bylaws of the Board.