

1 AMENDMENT TO OHFAMA BYLAWS

2 PROPOSITION A-20: MULTIPLE BYLAWS CHANGES INCLUDING CHANGE FROM HOD  
3 TO ANNUAL BUSINESS MEETING

4 **PURPOSE:** To update bylaws in compliance with recent APMA bylaws changes and to update bylaws  
5 in multiple other areas including a change in the annual Association meeting format from the current  
6 House of Delegates (HOD) model to an Annual Business Meeting.

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

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

13 Additionally, sometimes there are drastic changes that may be considered if the long-standing tradition of  
14 doing things is assessed and it is determined that there is a need or desire to make a big change.

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

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

21 The passage of Resolution 19-01 at the 2019 OHFAMA HOD has led to the proposal of replacing the  
22 Association's annual meeting from the current HOD to an Annual Business Meeting. The rationale for  
23 this proposal is found within the text of Resolution 19-01. Research and data supporting the reasons and  
24 purposes of the change is supported by the two independent surveys of OHFAMA members in 2019 and  
25 the OHFAMA HOD Assessment Committee (OHAC) report which presented and published its findings  
26 at the 2019 OHFAMA HOD.

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

30 Creation of an OHFAMA membership category called Federal Services Member. Currently, podiatrists  
31 in Federal Services can elect to be members in the APMA Federal Services category or become an  
32 OHFAMA Active member. APMA bylaws prohibit membership in both components. Those who choose  
33 the APMA Federal Services membership have no benefits or association from OHFAMA if they practice  
34 in Ohio. The addition of the OHFAMA Federal Services Member category will enable these members to  
35 be included in some of the benefits and associations of OHFAMA membership instead of exclusion.  
36 APMA Federal Services members who practice in Ohio are valued members of our profession in the state

37 and carry many of the same concerns, hardships, goals and aspirations as OHFAMA members and should  
38 not be a forgotten voice or partner in this profession.

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

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

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

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

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

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

## 72 REFERENCES:

- 73 • OHFAMA Bylaws
- 74 • OHFAMA HOD Assessment Committee (OHAC) report. OHFAMA HOD 2019.
- 75 • APMA Bylaws

76 **POLICY DOCUMENT:** OHFAMA Bylaws

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

78 **CO-SPONSORED BY:** Midwest Academy

79 **FINANCIAL IMPACT:** The cost of research and materials of these bylaws changes was less than \$50.  
80 The future cost of implementation of these bylaws changes is projected to be a surplus of \$6,000 to  
81 \$8,500 annually based on the savings of the budgeted expenses for the current annual HOD.

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

83 **BYLAWS:** Document following pages.

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

**ARTICLE I - NAME**

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

**ARTICLE II - PURPOSE**

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

**ARTICLE III - MEMBERSHIP**

**Section A – Classification**

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

**Section B – Qualification**

- 1. Active Member: A Doctor of Podiatric Medicine (DPM) licensed to practice in the state of Ohio and successfully meets the requirements of Article IV.
- 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

148 requirements of Article IV. Years of military service and years of membership as a  
149 resident or post-graduate member not to exceed 4 years shall not be counted in  
150 determining this period.

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

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

- 155
- 156 a. A member who has ~~reached retirement age as provided by the Social Security~~  
157 ~~Administration, or has been forced into curtailment because of illness; attained the~~  
158 age of 65 years; and
  - 159 b. A member who is actively engaged in practice for no more than 20 hours per week;  
160 and
  - 161 c. A member who has been in good standing for ~~15~~ 20 consecutive years or for an  
162 aggregate 25 years.
- 163  
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165

166 **PROVISIO: Any current member who has achieved Senior Member status on or**  
167 **before April 1, 2019 shall not be affected by this change.**  
168

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

- 172
- 173 a. A member who has completely retired and remains retired from the practice of  
174 podiatric medicine, has attained the age of 65 years, and has been a member in  
175 good standing for ~~15~~ 20 consecutive years or for an aggregate of 30 years; or
  - 176 b. ~~A member who has completely retired and remains retired from the practice of~~  
177 ~~podiatric medicine and has been a member in good standing for 25 consecutive~~  
178 ~~years; or~~
  - 179 c. A member who has been in good standing for a minimum of 50 years.
- 180  
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183 **PROVISIO: Any current member who has achieved Life Member status on or before**  
184 **April 1, 2019 shall not be affected by this change.**  
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- 187 d. ~~In the case of reinstatement, the number of years required for Life Membership~~  
188 ~~need not be consecutive, provided only one such reinstatement shall be permitted,~~  
189 ~~and further such reinstatement shall not be available to anyone whose membership~~

190 was suspended or interrupted for unethical or illegal activity involving the practice  
191 of podiatric medicine.

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

- 194  
195 5. Faculty Member: A licensed DPM employed in a full-time teaching, administrative, or  
196 research position in the state of Ohio at a college of podiatric medicine, medical school,  
197 or academic health science center. The determination of full-time status shall be in  
198 accordance with the rules and regulations of the institution where such position is held.  
199
- 200 6. ~~Resident or Postgraduate Member:~~ A DPM who is serving as a resident or fellow in a  
201 program approved by the Joint Residency Review Committee or approved by the Council  
202 on Podiatric Medical Education, hereinafter referred to as the "Council" or "CPME," or  
203 who is a full-time postgraduate student, may be  
204 classified as a Postgraduate Member, ~~provided said member is in good standing of a~~  
205 ~~component society or association where available.~~ A DPM who has completed a  
206 residency, fellowship or postgraduate program, and who has not entered practice, may,  
207 ~~with the concurrence of the appropriate component society or association,~~ remain in such  
208 membership status for a maximum period of one year or until said member enters  
209 practice, whichever is earlier.  
210
- 211 7. Permanently Disabled Member: A member in good standing who is permanently  
212 disabled, ~~who is a member in good standing of a component society or association where~~  
213 ~~available, and for whom the payment of dues may constitute a hardship, may be classified~~  
214 ~~as a permanently disabled member.~~ "Permanently disabled" shall mean total disability  
215 that continuously prevents the member from carrying out substantial and material  
216 professional duties; such member ~~must be under the regular care of another physician and~~  
217 may not derive any income or profit from any activity as a podiatrist. Although the DPM  
218 is not required to maintain a license, to qualify for this category the DPM's license shall  
219 not have been suspended or revoked.  
220
- 221 8. ~~Industry-Affiliate Member:~~ May be available to ~~an individual~~ who are not Doctors of  
222 Podiatric Medicine, but who, in the judgment of the Board of Trustees, have a  
223 professional ~~have a professional~~ interest in foot health or podiatric medicine.  
224
- 225 9. ~~Direct OHFAMA Employee Member:~~ A DPM licensed to practice in a state, district,  
226 territory, or dependency of the United States, who is a full-time employee of this  
227 Association.  
228
- 229 10. Honorary Member: An individual, who ~~may does~~ not hold the DPM degree,  
230 recommended by the OHFAMA Board of Trustees (hereinafter referred to as "Board" or  
231 "Board of Trustees"), who has made outstanding contributions to the advancement of the  
232 art and science of podiatric medicine or who has performed a distinguished service to the  
233 profession, and who has been elected by a two-thirds vote of the members present and  
234 voting at ~~a meeting of the House of Delegates~~ an annual meeting of this Association.  
235
- 236 11. Student Member: Students enrolled at the Kent State University College of Podiatric  
237 Medicine who are members in good standing of the ~~Ohio~~ American Podiatric Medical

238 Students Association ~~shall automatically~~ may be members in good standing at the Ohio  
239 Foot and Ankle Medical Association.

240  
241 12. ~~Non-Practicing Member: A DPM licensed to practice who has not been engaged in~~  
242 ~~practice or in the dispensing of podiatric medical services for a minimum of one year. As~~  
243 ~~a DPM's employment status can change relatively quickly, this category is not~~  
244 ~~considered permanent. This category requires a DPM to apply for Non-Practicing status~~  
245 ~~each year. A DPM who has not been engaged in practice or in the dispensing of~~  
246 ~~podiatric medical services for a minimum of one year. Persons who are not directly~~  
247 ~~engaged in the practice of podiatric medicine, but derive income due to their medical~~  
248 ~~knowledge, education, or licensure and/or are gainfully employed in a field associated~~  
249 ~~with the dispensing of podiatric medical services, may not be considered non-practicing~~  
250 ~~for the purpose of this category. (This is not limited to, but includes practice consultant,~~  
251 ~~practice management, product consultation or sales, medical or insurance review~~  
252 ~~services, lecturing, or any employment which is determined as a result of podiatric~~  
253 ~~medical education or licensure.)~~—Although the DPM is not required to maintain a  
254 license to qualify for this category, the DPM's license shall not have been suspended or  
255 revoked.

256  
257 13. 5.4 Status Member: A member in good standing, for whom the payment of dues would  
258 constitute a hardship due to a temporary physical disability, illness, or other reasons. 5.4  
259 Status cannot be backdated and can only apply to the current fiscal year. It is the  
260 determination of the Executive Committee of the Board of Trustees the policies and  
261 procedures that will be used to grant the initial and any subsequent renewals of 5.4  
262 Status.

263  
264 14. Federal Service Member: Any DPM licensed to practice in any state, district, territory or  
265 dependency of the United States whose principal (50 percent or greater) or sole  
266 employment in the field of podiatric medicine is in the Federal Services and who is a  
267 member in good standing of the Federal Services Podiatric Medical Association. A  
268 member who is employed in federal services who qualifies for membership in another  
269 OHFAMA category shall choose between either membership in the federal services  
270 component or OHFAMA, but cannot be a member in both categories.

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272 **Section C – In Good Standing**

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

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278 **Section D – Nondiscrimination**

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

283  
284 **Section E – Privileges**

285

- 286 1. Active, Associate, Senior, ~~Life~~, Faculty, ~~Non-Practicing~~, 5.4 Status and ~~Permanently~~  
287 ~~Disabled~~ Members:  
288
- 289 a. Shall receive all publications of the Association.
  - 290 b. Shall be eligible for admission to any educational session and such other services as  
291 are provided by the Association.
  - 292 c. Shall be eligible for election or appointment to any committee, council, board or  
293 similar position in the Association as provided in these Bylaws. ~~with the exceptions~~  
294 ~~of the Academy offices of President, Treasurer, Trustee and Alternate Trustee, the~~  
295 ~~OHFAMA Executive Committee offices and the APMA Delegate/Alternate Delegate~~  
296 ~~positions.~~
  - 297 d. Shall be eligible to vote at the Academy level and at the Annual Business Meeting of  
298 the Association. ~~with the exceptions of officer elections, any part of or whole budget~~  
299 ~~approvals and bylaws approvals or amendments.~~
  - 300 e. ~~Shall be eligible to vote at the OHFAMA House of Delegates.~~
- 301
- 302 2. ~~Resident and~~ Postgraduate Members:  
303
- 304 a. Shall receive all publications of the Association.
  - 305 b. Shall be eligible for admission to any educational session and such other services as  
306 are provided by the Association.
  - 307 c. Shall be eligible for election or appointment to any committee, council, board, or  
308 similar position in the Association as provided in these Bylaws with the exceptions  
309 of the Academy offices of President, Treasurer, Trustee and Alternate Trustee, the  
310 OHFAMA Executive Committee offices and the APMA Delegate and Alternate  
311 Delegate positions.
  - 312 d. Shall be eligible to vote at the Academy level except in officer elections and on any  
313 part of or whole budget approvals and bylaws approvals or amendments.
  - 314 e. Shall be eligible to vote at the Annual Business Meeting of the Association provided  
315 they have been certified by their respective Academy to have attended greater than  
316 fifty percent of their Academy meetings since the last Annual Business Meeting of  
317 the Association.
- 318
- 319 3. ~~Industry-Affiliate~~ Members:  
320
- 321 a. Shall receive all publications of the Association.
- 322
- 323 4. OHFAMA Employee, Honorary, Life, Permanently Disabled, Federal Service, Non-  
324 Practicing and Student Members:  
325
- 326 a. ~~Shall~~ May receive all publications of the Association.
  - 327 b. Shall be eligible for admission to any educational session and such other services as  
328 are provided by the Association.
- 329
- 330 5. ~~Honorary~~ Members:  
331
- 332 a. ~~May~~ receive all publications of the Association upon request.

333 b. ~~Shall be eligible for admission to any educational session and such other services as~~  
334 ~~are provided by the Association.~~

335  
336 6. Student Members:  
337  
338 a. ~~Shall be eligible for admission to any educational session and such other services as~~  
339 ~~are provided by the Association.~~

#### 341 Section F – Suspension or Expulsion from Membership

- 342
- 343 1. Any member who fails to submit dues and special purpose assessments in accordance with  
344 prescribed payment schedules shall may be subject to suspension from membership. Membership  
345 may continue, with additional dues and fees, until the individual fulfills all payment obligations.  
346
  - 347 2. Any member who is found to have violated the APMA or OHFAMA Bylaws, Code of Ethics, or  
348 Administrative Procedures shall be subject to expulsion (which may be permanent) from the  
349 membership of this Association. Review and determination of expulsion shall be considered by  
350 the OHFAMA Board of Trustees and will be subject to appeal to APMA and/or OHFAMA in  
351 accordance with the APMA Administrative Procedures and OHFAMA Bylaws.  
352

### 354 ARTICLE IV - APPLICATION FOR MEMBERSHIP

#### 355 Section A - Qualifications

- 356
- 357 1. Application for membership may be made, by any member of the podiatry profession or student  
358 in a recognized college of podiatric medicine, on an approved form provided by the Association,  
359 accompanied by the required application fee. Approval of the application shall be dependent  
360 upon the fulfillment of the following requirements excepting applications for student ~~and resident~~  
361 membership ~~–(Article III, Sections H and J of these Bylaws).~~
  - 362 2. Applicant must practice within the geographical limits of the state of Ohio.
  - 363 3. Applicant must possess a valid Ohio State Medical license except in the case of Life Members  
364 and Permanently Disabled Members, ~~students and residents.~~ Postgraduate members must hold a  
365 valid training certificate from the State Medical Board of Ohio.  
366
  - 367 4. ~~Applicant must be of good moral and professional repute.~~

#### 370 Section B - Submission

- 371
- 372 1. Applicant shall submit the completed application to the ~~OHFAMA~~ APMA which shall review it  
373 for completeness and forward it to ~~the Trustee of the Academy~~ OHFAMA. ~~wherein the applicant~~  
374 ~~has his/her primary office or primarily conducts his/her practice of podiatry.~~
  - 375 2. The Executive Director shall submit the application and recommendation for approval by a  
376 simple majority of the Board of Trustees.  
377
- 378

379 3. ~~Academies must meet at least 30 days before the House of Delegates.~~

380 **Section C - Appeal**

381  
382 1. In the event the applicant is denied membership, the applicant will have 60 days to appeal the  
383 decision for reconsideration.

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**ARTICLE V - FEES AND DUES**

388 **Section A - Membership Dues**

- 389  
390 1. Membership dues and fees are presented in the OHFAMA Dues and Fees Schedule, which may  
391 be amended with a two-thirds vote of the members present at an Annual Business Meeting of the  
392 Association.  
393  
394 2. ~~Honorary Members shall be exempt from all dues levied by the Ohio Foot and Ankle Medical~~  
395 ~~Association.~~  
396  
397 3. ~~Life Members shall meet the per capita dues of the American Podiatric Medical Association and~~  
398 ~~those granted Life Member status after January 1, 2012 shall have an annual \$25 OHFAMA Life~~  
399 ~~Member dues.~~  
400  
401 4. ~~Dues for Active Members, Fourth Year Associate Members, Third Year Associate Members,~~  
402 ~~Second Year Associate Members, First Year Associate Members, and Senior Members shall be~~  
403 ~~as found in dues schedule in Appendix A (attached).~~  
404  
405 5. ~~Student Members dues shall be \$0.00 per annum.~~  
406  
407 6. ~~Membership fees and dues are due and payable on or before May 1<sup>st</sup> for the fiscal year that runs~~  
408 ~~from May 1 to April 30. Members may choose to pay dues on a semi-annual basis. The~~  
409 ~~Executive Director may establish short term payment plans with the approval of the Executive~~  
410 ~~Committee.~~  
411  
412 7. ~~A monthly pro-ration of the dues structure shall be maintained by OHFAMA. New or reinstated~~  
413 ~~members who join mid-year shall remit dues amounts based on that pro-ration and the date of~~  
414 ~~their application.~~  
415  
416 8. ~~In addition, there shall be a fee of \$100.00 for persons applying for re-instatement to the~~  
417 ~~Association. This fee is payable at the time of re-instatement. This fee may be waived by the~~  
418 ~~Executive Director and/or the Executive Committee.~~  
419  
420 9. Dues shall be budgeted for and may be adjusted annually with board action and approved by the  
421 membership at the Annual Business Meeting. Adjustments may include a temporary (one year)  
422 or permanent dues structure change, by an amount not to exceed the current fee plus or minus the  
423 Consumer Price Index (CPI) difference (rounded to two decimal places) for the previous calendar  
424 year as published by the U.S. Department of Labor, Bureau of Labor. Statistics at

425 ~~ftp:ftp.bls.gov/pub/special.requests/cpi/cpiat.txt (or title of like import), rounded to the nearest~~  
426 ~~\$5. The board may act before the May billing commences, i.e., at the winter BOT meeting to~~  
427 ~~change or defer an annual adjustment as it deems necessary for the next calendar year. With the~~  
428 ~~direction of the House of Delegates, the Board will assess and vote to use or not use the measure.~~  
429 ~~From year to year, if an increase is approved, it does not build or accumulate and it is "not~~  
430 ~~permanent". It goes back to the original dues amount for the next dues cycle.~~

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

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

- 438
- 439 1. ~~The first half payment shall be due and payable in full prior to May 1.~~
- 440
- 441 2. ~~The second half payment shall be due and payable by November 1.~~
- 442
- 443 3. Suspension should occur in accordance with the APMA Bylaws.
- 444
- 445 4. For dues billing purposes, Life Membership and Senior Membership shall become effective the
- 446 month that the member's written application for this status is approved by the Executive
- 447 Committee.
- 448
- 449 5. Any member, who fails to pay any assessment made by the Board of Trustees within the time set
- 450 forth in the action authorizing such assessment, shall be suspended for nonpayment of dues.
- 451
- 452 6. Any member who fails to pay any registration fee, continuing education fee, seminar fee, or other
- 453 fee owed to the Association, within 90 days of the date on which it became due shall be
- 454 suspended for non-payment of dues.
- 455
- 456 7. The amount ~~of \$15~~ per paid member due each Academy shall be remitted to each Academy. The
- 457 total amount due will be given to a representative of the Academy at the Association's annual
- 458 business meeting of the membership year just completed.
- 459

## 460 **Section C - Assessments**

- 461
- 462 1. In the event that circumstances arise under which the Trustees determine in the exercise of their
- 463 fiduciary judgment that it is necessary and appropriate to assess the membership for a special and
- 464 unforeseen purpose, the Board of Trustees may, with a ~~60~~ 90 day notification of the officers of
- 465 each Academy of the OHFAMA and upon two-thirds of the members voting in a duly constituted
- 466 membership referendum, or a two-thirds vote of the voting members present at the Association's
- 467 Annual Business Meeting, assess the membership for a one year period.
- 468
- 469 2. Such assessment shall become due and payable at the time and in the manner stated in the action
- 470 authorizing the assessment.
- 471

472 **Section D - Suspension for Non-Payment of Dues**  
473

- 474 1. Any member whose membership has been suspended for non-payment of dues and/or  
475 assessments shall cease to benefit from membership in the Ohio Foot and Ankle Medical  
476 Association. He/she shall automatically be reinstated, without any voting or action by the Board  
477 of Trustees, on payment of his/her dues, assessments and/or other fees provided such payment is  
478 received within 90 days of said suspension. Any member who has been suspended for non-  
479 payment of dues, assessments, and/or other fees and does not make payment within 90 days shall,  
480 in addition, meet the other provisions of reinstatement of these Bylaws.  
481
- 482 2. The reinstatement fee shall apply to reinstatement after the 90-day limit. Members may be  
483 entitled to a waiver of the reinstatement fee by written application to ~~the State Office~~ OHFAMA.  
484 This written request for a waiver of the reinstatement fee is subject to the approval of the  
485 Executive Committee.  
486

487 **ARTICLE VI - ACADEMIES**  
488

489 **Section A** - The Ohio Foot and Ankle Medical Association shall be made up of various divisions,  
490 designated as academies and known as Central, Eastern, Mideastern, Midwestern, North Central,  
491 Northeastern, Northwestern, and Southern, which have been outlined geographically and are  
492 composed of the counties listed herein.  
493

494 **Central Academy** shall cover: Marion, Morrow, Knox, Union, Delaware, Licking Muskingum,  
495 Madison, Franklin, Fairfield, Perry, Morgan, Fayette, Pickaway, Hocking, Athens, Ross, and  
496 Vinton Counties.  
497

498 **Eastern Academy** shall cover Trumbull, Mahoning, Carroll, Columbiana, Jefferson, Harrison,  
499 Belmont, Noble, Monroe, Washington, and Guernsey Counties.  
500

501 **Mideastern Academy** shall cover: Medina, Portage, Stark, Tuscarawas, Wayne, Summit,  
502 Holmes, and Coshocton Counties.  
503

504 **Midwestern Academy** shall cover: Allen, Auglaize, Champaign, Clark, Darke, Greene, Logan,  
505 Mercer, Miami, Montgomery, Preble, Shelby, Van Wert, and Warren Counties.  
506

507 **North Central Academy** shall cover: Ashland, Crawford, Erie, Huron, Lorain, and Richland  
508 Counties.  
509

510 **Northeastern Academy** shall cover: Ashtabula, Cuyahoga, Geauga, and Lake Counties.  
511

512 **Northwestern Academy** shall cover: Defiance, Fulton, Hancock, Hardin, Henry, Lucas, Ottawa,  
513 Paulding, Putnam, Sandusky, Seneca, Williams, Wood, and Wyandotte.  
514

515 **Southern Academy** shall cover: Adams, Brown, Butler, Clinton, Pike, Clermont, Gallia,  
516 Hamilton, Highland, Jackson, Lawrence, Meigs, and Scioto Counties.  
517

518 By an amendment to these Bylaws as set forth in Article XVI hereof, an Academy may be divided  
519 into two or more Academies, and Academies may be consolidated or merged by the Association on

520 the request of fifteen or more affected members who must present evidence that such changes would  
521 be advantageous to the members therein, and would contribute to the welfare of the Association.

522 **Section B - ~~The academies~~ Each Academy shall meet at least 30 days before the House of Delegates**  
523 **prior to the annual business meeting of the Association.**

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

529  
530 1. ~~Each Academy shall be entitled to one Delegate for each ten (10) members or fraction~~  
531 ~~thereof in good standing (including Resident but Excluding Student Affiliate members).~~  
532 ~~One or more Alternate Delegates may be elected at the option of the Academy. The~~  
533 ~~members of the Ohio Podiatric Medical Students Association who attend the Kent State~~  
534 ~~University College of Podiatric Medicine shall be entitled to one Delegate and one~~  
535 ~~Alternate Delegate.~~

536  
537 2. Each Academy shall be entitled to one (1) Trustee and one (1) Alternate Trustee for each  
538 (99) ninety-nine members or fraction thereof ~~in good standing (excluding Resident~~  
539 ~~Affiliate, Honorary, Federal Service and Student members) and before being seated in the~~  
540 ~~House, shall present a certificate to the Secretary, signed by the academy president.~~

541  
542 3. All elections shall be reported to the Secretary of the Association ~~not less than thirty (30)~~  
543 ~~days before the date of the House of Delegates~~ Annual Business Meeting of the  
544 Association. ~~The Alternate Delegate or~~ Alternate Trustee shall represent the Academy in  
545 the absence of the ~~Delegate or~~ Trustee.

546  
547 4. If any Academy drops below the number of members required for representation, the  
548 Trustee shall finish out the current year and be reinstated if the level then rises above the  
549 requirement during the current three year term.

550  
551 5. ~~Section D-~~ All elections of Academy Officers and Trustees, and Delegates shall be held  
552 not more than sixty (60) days prior to the House of Delegates of the OHFAMA Annual  
553 Business Meeting of the Association. ~~All duly elected Delegates shall assume their~~  
554 ~~duties immediately; all Trustees and Officers shall assume office as of the close of the~~  
555 ~~House of Delegates of the OHFAMA no sooner than the close of the Annual Business~~  
556 Meeting of the Association and no later than January 1 of the following year.

557  
558 6. If any officer position is without a valid candidate on the ballot then the term of office of  
559 the incumbent officer shall continue until a successor is elected.

560  
561 ~~In the event that an Academy ceases to meet and elect its OHFAMA House of Delegates representatives,~~  
562 ~~the OHFAMA Board of Trustees may offer direct elections to those members of OHFAMA not~~  
563 ~~represented by their local Academy in the OHFAMA House of Delegates. Those local Academy~~  
564 ~~Delegates at the OHFAMA House of Delegates meeting will be entitled to elect their OHFAMA Board of~~  
565 ~~Trustees member to represent them for one year.~~

566

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

569  
570 **Section F** - Any member who is practicing in the geographical area of one Academy may transfer to  
571 another by consent of the two Academies involved.

572  
573 It shall be the duty of the member to notify his/her Academy in writing of his/her intention to  
574 transfer. The Secretary of the Academy will then advise the Academy to which the member is  
575 transferring and also advise the OHFAMA. The transfer shall be automatic ~~as long as~~ providing  
576 the member is in good standing.

577

## 578 **ARTICLE VII – ~~HOUSE OF DELEGATES~~ ANNUAL BUSINESS MEETING**

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

588

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

### 590 **Section B – Authority**

591 1. ~~The House of Delegates~~ Board of Trustees shall be the governing body of the Association  
592 directed in part by the policies determined by the voting members present at the Annual  
593 Business Meeting of the Association.

594

595 2. ~~The House of Delegates shall determine the policies of the Association.~~

596

597 3. ~~The House of Delegates through~~ At the Annual Business Meeting the newly elected President  
598 its presiding officer shall may appoint such ad hoc committees as it he/she deems necessary for  
599 the conduct of its the Association's business.

600

601 4. Electronic Meetings – Under no circumstances shall ~~meetings of the House of Delegates~~ the  
602 Annual Business Meeting be conducted solely by electronic methods. The Annual Business  
603 Meeting ~~Meetings of the House of Delegates~~ shall be conducted in-person in compliance with  
604 state laws governing corporations.

605

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

611 **Section C** – The Annual Business Meeting ~~House of Delegates~~ shall meet be held annually.

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~~Two thirds of the elected Delegates present and certified by the Secretary/Treasurer shall constitute a quorum.~~ 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 ~~for the House~~ via the instruction by the President.

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

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

**Section F** – All members in good standing shall be admitted to the sessions of the Annual Business Meeting of the House of Delegates but may only speak by permission of the President ~~or House, and shall have no vote.~~

## ARTICLE VIII - OFFICERS

### **Section A - Officers**

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

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

The offices of President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, and Secretary/Treasurer shall be filled by election at each ~~annual House of Delegates~~ 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 House of Delegates~~ Annual Business Meeting and shall hold office for one year, or until his/her successor is elected ~~or qualified~~. The Secretary/Treasurer shall be limited to a consecutive term limit of five years.

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

- 650 1. Any officer of the association may be removed for cause at any time upon  
651 recommendation of the Board of Inquiry and by the affirmative vote of three fourths (3/4)  
652 of the members of the Board of Trustees. If an officer so removed is also an elected  
653 trustee of the association, such removal shall constitute simultaneous removal from his or  
654 her position as trustee. If an officer so removed is also a delegate to the American  
655 Podiatric Medical Association (APMA) House of Delegates, such removal shall  
656 constitute simultaneous removal from his or her position as APMA Delegate.  
657
- 658 2. Unexcused absence from two consecutive meetings of the Executive Committee and/or  
659 Board of Trustees shall constitute cause for removal.  
660
- 661 3. The Executive Committee and/or Board of Trustees may conduct deliberative meetings  
662 by electronic methods including teleconference, audio-conference, and/or internet based  
663 communication/information transmittal systems with the exception of the Association's  
664 Annual Business Meeting. ~~The Board shall clearly define the rules for meetings held via~~  
665 ~~electronic methods by policy.~~  
666

## 667 ARTICLE IX - DUTIES OF OFFICERS

### 668 Section A - President

- 669
- 670
- 671 1. The President shall preside at all meetings of the ~~House of Delegates~~, Board of Trustees  
672 and Executive Committee including the Annual Business Meeting. He/she shall serve as  
673 Chairman of the Board of Trustees. He/she shall appoint all standing committees with  
674 the approval of the Board of Trustees and shall appoint all ad hoc committees of the  
675 Association, Board and Executive Committee, except where otherwise provided in these  
676 Bylaws.  
677
- 678 2. He/she shall be a member ex-officio of all Committees. At the annual meeting, he/she  
679 shall submit a report of the general status of the organization and make any  
680 recommendations for improvement of the Association.  
681
- 682 3. He/she shall perform such other duties as are assigned him/her by the Board of  
683 Trustees.

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

- 685
- 686
- 687 1. The 1<sup>st</sup> Vice President shall exercise all the powers and discharge the duties of the  
688 President in the President's absence or disability and perform such other duties as may be  
689 assigned to him/her by the Board of Trustees or the President.  
690
- 691 2. He/she shall assist the President in the management of the Association and keep  
692 himself/herself informed on all the functions of the office and policies of the Association.  
693
- 694 3. In the event of resignation, death or removal of the President, the 1<sup>st</sup> Vice President shall  
695 fill the unexpired term of the President.  
696

- 697 4. He/she shall serve as the Chair of the OPPAC Board.  
698

699 **Section C – 2<sup>nd</sup> Vice President**  
700

- 701 1. The 2<sup>nd</sup> Vice President shall exercise all the powers and discharge all the duties of the President  
702 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  
703 President and perform such other duties as may be assigned to him/her by the Board of Trustees  
704 or the President.  
705
- 706 2. He/she shall assist the President in the management of the Association and keep himself/herself  
707 informed on all the functions of the office and policies of the association.  
708
- 709 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  
710 shall fill the unexpired term of the 1<sup>st</sup> Vice President. In the event of the resignation, death or  
711 removal of the President and 1<sup>st</sup> Vice President, the 2<sup>nd</sup> Vice President shall fill the unexpired  
712 term of the President.  
713
- 714 4. The 2<sup>nd</sup> Vice President shall serve on the ~~Finance and Budget~~ Budget and Finance Committee.  
715

716 **Section D - Secretary/Treasurer**  
717

718 The Secretary/Treasurer shall:

- 719
- 720 1. He/she shall keep a correct record of all proceedings of the meetings of the ~~House of Delegates~~  
721 Annual Business Meeting, the Executive Committee and the Board of Trustees.  
722
- 723 2. He/she shall keep a list of members, their addresses, classification of membership, and a record  
724 of their status as to dues.  
725
- 726 3. He/she shall keep on file all official papers of the Association, and correspondence received and  
727 sent out by his/her office until instructed by the ~~House of Delegates~~ Board of Trustees to  
728 destroy same or as listed in the Document Destruction Policy of OHFAMA.  
729
- 730 4. He/she shall be the custodian of the Seal of the Association and affix same on order of the  
731 President, ~~House of Delegates~~, or the Board of Trustees.  
732
- 733 5. He/she shall keep an accurate account of all funds of the Association including all receipts and  
734 disbursements. He/she shall submit the financial records of the Association to the annual  
735 meeting (when the annual meeting scheduling provides sufficient time to meet this  
736 requirement). He/she shall provide information requested by the ~~Finance and Budget~~ Budget  
737 and Finance Committee and shall make available for that Committee all records of the  
738 Association.  
739
- 740 6. He/she shall countersign all checks that exceed \$3,000 issued by the Executive Director after  
741 first satisfying himself/herself as to the propriety of the payment.  
742
- 743 7. He/she shall act as Chair of the Budget and Finance Committee.

744  
745 ~~In the event of the disability or demise of the Treasurer, the Chairman of the Budget Committee~~  
746 ~~shall automatically serve as Acting Treasurer and assume all of the duties of the Treasurer.~~  
747 ~~He/she shall serve in this capacity until the next House of Delegates.~~

748 In the event of death, resignation or removal of the Treasurer from office, the President will  
749 appoint an acting Chair from within the current Budget and Finance Committee who will then  
750 serve this capacity until the election of a new Treasurer.  
751

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

753  
754 **Section A** - The Board of Trustees shall be composed of the Officers (as defined in Article VIII of these  
755 bylaws) and member(s) or his/her/their alternate(s) who shall be known as Trustee(s) as provided in  
756 Article VI, Section C.2 of these Bylaws.

- 757  
758 1. Each Trustee and Alternate Trustee elected shall serve for a term of three (3) years unless the  
759 election is for an unexpired term.
- 760  
761 2. The Ohio Podiatric Young Physicians Section (Composed of OHFAMA Members who are less  
762 than 10 years since podiatry school graduation) shall select one member to serve as the ‘young  
763 physician’ trustee. ~~The choice shall be reported to the OHFAMA executive director not more~~  
764 ~~than 90 days following the OHFAMA House of Delegates meeting.~~ The OHFAMA Young  
765 Physician Trustee shall be a voting member of the OHFAMA Board. The alternate young  
766 physician trustee is also provided by this Bylaw and shall fill the Young Physician Trustee seat in  
767 the absence of the trustee. Candidates shall be nominated by any member at the Annual Business  
768 Meeting of the Association without the requirement of the candidate being present. Elections will  
769 take place by any valid means (Article VII, Section F), including electronic ballot, within thirty  
770 (30) days of the Annual Business Meeting. The term of the Young Physician Trustee will begin  
771 upon certification of the election result by the Association Secretary. The Alternate Young  
772 Physician Trustee will be determined by the candidate in the election earning the second most  
773 votes on the final ballot. If there is a vacancy of the Young Physician Trustee position, the  
774 Alternate Young Physician Trustee would assume that role. If there is a vacancy of the Alternate  
775 Young Physician Trustee position, an election must take place within thirty (30) days, unless the  
776 next Annual Business Meeting is scheduled to take place within that period.
- 777  
778 3. ~~In addition, the~~ The OPMSA KSUCPM student members shall elect one member to serve as a  
779 voting ex-officio member.

780  
781  
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783

784 **Section B**

785

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

789

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

794

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

798

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

802

803 1. The Board of Trustees shall have the authority to adopt such measures not inconsistent with these  
804 Bylaws, as it deems necessary or expedient to carry out the policies of the ~~House of Delegates~~  
805 Association and correct or improve undesirable conditions in the Academies.

806

807 2. It shall be the duty of the Board of Trustees to superintend all activities of the Association, ~~and~~  
808 ~~carry out the directives of the House of Delegates.~~

809

810 3. The Board of Trustees shall have final authority to discipline members of the Association for  
811 violation(s) of these bylaws with expulsion, suspension for a stated time, suspension for a stated  
812 or unstated time with conditions precedent to reinstatement, removal from office or other position  
813 of trust within the association, or a reprimand.

814

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

817

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

827

828 **Section G**

- 829 1. Any Trustee of the Association may be removed for cause at any time, upon recommendation of  
830 ~~the a~~ Board of Inquiry and by the affirmative vote of three-fourths (3/4) of the members of the  
831 Board of Trustees. If a trustee so removed is also an officer of the Association, such removal  
832 shall constitute simultaneous removal from his or her position as an officer. If a trustee so  
833 removed is also a delegate to the American Podiatric Medical Association (APMA) House of  
834 Delegates, such removal shall constitute simultaneous removal from his or her position as APMA  
835 delegate.  
836
- 837 2. Absence from more than 50 percent of the OHFAMA Board of Trustees meetings shall constitute  
838 cause for removal. Absences shall be considered excused if approved by the President.  
839

840 **ARTICLE XI - MEETINGS**

841 **Section A - Regular meetings**

- 842
- 843 1. ~~House of Delegates~~ Annual Business Meeting. Shall be held in the State of Ohio at a time and  
844 place selected by the Board of Trustees. This shall be the annual business meeting of the  
845 OHFAMA.  
846
- 847 2. Board of Trustees. The Board and Trustees shall meet at regular intervals at times and places  
848 determined in advance by the Board of Trustees.  
849

850 **Section B - Special Meetings**

- 851
- 852 1. ~~House of Delegates~~ Business Meeting. Special meeting ~~of the House of Delegates of the~~  
853 Association may be called by the President or by order of the Board of Trustees.  
854
- 855 2. Board of Trustees. Special meetings of the Board of Trustees may be called by the President, the  
856 Executive Committee, on the request of five (5) or more members of the Board of Trustees as  
857 often as is deemed necessary or expedient for the welfare of the Association. Trustees shall be  
858 notified by mail or electronic means.  
859
- 860 3. Notices. Notice of any special meeting ~~of the House of Delegates of the Association~~ shall  
861 contain the object for which it is called, and ~~shall be mailed~~ members shall be notified by mail or  
862 electronic means at least fourteen (14) days before the date of the called meetings. ~~Notice of any~~  
863 ~~special meeting of the Board of Trustees shall be given each Trustee as provided in Article X,~~  
864 ~~Section H of the Bylaws.~~  
865

866 **Section C - Registration**

- 867
- 868 1. All members and guests in attendance at a meeting of any Academy or of this Association shall be  
869 recorded.  
870

871  
872  
873

874 **ARTICLE XII - COMMITTEES AND DUTIES**

875  
876 **Section A** - There shall be the following standing committees which shall be appointed by the President  
877 from among the membership of the organization with the approval of the Board of Trustees except as  
878 otherwise provided herein. Committees shall select a chairman from their own membership unless  
879 otherwise provided in these Bylaws.

880  
881 1. ~~Finance and Budget~~ Budget and Finance Committee.

882  
883 a. This Committee shall be composed of the Secretary/Treasurer, the 1<sup>st</sup> Vice President, the 2<sup>nd</sup>  
884 Vice President, the President (nonvoting – ex-officio), the Executive Director (non-voting –  
885 ex-officio), and two other Board members to be elected by the Board of Trustees. A member  
886 shall be elected to a three-year term to replace the retiring member of the Committee. ~~This~~  
887 ~~Committee shall annually elect a Chairman from the Committee Membership.~~

888  
889 b. Secretary/Treasurer shall Chair the Budget and Finance committee.

890  
891 c. It shall be the duty of the Budget and Finance Committee to secure the services of a public  
892 accountant to prepare and audit, compilation, or review of the financial records of the  
893 Association. The audit, compilation, or review shall be conducted before the opening of the  
894 Annual Business Meeting ~~House of Delegates~~. Prior to each Annual Business Meeting  
895 ~~meeting of the House of Delegates~~ the ~~Finance and Budget~~ Budget and Finance Committee  
896 shall inventory the assets of the Association.

897  
898 d. It shall superintend and determine the investment of all funds of the Association. It shall  
899 prepare and submit a budget for the next fiscal year at each Annual Business Meeting ~~annual~~  
900 ~~session of the House of Delegates~~.

901  
902 e. The Finance and Budget Committee may conduct deliberative meetings by electronic  
903 methods including teleconference, audio-conference, and/or internet based  
904 communication/information transmittal systems. The rules for meetings held via electronic  
905 methods shall conform to the policy established by the Executive Committee and Board of  
906 Trustees.

907  
908 2. Executive Committee

909  
910 a. The Executive Committee shall consist of the Officers (as defined in Article VIII of these  
911 Bylaws) and Executive Director (ex-officio, without vote) of the Ohio Foot and Ankle  
912 Medical Association.

913  
914 b. The President of the Association shall serve as Chairman of this Committee.

915  
916 c. This Committee shall meet between regularly scheduled meetings of the Board.

917  
918 d. The purpose of this Committee shall be to conduct the business of the Association  
919 between regularly scheduled meetings of the Board.  
920

- 921 e. This Committee may submit resolutions advocating changes in the Articles of  
922 Incorporation and/or Bylaws.  
923
- 924 f. This Committee shall also serve as a personnel committee with respect to review of the  
925 performance of the Executive Director.  
926
- 927 3. Boards of Inquiry  
928
- 929 a. Boards of Inquiry may be authorized and appointed in the manner hereinafter  
930 provided for the following purposes:  
931
- 932 i. To inquire into and report on any questions arising under the Bylaws, Code  
933 of Ethics, or APMA Policies and Administrative Procedures, and disciplinary  
934 actions related thereto.  
935
- 936 ii. To inquire into and report on any controversies involving an Academy or an  
937 individual, and to consider any allegations brought against them.  
938
- 939 iii. To inquire into and report on the recall of any person holding office subject  
940 to election ~~by the House of Delegates~~ at the Annual Business Meeting.  
941
- 942 iv. To inquire into and report on any other matters which may be referred to it.  
943
- 944 b. Boards of Inquiry may be authorized after a Board of Inquiry application is received  
945 by the House of Delegates at the Annual Business Meeting, or by the Board of  
946 Trustees, or they may be authorized by the President with the approval of four other  
947 members of the Board. The authorization for a Board of Inquiry shall be as specific  
948 as possible in stating the particular purpose for which the Board of Inquiry is to be  
949 appointed.  
950
- 951 c. Boards of Inquiry shall consist of no fewer than three and no more than seven  
952 members who are appointed by the President with the approval of the Board of  
953 Trustees, except in the event that the Board of Trustees (either individually or  
954 collectively) is a party to a dispute that has been referred to a Board of Inquiry,  
955 then it shall be appointed by the Executive Director. Boards of Inquiry may  
956 consist of members of the Board of Trustees and other members in good standing  
957 of the Association who are not party to the matter under consideration by the  
958 Board of Inquiry. The majority of a Board of Inquiry shall consist of individuals  
959 who are not members of the Board of Trustees.
- 960
- 961 d. The Chair of a Board of Inquiry shall be appointed by the President, with the  
962 approval of the Board of Trustees, at the time the entire Board of Inquiry is  
963 appointed. In the event that the Board of Trustees (either individually or  
964 collectively) is a party to a dispute that has been referred to a Board of Inquiry,  
965 then the Chair shall be appointed by the Speaker at the Annual Business Meeting  
966 ~~of the House of Delegates~~.

967  
968 e. The procedures for the conduct of a Board of Inquiry shall be stated in the APMA  
969 Policies and Administrative Procedures as well as the OHFAMA Board of Inquiry  
970 Policy.  
971

972  
973 **Section B** - The President shall appoint such ad hoc committees as he/she deems necessary for the  
974 conduct of the business of the association and shall appoint the chairman thereof. The ad hoc  
975 committee may conduct deliberative meetings by electronic methods including teleconference, audio-  
976 conference, and/or internet-based communication/information transmittal systems. The rules for  
977 meetings held via electronic methods shall conform to the policy established by the Executive  
978 Committee and Board of Trustees.

979  
980 **Section C** - Any Committee member of the Ohio Foot and Ankle Medical Association who is absent from  
981 ~~three (3)~~ two (2) consecutive meetings of any committee, without just cause, shall automatically cease  
982 to be a member of said Committee. His/her replacement shall be made by the President in his/her  
983 sole discretion.

984  
985 **ARTICLE XIII - APMA DELEGATES**  
986

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

988  
989 1. At the Annual ~~House of Delegates~~ Business Meeting, the ~~House~~ registered OHFAMA  
990 members in attendance shall elect, from among the members in good standing of this  
991 association, Delegates to a three (3) year term to represent the Ohio Foot and Ankle Medical  
992 Association at any regular or special meeting of the House of Delegates of the American  
993 Podiatric Medical Association. All expired terms of APMA Delegates as well as open  
994 unexpired term will be elected at this time. Until the OHFAMA membership reaches 601, the  
995 President shall automatically, provided he is not an elected delegate, serve as the First  
996 Alternate Delegate. When the OHFAMA membership reaches 601, the President shall  
997 automatically serve a one-year term as the seventh Delegate provided he or she is not an  
998 elected delegate, in which case the First Vice President will serve as the 7<sup>th</sup> Delegate. When  
999 the President assumes the seventh delegate position, the First Vice President will serve as the  
1000 First Paid Alternate Delegate. If the First Vice President is currently an elected delegate, the  
1001 Second Vice President will then serve as the paid First Alternate Delegate. If the Second Vice  
1002 President is already serving as an elected delegate then the First Paid Alternate position will  
1003 be elected by the House voting members present at the Annual Business Meeting. At each  
1004 Annual Business Meeting, this Association shall elect a second Alternate Delegate for a one  
1005 (1) year term. In the case of the death, removal or resignation of Delegates such that the  
1006 second Alternate Delegate position becomes vacant, the President may appoint a second  
1007 Alternate with approval by simple majority vote of the Board of Trustees.

1008

1009 2. Each Delegate/ Alternate delegate ~~shall be provided with proper credentials on a form~~  
1010 ~~furnished to the State Secretary and properly signed by the President and the~~  
1011 ~~Secretary/Treasurer, and carrying the seal of the Association, which each Delegate and~~  
1012 ~~Alternate will be required to file with the Credentials Committee of the American Podiatric~~  
1013 ~~Medical Association when registering at the convention. Shall have proper credentials filed~~  
1014 ~~by the OHFAMA executive Director as directed annually by the APMA for each Delegate~~  
1015 ~~and Alternate Delegate. Said credentials shall be filed accordingly with the APMA~~  
1016 ~~Credentials Committee via the APMA's staff and serves as the registration for the APMA~~  
1017 ~~House of Delegates.~~

1018  
1019 **Section B - Delegation Procedures**

- 1020
- 1021 1. The Delegates/Alternates Delegate shall conduct sufficient caucuses before and during the  
1022 APMA House of Delegates to make informed decisions on behalf of the membership. At  
1023 least one of these caucuses prior to the APMA House of Delegates shall be conducted to  
1024 include the participation of elected Delegates and Alternates, the Executive Committee and  
1025 Executive Director. ~~This joint caucus shall be scheduled near or during the time of the~~  
1026 ~~Association's winter Board of Trustees meeting as appropriate.~~
  - 1027
  - 1028 2. The delegation shall make its operational procedures known to the OHFAMA Board of  
1029 Trustees not later than its Winter meeting each year.
  - 1030
  - 1031 3. The Executive Director is considered a non-voting ex-officio member of the Ohio delegation  
1032 to the APMA House of Delegates.
  - 1033

1034 **Section C – Removal of Delegate/Alternate Delegate**

- 1035
- 1036 1. Any Delegate/Alternate delegate to the House of Delegates of the American Podiatric  
1037 Medical Association (APMA) may be removed, for cause, at any time, upon recommendation  
1038 of the Board of Trustees by the affirmative vote of three-fourths (3/4) of the members of the  
1039 Board of Trustees.
  - 1040
  - 1041 2. APMA Delegates/Alternate Delegates shall attend Board of Trustees meetings of the Ohio  
1042 Foot and Ankle Medical Association. Unexcused absence from more than ~~50 percent~~ two (2)  
1043 of the OHFAMA Board of Trustees meetings shall constitute cause for removal. Absences  
1044 shall be considered excused if approved by the President.
  - 1045
  - 1046 3. The APMA Delegation may conduct deliberative meetings by electronic methods including  
1047 teleconference, audio-conference, and/or internet-based communication/information  
1048 transmittal systems. The rules for meetings held via electronic methods shall conform to the  
1049 policy established by the Executive Committee and Board of Trustees.
  - 1050

1051  
1052 **ARTICLE XIV - PENALTIES**  
1053

1054 **Section A-** Any member of the Association who shall neglect or refuse to obey the order of the presiding  
1055 officer at any regular or special meeting may, at the discretion of the presiding officer, be excluded  
1056 from the meeting.

1057  
1058 **Section B-** ~~A Life Member who is found to be practicing podiatry in any capacity for which he receives~~  
1059 ~~remuneration~~ Any member who has found to be noncompliant with the rules of his/her registered  
1060 membership category shall be removed from ~~this~~ his/her category of membership and be placed in the  
1061 category for which he/she is qualified. The member shall pay the dues of this category retroactive to  
1062 the beginning of the fiscal year.

1063  
1064 **ARTICLE XV - RESIGNATIONS**

1065  
1066 A Member may resign from the Association at any time by sending notice of the resignation to  
1067 the Executive Director or the Secretary/Treasurer.

1068 Membership ~~for~~ classification as Postgraduate members who are resident members physicians in  
1069 training automatically terminates expires at the end of ~~the fiscal year~~ residency training and  
1070 expiration of the residency training certificate from the State Medical Board of Ohio and no  
1071 resignation is required. Such a member may then continue his/her membership under a new  
1072 classification of membership defined in ARTICLE III.

1073  
1074 **ARTICLE XVI - AMENDING THE BYLAWS**

1075  
1076 **Section A – Vote.** The Articles of Incorporation and/or Bylaws of the Association cannot be amended  
1077 except by two-thirds (2/3) of the members of the ~~House of Delegates~~ Annual Business Meeting who  
1078 are registered as present at the meeting and who vote on the proposal.

1079  
1080 **Section B – Origination.** All proposed amendments must originate in or be submitted through the Board  
1081 of Trustees or by an Academy.

1082  
1083 **Section C - Procedure**

- 1084  
1085 1. ~~Copies of the~~ Any proposed amendment shall be submitted to the Secretary of the  
1086 Association no later than 60 days prior to the annual meeting of the Association.  
1087  
1088 2. ~~Copies~~ The final form of the proposed amendments shall be submitted by the Secretary to  
1089 each Academy ~~60~~ no later than 14 days prior to the annual meeting of the Association.  
1090  
1091 3. An emergency amendment may be submitted after the deadline if it meets the following  
1092 criteria:

- 1093 a The policy proposition addresses an issue whose urgency has come to light after the  
1094 submission deadline has passed.  
1095 b Clear evidence exists to support argument that the urgency and information pertaining to  
1096 the matter came to light after the deadline.  
1097 c Demonstrate that the Association and/or profession may experience irreparable harm if  
1098 the matter is not considered at the Association's annual meeting of the same calendar  
1099 year.  
1100 d Complete supporting documentation is provided by the sponsor.  
1101 e Sufficient information is available and time provided for the Association to assist in the  
1102 development of the proposition, for the Board of Trustees to review the final form of the  
1103 proposition and the Budget and Finance Committee to review the proposition if it  
1104 necessitates the expenditure of funds.  
1105 f The Board of Trustees has determined the proposition has met the criteria of an  
1106 emergency amendment of the bylaws.  
1107  
1108

1109 **ARTICLE XVII - INDEMNIFICATION**  
1110

1111 Each Delegate, Officer, Trustee, agent, employee or volunteer of the Association and Delegate,  
1112 Officer, Trustee, agent, employee or volunteer of any corporation serving as such at the request of the  
1113 Association, shall be indemnified by the Association under the standards set by and to the fullest  
1114 possible extent allowable under Section 1702, 12 (E), Ohio Revised Code, as the same shall be  
1115 amended from time to time.

1116  
1117 The forgoing right of indemnification shall be in addition to any other rights to which any person  
1118 seeking indemnification may be or become entitled by law, vote of Members or vote of disinterested  
1119 Trustees of the Association. The Association shall be empowered to purchase insurance for the  
1120 purposes set forth herein.

1121 **ARTICLE XVIII – PARLIAMENTARY AUTHORITY**  
1122

1123  
1124 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern  
1125 the Association in all cases to which they are applicable and in which they are not inconsistent with  
1126 these Bylaws and any special rules of order the Association may adopt.

1127 **CODE OF ETHICS**  
1128

1129  
1130 Members of the Ohio Foot and Ankle Medical Association, recognizing the need for established  
1131 guidelines for professional conduct and realizing that these guidelines are both explicit and implicit,  
1132 declare that they will conduct themselves in a professional, ethical, responsible, and dignified manner  
1133 at all times; that their conduct should never bring discredit upon themselves or impugn the integrity of  
1134 their profession. Podiatrists shall fully comply with all state and federal laws and regulations  
1135 pertaining to either the medical or commercial aspects of the practice of podiatry and the protection of  
1136 the public health. Toward this end we attach the following:

1137	
1138	A. Revised Code of Ohio
1139	B. American Podiatric Medical Association Code of Ethics (adopted April, 2005)
1140	
1141	Document revisions/amendments
1142	11/04/2006
1143	12/01/2007
1144	10/01/2009
1145	12/04/2010
1146	12/03/2011
1147	12/01/2012
1148	11/20/2014
1149	11/19/2015
1150	11/30/2017
1151	11/05/2019