

By-laws
and
~~Code of~~
~~Ethics~~
of the
Virginia Podiatric Medical
Association

Adopted January 29, 2024

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**BY-LAWS
OF THE
VIRGINIA PODIATRIC MEDICAL ASSOCIATION**

ARTICLE I: NAME

The name of the Corporation shall be "The Virginia Podiatric Medical Association," hereinafter referred to simply as the "Association." As hereinafter used in these By-Laws, the word "Association" shall be synonymous with the word "Corporation."

ARTICLE II: OBJECTIVES

The objectives of the Association are to promote the art, science, surgery and ethics of podiatric medicine and the betterment of public health, and to carry out the purposes of this Association as set forth in the Certificate of Incorporation. The Virginia Podiatric Medical Association shall be a component association of the American Podiatric Medical Association (APMA) and cooperate with that organization in extending its influence.

ARTICLE III: OFFICE

The Association shall establish and maintain a principle office at a location to be determined by the Board of Directors. In addition to its Principal Office, the Association may establish and maintain one or more additional offices at locations to be determined by the Board of Directors. Such additional offices may be located ~~either~~ within ~~or without~~ the Commonwealth of Virginia.

ARTICLE IV: MEMBERSHIP

Section A: Classification

The members of this Association shall be classified ~~as consistently with the APMA. From time to time and at its sole discretion, the Association may from time to time and at its own discretion create additional categories.~~

- ~~1. Active Members~~
- ~~2. Associate Members~~
- ~~3. Life Members~~
- ~~4. Senior Members~~
- ~~5. Honorary Members~~
- ~~6. Postgraduate Members~~
- ~~7. Special Members~~

Section B: Qualifications

1. Active Members. — Except as otherwise provided by these By-Laws, a podiatrist who is licensed to practice podiatric medicine in the Commonwealth of Virginia and whose primary location for the practice of podiatric medicine is within the Commonwealth of Virginia shall be classified as an Active member upon application to the Executive Director and approval by the Board.

2. Associate Members. A podiatrist who is licensed to practice podiatric medicine in the Commonwealth of Virginia and whose primary location for the practice of podiatric medicine is within the Commonwealth of Virginia shall be classified as an Associate Member upon application to the Executive Director and approval by the Board. An applicant shall only be eligible to be an Associate Member if, at the time of the application, the applicant shall not have been engaged in the practice of podiatric medicine in any state or territory of the United States for more than four (4) years.

3. Life Members. A podiatrist who satisfies the requirements for Life Membership as set forth in the By-Laws of the APMA, shall be classified as a Life Member of this Association upon application to the Secretary and approval by the Executive Committee. Upon approval by the Executive Committee, the Executive Director shall notify the APMA of the Member's Life Member status.

4. Senior Members. A podiatrist who satisfies the requirements for Senior Membership as set forth in the By-Laws of the APMA, shall be classified as a Senior Member of this Association upon application to the Executive Director and approval by the Executive Committee. Upon approval by the Executive Committee, the Secretary shall notify the APMA of the Member's Senior Member status.

5. Honorary. An individual who has made outstanding contributions to the advancement of the art and science of podiatric medicine or who has otherwise performed a distinguished service to the profession shall, upon recommendation by the Board or nomination in writing by two, (2), or more Active Members and election by a two-thirds, (2/3), majority vote of the Members present and voting at a regular meeting of the Association be classified as an Honorary Member.

6. Postgraduate Members. A podiatrist who is enrolled in an accredited podiatric medical education program in the Commonwealth of Virginia and who satisfies the requirements for Resident, Preceptee, Fellow, or Postgraduate Membership as set forth in the By-Laws of the American Podiatric Medical Association through enrollment in a training program or fellowship conducted within the Commonwealth of Virginia shall be classified as a Postgraduate Member upon application to the Executive Director and approval by the Board.

7. Special Members. A podiatrist who is a Member of the APMA and who is not eligible for any other classification of membership in this Association may, upon application to the Secretary and approval by the Board, be classified as a Special Member

Section ~~CB~~: Good Standing. A Member of the Association who is not under final sentence of suspension or termination and whose dues and assessments for the current fiscal year have been paid in full shall be considered a Member in good standing. The Treasurer and Executive Director shall have the sole discretion to resolve any and all issues regarding payment of dues and assessments or the date thereof.

Section ~~DC~~: Eligibility. No person otherwise qualified for any classification of membership in this Association shall be denied such membership for reasons of race, religion, gender, sexual preference or national origin.

Section ~~ED~~: Privileges.

1. Active Members and Associate Members. Active and Associate Members in good standing shall be entitled to participate in the affairs of the Association and to have a voice and vote in all meetings of the membership. They may attend all meetings of the Board of Directors as observers, with the exception of Executive Sessions, but shall have no right to vote at such

meetings. Active [and Associate](#) members in good standing shall be eligible for election or appointment to any office, committee, council or board of the Association or any Division thereof.

~~2. Associate Members. Associate Members in good standing shall be entitled to participate in the affairs of the Association and to have a voice and vote in all meetings of the membership. They may attend all meetings of the Board of Directors as observers, with the exception of Executive Sessions, but shall have no right to vote at such meetings. An Associate Member in good standing shall be eligible for election or appointment to any office, committee, council or board of the Association or any Division thereof.~~

~~3.2. Life Members, Senior Members, and Honorary Members. Life, Senior and Honorary Members in good standing shall receive a certificate of life membership and shall be entitled to all privileges of Active Members voice and vote, but may not hold elected or appointed office. Life Members who have been in good standing for a minimum of twenty-five (25) years shall be presented with a twenty-five year pin.~~

~~4. Senior Members. Senior Members in good standing shall be entitled to all the privileges of Active Members.~~

~~5. Honorary Members. Honorary Members shall receive a certificate denoting honorary membership status. Honorary Members shall be entitled to attend and participate fully in the business and proceedings of the Association, including all meetings of the membership, except that they shall not be entitled to vote on any issue presented to the membership for decision. Honorary Members shall not be eligible for election or appointment to any office, committee, council or board of the Association or any Division thereof.~~

~~6.3. Postgraduate Members and Special Members. Postgraduate and Special Members in good standing shall be entitled to attend and participate fully in the business and proceedings of the Association, including all meetings of the membership, except that they shall not be entitled to vote on any issue presented to the membership for decision. Postgraduate and Special Members shall not be eligible for election or appointment to any office, committee, council or board of the Association or any Division thereof.~~

~~7. Special Members. Special Members in good standing shall be entitled to attend and participate fully in the business and proceedings of the Association, including all meetings of the membership, except that they shall not be entitled to vote on any issue presented to the membership for decision. Special Members shall not be eligible for election or appointment to any office, committee, council or board of the Association or any Division thereof.~~

Section F: Application And Approval Procedure

1. Application. Application for admission to any class of membership in the Association shall be in writing and upon a form provided by the ~~Executive Director~~[Association. Applicant must be a member of APMA in good standing in a corresponding category and status and actively licensed by the Virginia Board of Medicine to practice podiatric medicine in Virginia or licensed in another state if in active service in or to the Armed Forces of the United States at bases in the Commonwealth of Virginia.](#) The completed application form shall further set forth, in sufficient detail, information and other documentation establishing the Applicant's eligibility for membership and satisfaction of all of the requirements of the specific membership classification sought. The burden shall be upon the Applicant to establish the Applicant's eligibility for membership. Upon receipt of the completed application the Executive Director shall process said application in accordance with these By-Laws. The Executive Director shall have the sole discretion to determine whether an application is complete and contains sufficient information to establish the Applicant's eligibility for membership.

~~2. Procedure. Upon receipt of the completed application the Executive Director shall review the application with appropriate APMA staff, notify applicant of its receipt, explore the accuracy of the information contained therein, and submit to the Board for consideration at the next scheduled meeting of the Board. If the Board shall recommend denial, it shall do so in writing, stating the basis for its recommendation. A copy of any recommendation for denial shall be forwarded to the Applicant, via Certified Mail, Return Receipt Requested, together with a notice advising the Applicant of the date, place and time of the meeting at which the Board will~~

consider the recommendation and advising the Applicant of the Applicant's right to appear at that meeting and speak in support of the application.

~~3. Action By Board At the next regular meeting after receipt of the application, the Board shall consider the application and shall either approve or deny the application. If the Board's recommendation was for denial of the application, the Applicant shall have the right to appear in person to argue the merits of the application. The Applicant may elect to forward a written presentation in lieu of a personal appearance. After due consideration of the application and the arguments, if any, of the Applicant, the Board shall act upon the application. The Board shall promptly notify the Applicant of its action on the application. When the Board's decision is to deny the application, the Board's notice shall advise Applicant of the Applicant's right to appeal such denial to the Board of Trustees of the APMA as provided in the APMA By-Laws.~~

~~4. Effective Date. The Applicant shall be deemed to have been admitted to membership as of the date of the Board's final action on the application. The Applicant may then exercise all of the privileges and is bound by all of the duties of the applicable class of membership as of that date. Notwithstanding the foregoing, the new Member shall be formally inducted into membership at the next regular meeting of the Association.~~

~~Section G: Membership Roster. The Executive Director shall maintain as part of the Association's official records a current roster, which shall contain the name, address of record and membership classification of each Member of this Association. The Membership Roster shall be maintained at the Association Office, or at such other location as the Board shall from time to time specify, and shall be open to inspection by all Members at that location. The Membership Roster shall be published to the membership of the Association annually, with additions to the membership during the year circulated via the Association newsletter or other suitable means. The membership roster and any interim additions thereto may be published by or in any electronic medium accessible to the membership. Listing in the Membership Roster shall be *prima facie* evidence of the Member's membership in this Association and the APMA. Members listed in the Membership roster shall be entitled to all of the benefits, and subject to all of the obligations attendant to their membership classification of record therein. Nothing contained herein shall be construed to exempt any Member from paying any and all charges, fees and assessments for educational sessions, recreational activities or other association services or activities for which the Board has determined that a charge or assessment shall be made.~~

~~Section H: Resignation. Any Member of the Association may resign without prejudice at any time, except when under charges, by sending written notice of the resignation to the Secretary-Executive Director at the Association Office. Notices of resignation submitted by Members who are under charges shall be with prejudice to that Member's future right to apply for membership in the Association. Said resignation shall become effective immediately upon receipt by the Association but no resignation shall relieve any Member of the obligation of paying any and all dues, charges, fees or special assessments which were due and owing as of the date of the resignation. Dues are non-refundable.~~

Section I: Suspension

1. Automatic Suspension

~~A. Suspension or Restriction Of License. The membership of any Member whose license to practice podiatric medicine in the Commonwealth of Virginia is suspended or restricted in any way shall automatically be and remain suspended for the duration of the suspension or restriction of the Member's license.~~

~~B. Failure To Satisfy Financial Obligations. The membership of any Member who becomes delinquent in the payment of dues or other financial obligations to the Association and who remains delinquent for a period of thirty, (30-90), days or more shall automatically be suspended and remain suspended until the Member either fully satisfies all obligations or is terminated for non-payment.~~

~~2. Suspension For Cause. The membership of a Member may be suspended for a fixed period upon a final adjudication by the Ethics Committee that the Member has violated the Association's Code Of Ethics.~~

~~3.2. Effect Of Suspension. Members under suspension shall not have and may not exercise any of the privileges of any class of Membership while their suspension is in effect.~~

Section J: Termination.

1. Automatic Termination.

A. Revocation Of License. The membership of any Member whose license to practice podiatric medicine in the Commonwealth of Virginia is revoked shall automatically be terminated.

B. Failure To Satisfy Financial. The membership of any Member who becomes delinquent in the payment of dues or other financial obligations to the Association and who remains delinquent for a period of ninety, (90), days or more shall automatically be terminated.

~~2. Termination For Cause. The membership of a Member may be terminated upon a final adjudication by the Ethics Committee that the Member has violated the Association's Code Of Ethics.~~

ARTICLE V: BOARD OF DIRECTORS

Section A: General. The business and affairs of the Association shall be managed by a Board of Directors (hereafter referred to simply as the "Board") which may exercise in the name of the Association, a Virginia non-stock corporation, all of the powers conferred upon the Board of Directors of a non-stock corporation by the Virginia Nonstock Corporation Act, as now or hereafter amended, except as such powers may be limited by the Articles of Incorporation or these By-Laws.

Section B: Powers And Duties Of The Board. The powers and duties of the Board shall include, but shall not necessarily be limited to the following:

1. To transact such business as may be necessary;

~~2. To maintain accurate records of all such proceedings, and report such proceedings to the membership at the next regular meeting; and~~

~~3.2.~~ To make the records of all such proceedings available to any Member upon request; and

~~4.3.~~ To fill vacancies occurring in the elected offices of the Association for the remainder of the unexpired term or consolidate duties of officers as needed; and

~~5.4.~~ To dispense with any meeting of the Association in the event of a national or local emergency, if necessary, in the Board's discretion; and

~~6. To appoint a Nominating Committee not later than five (5) months prior to each annual meeting of the Members, in accordance with the provisions of Article VIII.B. of these By-Laws; and~~

~~7.5.~~ To consider and act upon all matters which may be delegated to it by the Membership of this Association or by the American Podiatric Medical Association; and

~~6.~~ To approve and adopt an annual budget adequate to meet the needs of the Association and to submit same at the Annual Meeting for review and comment by the membership of the Association; and

~~8.7.~~ To create, enact, and alter policy necessary for the operation of the Association;

~~9. To appropriate and expend such sums of money for such purposes as it shall deem appropriate conduct to the business of the Association provided that unless otherwise specified by these By-Laws, any single appropriation in an amount greater than Twenty Thousand And No/100 Dollars, (\$20,000), shall require prior approval of the membership unless~~

| said expenditure was an item on the budget; and

~~10. To appropriate monies for payment of meeting, accounting, or legal expenses incurred by the Association provided that such expense does not exceed the limits of Article V, Section B, 9; and~~

~~11. To authorize, in its sole discretion, the partial or total reimbursement of reasonable travel and lodging expenses incurred by the Association's representatives in the discharge of their official duties; and~~

~~12.8.~~ To appoint a Executive Director in accordance with these By-Laws and to fix the compensation of the Executive Director at such amount as it shall, in its sole discretion, deem appropriate; and

~~13.9.~~ To take all other such actions, if any, as it may deem necessary to the success and well being of the Association.

Section C: Directors. The Directors of the Association shall be:

1. The President;
2. The Vice President;
3. The Executive Director, *ex officio*, without vote;
4. The Secretary
5. The Treasurer;
6. Three, (3), Directors to be elected from the Membership At Large; and,
7. ~~The three.~~ Up to three (3) Delegates to the Region 8/Mid-Atlantic Podiatry Conference House of Delegates may serve as Advisors to the Board at the discretion of the President;
8. The Association's Delegates to the APMA House of Delegates in such numbers as to which the Association shall be entitled as annually determined by APMA;
9. The Presidents of each of the duly constituted Divisions of the Association shall serve as members of the Board with voice and vote but shall not count in setting the base number required for a quorum; and;
10. The Immediate Past President; and
11. The Podiatrist member of the Virginia Board of Medicine whom shall serve as a member of the Board with voice and vote but shall not count in setting the base number required for a quorum.

~~11.~~

Section D: Terms of Office. ~~All of the Directors who are or were elected officers of the Association shall serve ex officio, with a vote, and their terms of service as Directors shall be coextensive with their terms of the office. The Directors elected from the Membership At Large, the Directors who are Delegates to the APMA House of Delegates and the Directors who are Delegates to the Region 8/Mid-Atlantic Podiatry Conference shall each serve for a term of three, (3), years and the terms of the three Directors of each class shall be staggered in such manner that the term of one, (1), such Director of each class shall expire every year. The term of office of the Podiatrist member of the Virginia Board of Medicine, shall be coextensive with that individual's appointment to the Board of Medicine. The terms of the trustees shall be staggered. Unless otherwise stated in these Bylaws, the trustees shall be~~

divided into two groups, designated as "Group I" and "Group II," with each group containing one-half of the number of trustees, as near as may be. Except as hereinafter stated with respect to the trustees who are first elected to office after the adoption of these Bylaws ("Initial Trustees"), the members of each group shall be elected for two-year terms. A trustee shall serve no more than three successive terms, but may be eligible for reelection after having not been a trustee for a period of at least one year. If the number of trustees is changed, any newly created trusteeships or any decrease in trusteeships shall be apportioned among the groups by the Board as to make all such groups as nearly equal in number as possible. Each trustee shall hold office for his term and until his successor has been duly elected and qualified, or until the trustee's earlier death, resignation, or suspension or removal from office. Vacancies on the Board during a term may be filled by the Board for the remainder of the term. Any trustee elected to fill a vacancy shall be eligible to serve three consecutive two-year terms in addition to the partial term to which the trustee was elected to fill the vacancy. The above stated terms shall not apply to the Delegates to the APMA House of Delegates.

Section E: The Board of Directors shall meet at least twice during each fiscal year. At least one such meeting shall be held prior to the Annual Meeting of the membership. Additional meetings of the Board shall be held upon the call of the President or upon request of three, (3), or more Directors. Meetings shall be held at a time and place designated by the President provided that the location of the meeting shall be at a place reasonably accessible to all

Directors. ~~Six (6) Directors entitled to vote shall constitute a quorum. Upon the affirmative vote of three-fourths- (3/4), of the Directors present and voting any meeting of the Board may be declared an Executive Session. A simple majority of directors entitled to vote shall constitute a quorum.~~

Section F: Voting. Each Director entitled to vote shall have and cast only one, (1), vote on any issue presented to the Board for its decision. ~~Except as otherwise provided by these By-Laws, issues~~ presented to the Board shall be decided by a simple majority vote of the Directors present and voting at a meeting at which a quorum is present.

~~Section G: Manifestation of Dissent. A Director who is present at a Board meeting at which action on any Association matter is taken, shall be presumed to have assented to the action taken unless the Director's dissent shall be entered into the minutes of the meeting, or unless the Director files a written dissent to such action with the person recording minutes of such meeting either before the adjournment of the meeting or immediately after the adjournment of the meeting by forwarding such written dissent to the Secretary of the Association via Certified Mail. The right to dissent shall not apply to a Director who voted in favor of the action taken.~~

Section H: Action By Consent. Any action required or permitted to be taken at any meeting of the Board or any committee of the Board may be taken without a meeting if a written consent to such action is signed by a majority of all Directors or Members of the Board or the committee, and such written consent is filed with the minutes of its proceedings. Written consent may include electronic means.

Section I: Attendance Via Electronic Communication. When facilities at the meeting location permit, any Director ~~shall may~~ be permitted to attend meetings of the Board by telephone or other suitable electronic teleconferencing ~~means or~~ device. ~~Directors desiring to participate by means of electronic communication shall notify the Executive Director of their intention to do so no later than fifteen, (15), days prior to the date of the meeting. Upon receipt of timely notice of a Director's intent to attend via electronic means, the Executive Director shall ascertain whether the meeting room facilities permit such attendance and shall notify the affected Director of the presence or absence of appropriate equipment to permit such attendance.~~ If electronic attendance is possible, the Executive Director shall arrange for suitable equipment to be present and operating in the meeting room. It shall be the responsibility of the Director to insure that the appropriate equipment is present and operating correctly at the Director's own physical location at all times during the meeting. The Director shall bear the expense, if any, of providing the equipment at the Director's location. ~~If the Director's electronic connection to the meeting is severed or terminated for any reason at any time during the meeting the director shall be counted as having been absent from the remainder of the meeting provided that any votes already cast by the Director and recorded by the Secretary prior to the cessation of the Director's electronic attendance shall stand as cast. Directors attending meetings via electronic means shall not be permitted to vote by proxy on behalf of any other Director.~~

Section J: Meeting Attendance. Those Members who are nominated, agree to serve, and are duly elected by the Membership or appointed by the Board have an obligation to attend regularly scheduled meetings of the Board and the Membership. To assure a quorum, notice of absence from meetings of the Board is due to the Executive Director no fewer than five (5) days prior to a regularly scheduled meeting. A member who exhibits a pattern of absences, after an official notification by the Executive Committee can be deemed to have resigned their position by majority vote of the Executive Committee, who can then appoint a replacement. ~~A Member who fails to attend 50% of the regularly scheduled meetings will be presumed to have resigned that position~~

Section K: 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 Association, or these Bylaws, by the date specified on the ballot.

ARTICLE VI: ELECTED OFFICERS

Section A: Number And Title. The elected officers of the Association shall be:

1. A President; and

2. A Vice President; and

3. A Secretary; and

4. A Treasurer; and,

5. Three, (3), Directors to be elected from the Membership At Large; and,
6. Delegates to the APMA House of Delegates in such numbers as to which the Association shall be entitled; and,
7. Up to three ~~Three~~, (3), Delegates to the Region-8 Mid-Atlantic Podiatry Conference Governing Body.

Section ~~B~~. Terms Of Office. The terms of office of the elected officers shall be for two (2) years. All officers, with the exception of the President, may be re-elected for two additional terms. as follows:

1. ~~President. The term of office of the President shall be two, (2), years. No Member shall be eligible for election to two, (2), consecutive terms as President.~~
2. ~~Vice President. The term of office of the Vice President shall be two, (2), years.~~
3. ~~Secretary. The term of office of the Secretary shall be two, (2), years.~~
4. ~~Treasurer. The term of office of the Treasurer shall be two, (2), years.~~
5. ~~APMA Delegate. The term of office of each APMA Delegate shall be three, (3), years.~~
6. ~~Region 8/Mid-Atlantic Podiatry Conference Delegate. The term of office of each Region 8/Mid-Atlantic Podiatry Conference Delegate shall be three, (3), years.~~

Section C: Eligibility For Office. Only Active, ~~Life or Senior~~ Members who have been Members of the Association in good standing for a minimum of three, (3), consecutive years immediately preceding their election shall be eligible to serve as ~~President or Vice President~~ Officers. Only Active, ~~Life, Senior~~ or Associate Members of the Association in good standing for a minimum of two, (2), consecutive years immediately preceding their election shall be eligible to serve in any other elected office. ~~Except as otherwise specified in these By-Laws, no Member of the Association shall be eligible for concurrent election or appointment to more than one elected office of either this Association or any Division thereof.~~

Section D: Duties of Officers

1. President. The President shall be the Chief Executive Officer of the Association and shall have the general powers and duties of ~~supervision and management~~ governance usually vested in the office of President of a non- stock Association unless otherwise determined by the Board of Directors. It shall be the duty of the President to assume the duties of his office before adjournment of the annual meeting at which he was elected. The President shall serve as Chairman of the Board of Directors and preside at all meetings of the Board. The President shall preside at all meetings of the Association. The President shall appoint Chairs and members of all committees ~~except for the Nominating Committee~~. The President shall serve as an *ex-officio* member of all standing committees ~~except for the Nominating and the Grievance and Ethics Committees~~. The President shall appoint special Committees as the President deems necessary or as directed by the Board of Directors and shall fill committee vacancies. The ~~President-Treasurer~~ may appoint or retain an auditor or auditing firm to audit the Association's corporate books, prior to the annual meeting, subject to Board approval. The ~~President-Treasurer~~ shall report to the membership at the annual meeting, and file such reports with the incoming President. The President shall be eligible for appointment as an APMA Alternate Delegate.

2. Vice President. The Vice President shall serve as the President-elect and shall assume and perform the duties of the President whenever the President is absent or unable to perform the duties of the office. In addition to the duties enumerated, the Vice President may perform such other duties as the President or the Board of Directors may, from time to time, determine. The Vice President shall oversee, coordinate, and counsel all committees.

3. Secretary. The Secretary of the Association shall supervise the keeping of all non-financial records of the Association. The Secretary shall attend all meetings of the Association and cause minutes to be recorded. The Secretary shall review the minutes as recorded and cause them to be provided to the Board, and upon Board approval, cause them to be made available to the Membership, signature affixed. The Secretary shall review proposed changes to the By-laws, cause them to be distributed to the Members as provided by these By-laws prior to the Annual Meeting at which proposed changes will be reviewed, and shall cause them, upon approval, to be made available to the Membership, signature affixed. The Secretary shall be eligible for appointment as the Executive Director or an APMA Alternate Delegate.

4. Treasurer. The Treasurer shall supervise the custody of the funds and securities of the Association. It shall be the duty of the Treasurer to keep [or cause to happen](#), full and accurate accounts of receipts and disbursements in books belonging to the Association, to cause to be disbursed all monies in the name of, and to the credit of, the Association, as authorized by the Board. The Treasurer shall submit the books for audit to an auditor or auditing firm (as may [only](#) be directed by and at the discretion of the Board), prior to the annual meeting; and shall make a report to the membership at the annual meeting. The Treasurer shall prepare a budget, in conjunction with the President and the Executive Director, for presentation to the Board of Directors. The Treasurer shall be eligible for appointment as ~~the Executive Director or~~ an APMA Alternate Delegate.

5. At Large Directors. Each Director elected from the Membership At Large shall attend all meetings and proceedings of the Board of Directors and shall exercise the rights and fulfill the obligations usually and customarily exercised and fulfilled by Directors of Virginia nonstock corporations. Such Directors shall conduct themselves and exercise their franchise therein so as to advance the goals and welfare of the Association and its Members

6. APMA Delegate. Each of the Delegates to the APMA House of Delegates shall serve as a representative of the Association and its Members in the House. The delegates shall attend all meetings and proceedings of the House and shall conduct themselves and exercise their franchise therein so as to advance the goals and welfare of the Association and its Members. Prior to each meeting of the APMA House of Delegates, the Delegates shall jointly advise the Board of Directors of matters pending before the upcoming meeting which will impact or affect the Association or its Members. The Board of Directors may, in its discretion, recommend to the Delegates how to vote upon such matters or it may leave the Delegates uninstructed. The Delegates shall report the proceedings of the meeting of the House to the Board of Directors as soon as practical following the conclusion of such meetings. The Delegates shall perform such other functions, if any, as may be required of them by the Constitution and By-Laws of the APMA and this Association.

7. Region 8/Mid-Atlantic Podiatry Conference Delegate. Each of the Delegates to the Region 8/Mid-Atlantic Podiatry Conference governing body shall serve as a representative of the Association and its Members in the governing body. The delegates shall attend all meetings and proceedings of the governing body and shall conduct themselves and exercise their franchise therein so as to advance the goals and welfare of the Association and its Members. Prior to each meeting of the Region 8/Mid-Atlantic Podiatry Conference governing body the Delegates shall jointly advise the Board of Directors of matters pending before the upcoming meeting which will impact or affect the Association or its Members. The Board of Directors may, in its discretion, recommend to the Delegates how to vote upon such matters or it may leave the Delegates uninstructed. The Delegates shall report the proceedings of the meeting of the Region 8/Mid-Atlantic Podiatry Conference governing body to the Board of Directors as soon as practical following the conclusion of such meetings. The Delegates shall perform such other functions, if any, as may be required of them by the Constitution and By-Laws of the APMA, this Association and the Region 8/Mid-Atlantic Podiatry Conference. [By a simple majority vote of the Executive Committee, the number of Region 8/Mid-Atlantic Podiatry Conference Delegates can be increased or reduced or the position may be abolished depending on the needs both of the organizations. By a simple majority vote of the Executive Committee the positions of Region 8/Mid-Atlantic Podiatry Conference Delegates can be consolidated and held ex officio by other members of the Board of Directors depending on the needs both of the organizations.](#)

Section E: Vacancies. Any vacancy in the offices of President, Vice President, Secretary, Treasurer, At-Large Delegate, APMA Delegate, or Region 8/Mid-Atlantic Podiatry Conference Delegate which occurs by reason

| of resignation, removal, [retirement](#), death or incapacity of such officer before the expiration of the officer's term, shall be filled by the Board of Directors. Any such vacancy shall be filled by election by an affirmative vote of a majority of the Directors present and voting at the meeting. An officer elected to fill such a vacancy shall serve for the unexpired

term of the predecessor in office. Any vacancy occurring in any office of the Association, (other than a vacancy due to normal expiration of a term of office) shall be filled by the Board not sooner than thirty (30) days after written notice of the vacancy has been mailed to all Directors.

ARTICLE VII: APPOINTED OFFICERS

Section A: Executive Director. The Executive Director shall be appointed by and shall serve at the pleasure of the Board of Directors. In addition to the duties enumerated in a job description, contract or other document, the Executive Director may perform such other duties as the Board of Directors may from time to time determine. The Executive Director may receive compensation for such office as may be fixed by the Board. ~~The Executive Director need not be a Member of the Association. The Executive Director shall serve as the custodian of the corporate seal, books, records, papers, and other like properties of the Association. The Executive Director shall provide a list of Members of the Association to APMA as required by the By-Laws of the APMA and such other time as the APMA may request. The Executive Director shall maintain a list of Members in good standing and their membership classification, and cause such list to be published to the general membership. The Secretary shall transmit to the APMA requests for special membership classification and requests for exemption from APMA dues or assessments, pursuant to Article XIII.D. of these By-Laws. The Executive Director shall cause the report of the Nominating Committee and the nominees' biographical data to be provided to the membership pursuant to Article VIII.E. of these By-Laws. The Executive Director shall conduct the official correspondence of the Association, and assume any other duties that the President, Board of Directors, or the membership may deem appropriate or necessary. The Executive Director shall render to the President or the Board, at their regular meetings or when required, an accounting of all transactions and of the financial condition of the Association. The Executive Director shall send to APMA all dues and assessments owing to the APMA.~~

Section B: APMA Alternate Delegate. The Board of Directors may, in at its discretion, appoint one or more Members to serve as Alternate Delegates to the APMA House of Delegates. The number of alternate Delegates appointed, however, shall not exceed the number of alternate Delegates to which the Association shall be entitled under the By-Laws of the APMA. The Alternate Delegates shall attend all meetings and proceedings of the APMA House of Delegates and shall assume and perform the duties of a Delegate whenever a Delegate is absent or unable to perform the duties of the office. The terms of office of each such Alternate Delegate shall be indefinite and each such Alternate Delegate shall serve at the pleasure of the Board of Directors. Any Member otherwise eligible, including all elected or appointed officers *except* the APMA Delegates, is eligible for appointment as an APMA Alternate Delegate.

ARTICLE VIII: ELECTION AND INSTALLATION

Section A: Time Of Election And Installation. Elected Officers of the Association shall be elected and installed at the annual meeting. Nominees shall be elected by a majority vote of the Members of the Association with voting rights who are present and voting.

Section B: Nominating Committee. The Nominating Committee shall consist of five, (5), active, life or senior members selected by the Board of Directors not less than five, (5), months prior to the annual meeting. ~~The President shall not be eligible to serve on the Nominating Committee.~~

Section C: Duties Of The Nominating Committee.

1. Nomination Of Candidates For Elected Office. The Nominating Committee shall, by majority vote of its Members, select from among the eligible Members of the Association and place in nomination at the Annual Meeting the names of not more than two, (2), one candidates for election to any elected office of the Association which will become vacant as of that meeting. Only those candidates who agree to serve if elected shall be eligible for nomination to elected office. The Nominating Committee shall promptly notify the Secretary of the Association in writing of the names of all candidates, which it has selected for nomination to all offices.

2. Nomination Of Virginia Board Of Medicine Member. Whenever the President notifies the Nominating Committee that the office of the Podiatry Member of the Virginia Board of Medicine is vacant or that the term of office of the incumbent is due to expire within the next twelve, (12), months, the Nominating Committee shall select and recommend not less than three, (3), Members of this Association to serve upon such terms, conditions and qualifications as from time to time apply to that office. The names of the Members recommended for appointment shall be approved by a majority vote of the Members present and voting at the next Annual Meeting. If there is no Annual Meeting of the Association scheduled to be held prior to such deadline, if any, as may be established for the submission of such recommendations, then the names of the Members to be recommended shall be considered and approved by the Board of Directors. Upon approval, recommended Members' names shall be submitted to the Governor of the Commonwealth of Virginia for the possible appointment by him of one such individual in the manner prescribed by law. Only those candidates who agree to serve if appointed shall be eligible for recommendation.

Section D: Nominations From The Floor. Nominations of eligible candidates for any elected office may be made from the floor by any Active Member, in good standing -who is present in person and eligible to vote. Only those candidates who agree to serve if elected shall be eligible for nomination.

Section E: Publication Of Nominees. Upon notification of the action of the Nominating Committee, the Secretary of the Association shall forward the names of the nominees proposed for each office to each Member eligible to vote at least sixty, ~~(60)~~15, days prior to the date of the election. For the purposes of this requirement, posting of the proposed nominees' biographical information on the Association's Internet Web Page, if any, shall be deemed to be sufficient distribution.

ARTICLE IX: MEETINGS OF MEMBERS

Section A: Regular Meetings.

1. General Meetings. There shall be a General Meeting of the Members of the Association at least once each fiscal year. General Meetings may be held at such time and place as shall be determined by the President. In the event of war or another national emergency, the President may dispense with the requirement of a yearly General Meeting for the duration of the war or emergency.

2. Annual Meeting. At least one General Meeting of the Association, designated the "Annual Meeting," shall be held during the warm weather months of each year on a date fixed by the Board of Directors. The election of officers shall be held at the Annual Meeting. Notice of the Annual Meeting shall be mailed to each Member at least thirty, (30), days prior thereto. The holding of an Annual Meeting may, in the discretion of the Board of Directors, be deemed to constitute compliance with Section A.1. of this Article.

Section B: Special Meetings. Special Meetings of the Association shall be called at the request of the President, by a majority vote of the Board of Directors or by a written petition signed by thirty, (30), Members entitled to vote on Association matters as of the date of the request. Requests for a Special Meetings shall be in writing and shall be submitted to the Secretary. Requests for Special Meetings shall state the purpose for which the Special Meeting is to be called. Upon receipt of a request for a Special Meeting the Secretary shall promptly notify the President who shall establish the time and place for the Special Meeting. The Secretary shall then cause written notice of the purpose, time and place of the Special Meeting to be given to the membership at least fifteen, (15), days prior to the meeting. The business transacted at a Special Meeting shall be limited to that stated in the notice.

Section C: Rules And Order of Business At Meetings.

1. Rules Of Conduct. Meetings shall be conducted in accordance with the then current edition of Robert's Rules Of Order. At the commencement of each meeting the President shall appoint a Parliamentarian, who need not be a Member, and whose decisions on all procedural matters shall be final.

Non-VPMA members may attend proceedings of the Association but have no vote and are not counted towards quorum.

follows: 2. Order of Business for General Meetings. The order of business for General Meetings shall be set by the President and may include; as

A. Reading of Conflict of Interest Statement; Requests for Conflicts of Interest

B.A. Membership Report; Presentation and Induction of New Members

C.B. Acceptance of minutes of previous General Meeting and any Special Meetings held during the interval.

D.C. President's Report;

E.D. Executive Director's Report

F.E. Treasurer's Report

G.F. Reports ~~of~~ Officers, Board of Directors and Committees.

H.G. Old and unfinished business.

I.H. New Business.

J. Good and Welfare.

K.I. Roll call of Officers, Directors and Members

L. Adjournment

3. Order Of Business For Annual Meetings. The order of business for the Annual Meetings of this Association shall be identical to that of the General Meetings except that following the reports of Officers, Board and Committees, (Paragraph 2.F.); and prior to old and unfinished business, (Paragraph 2.G.); there shall be a presentation of nominations for such offices and other elected positions as are to be filled at that meeting, followed by elections; and such officers and other elected officials shall be installed prior to the adjournment of the Annual Meeting at which they are elected.

4. Order Of Business For Special Meetings. The order of business for Special Meetings shall be as follows:

A. Roll call of Officers, Directors and Members.

B. Reading of the written request or other call for the meeting and the conduct of such business as stated.

C. Adjournment.

5. Suspension Of Rules. The foregoing rules of order shall not be suspended at any time except by a two-thirds (2/3) vote of the Members present and voting.

Section D: Quorum. One-quarter (1/4) of the Members in good standing and entitled to vote shall constitute a quorum at any Regular or Special Meeting.

Section E: Exclusion From Meeting. Any Member of the Association who fails to obey any order of the presiding officer of any meeting of the Association may, at the discretion of the presiding officer, be excluded from the meeting.

ARTICLE X : COMMITTEES

Section A: Standing Committees. The standing committees of the Association shall be:

~~1. Medical Liaison and Hospital.~~

~~2.1.~~ Finance Committee

~~3.2.~~ Health Policy and Health Systems Committee

~~4. Ethics and Grievances~~

~~5.3.~~ ~~Public Relations~~ Political Action Committee (PAC)

~~6.4.~~ Continuing Medical Education.

~~7. Peer Review.~~

~~8.5.~~ By-Laws Review.

~~9.6.~~ Executive Committee

Section B: Composition And Duties Of Standing Committees.

~~1. Medical Liaison and Hospital Committee. The Medical Liaison and Hospital Committee shall consist of a Chair and at least two other Members, all appointed by the President. The Committee shall serve as liaison between the Association and other medical societies or organizations, and shall assist hospitals in credentialing podiatrists for privileges.~~

~~2.1.~~ Finance Committee. The Finance Committee shall ~~consist of a Chair~~ be chaired by the Treasurer and consist of a minimum of two additional members. All members of the Committee shall be appointed by the President for a three-year term (one appointed each year on a rotating basis). It shall be the responsibility of this Committee to report to the Board of Directors on a quarterly basis. Included in this report shall be the current holdings, portfolio value, % gain or loss for the past 4 quarters, general market trends, current investment strategy and anticipated annual returns as defined by the Investment Counselor. The Committee shall follow the investment objectives and be empowered by the powers as defined in the Investment Policy of the VPMA.

~~3.2.~~ Health Policy and Health Systems Committee. The Health Policy and Health Systems Committee shall consist of representatives of the Carrier Advisory Committee, Private Insurance Advisory Committee, and the Medicaid Committee; all appointed by the President. The duties of the PIAC representative and the CAC representatives shall be as defined in the APMA's Carrier's Advisory Committee and Private Insurance Advisory Committee Representatives' Orientation Manual. The duties of the Medicaid Representative shall mirror the duties of the CAC representatives as it pertains to the state-run Medicaid Program. The Committee shall be the Association's liaison with all public and private third party carriers. In addition, the committee shall research and review insurance and their relationship with podiatric medicine in Virginia and shall carry out any mandate of the Board of Directors or President regarding this subject.

~~4. Ethics and Grievances Committee. The Ethics and Grievances Committee shall consist of a Chair and two additional Members, none of whom may be a member of the Board of Directors, the Insurance Committee or the Peer Review Committee. All members of the Committee shall be appointed by the President for a three-year term (one appointed each year on a rotating basis). It shall be the responsibility of this Committee to consider and report to this Association any and all suggestions or grievances it may deem advisable and proper concerning the ethical conduct or professional standards of the membership as a whole or individually, to be watchful for infractions of the Code of Ethics, and to thoroughly investigate any charges against a Member of this~~

Association in accordance with the provisions of the Code of Ethics, incorporated into these By-Laws as Addendum I. Health Policy and Health Systems Committee.

~~5. Public Relations~~Political Action Committee. Political Action Committee shall consist of a Chair appointed by the President and as many Members as necessary to carry out the duties of interacting with elected members of government, other organizations with mutual interests, and the general public about the podiatric profession and proper foot health. ~~The Public Relations Committee shall consist of a Chair appointed by the President and as many Members as necessary to carry out the duties of educating the public in proper foot health. The Chair will ex officio serve as the Treasurer of any VPMA-affiliated state and/or federal political action committees as defined in Code of VA Article 4 § 24.2-949.2. Statement of organization for a political action committee~~

~~6.-~~

~~7.3.~~Continuing Medical Education Committee. The Continuing Medical Education Committee shall consist of a Chair and at least ~~four~~two Members appointed by the President. With the assistance of the Association Office, the Committee shall plan and carry out all arrangements for educational meetings, conventions and seminars of the Association.

~~8. Peer Review Committee. The Peer Review Committee shall consist of a Chair and two additional Members, none of whom may be a member of the Board of Directors, the Ethics and Grievances Committee, or the State Board of Medicine. It shall be the duty of this Committee to review, investigate and resolve all matters appropriately referred to it in accordance with such Peer Review Guidelines and Procedures that have been, or may hereinafter be, drafted and adopted by the Board of Directors of the Association.~~

~~9.4.~~By-Laws Review Committee. The By-Laws Review Committee shall consist of a Chair and at least one additional Member, appointed by the President and shall meet only as necessary. The By-Laws Committee will review these By-Laws ~~biannually~~ and recommend such amendments, as it shall deem warranted. ~~Any amendment to these By-Laws, the Association Code of Ethics or the Continuing Medical Education Requirements which is proposed by a Member or by the Board of Directors shall be submitted to the Committee in written draft form prior to the proposed meeting where it shall be voted upon. The Committee shall expeditiously review the content and parameters of the proposed amendment in context with existing By-Laws, Ethics and Continuing Medical Education regulations currently in force and lend its assurance that the proposed amendment bears no conflict in that regard. The Chair shall cause a written statement over his signature to be sent to the Association Office stating the findings of the Committee no more than one month after receipt of the proposed amendment. If no conflict exists, the Secretary shall then mail the proposed amendment to the membership at least thirty, (30), days prior to the meeting at which voting will take place, as set forth in Article XVIII.~~

~~10.5.~~Executive Committee: The Executive Committee may exercise the authority of the Board of Directors under Section 13.1-853 of the Virginia Nonstock Corporation Act, except as limited by Section 13.1-869D as amended. ~~The Board shall annually appoint~~ The President, Vice President, Secretary, and Treasurer, and immediate past president shall to the constitute the Executive Committee.

Section C: Term Of Service. Except as otherwise provided in these By-Laws, each committee Member, including the committee Chair, shall be appointed by and serve at the pleasure of the President for the duration of the term of the President by whom they were appointed. Except as otherwise provided in these By-Laws, committee Members, including the committee Chair, shall be eligible for reappointment without limitation.

Section D: Special Committees. Special committees may be created at any meeting of this Association or may be appointed by the President with the approval of the Board. Special committees shall serve until the purpose for which they were created has been fulfilled, and their reports completed and delivered, without regard to the expiration of the terms of the President or other officers.

Section E: Special Membership Provisions. No committee may consist of a majority of Associate Members, Postgraduate Members or Special Members.

ARTICLE XI: NOTICES

~~Section A: Form of Notice. Notice of any meeting or any other notice required to be given pursuant to these By-Laws shall be sufficient if reduced to writing in the English language and printed or published on some durable medium. All notices of meetings shall state the place, date and hour of the meeting, and in the case of a special~~

~~meeting, the purpose or purposes for which the meeting is being called. Notices transmitted via a facsimile transmission or electronic mail shall be deemed to be "in written or printed form" as required by this provision.~~

~~Section B: Time And Manner of Delivery. Except as otherwise specified in these By-Laws, any notice required by these By-Laws or any other provision of law shall be considered timely if delivered not less than ten, (10), days prior to the meeting, deadline or other action for which notice was required. In any issue regarding the timeliness of any notice or other act required by these By-Laws, time shall be computed in accordance with the provisions of CODE OF VIRGINIA, 1950, §§1-13.3, 1-13.3.1 and 1-27. Notices to Directors, Officers, or Members shall be sufficient if delivered personally, by messenger or via first class mail, postage prepaid, to the intended recipient's address of record appearing on the Association Membership Roster. Notices delivered by first class mail shall be deemed to have been delivered at the time when the notice was placed in an official United State Post Office depository bearing sufficient United States postage for delivery to the addressee. Notices delivered in person or by messenger shall be deemed delivered when received. Notices to Directors may be given by telephone or electronic mail not less than ten, (10), days before the meeting or other action which is the subject of the Notice, with confirmation of the receipt of the Notice documented in the records of the meeting or as specified below.~~

~~Section C: Waiver. Whenever any notice is required to be given by the Articles of Incorporation of this Association, these By-Laws or by any other provision of law, a written waiver of notice, signed by the person or persons entitled to said notice and filed with the records of the meeting whether before or after the time stated therein, shall be deemed to be equivalent to such notice. Attendance of a Director, Officer or Member at any meeting shall constitute a waiver of notice of such meeting by estoppel except when said Director, Officer or Member attends such meeting for the sole and express purpose of objecting to the transaction of any business, as provided by Article V.G.~~

ARTICLE XII: DIVISIONS

Section A: Organization. A Division may be organized in one or more contiguous counties or independent cities and towns of the Commonwealth of Virginia where none now exists upon application of at least ten, (10), Active, Associate, Life or Senior Members of this Association practicing therein. The applicants shall organize the proposed Division by submitting to the Board of Directors an Affidavit stating that they have adopted an acceptable set of By-Laws, which shall be appended to their Affidavit, which are consistent with the By-Laws of this Association and the APMA. The Affidavit shall certify their desire to create a Division and shall expressly affirm their intent to uphold the rules, regulations, and policies of this Association and the APMA. The Affidavit must be signed by all of the applicants. Upon receipt of the Affidavit, the Board of Directors will examine the Affidavit and its supporting documents to ascertain whether the submission meets the requirements for formation of a new Division. If the Affidavit is deemed incomplete the Board of Directors shall remand the Affidavit to the applicants for correction or additional information. When the Board is satisfied that the Affidavit is complete it shall ~~forward~~ forward ~~vote upon~~ the application, ~~with its recommendations, to and inform~~ the membership ~~for approval~~ at the next General Meeting. ~~If the recommendation of the Board is for approval of the new Division the Board may, in its sole discretion, authorize the Division to begin operation on a provisional basis pending formal approval by the Members. A Division shall be deemed to have been created when the application is approved by a simple majority vote of the Members present and voting at a Regular Meeting of the Members. Upon approval the Secretary of the Association shall issue a charter, in a form approved by the Board, to each new Division. The present Divisions of the Association are include:~~

1. The Richmond Division of the Virginia Podiatric Medical Association; and,
2. The Tidewater Division of the Virginia Podiatric Medical Association; and,
3. The Southwestern Division of the Virginia Podiatric Medical Association; and,
4. The Northern Virginia Division of the Virginia Podiatric Medical Association.

Section B: Name. Newly chartered Divisions will be known as the "[Geographic Name] Division of the Virginia Podiatric Medical Association," ~~except that Divisions previously organized may retain their present names.~~

Section C: Division Officers, Elections, And Duties. The officers of each Division shall be a President, ~~Other officers may be elected at the Division's discretion. , a Vice President, a Secretary and a Treasurer.~~ The manner of election and duties of each Division officers shall be set forth in each Division's By-Laws and shall be consistent with the duties of similar offices of this Association. ~~In addition to such other duties as may be assigned, the Division By-Laws shall require the Division Treasurer to provide the Association Treasurer annual reports of all of the financial activities of the Division and a final report of the Division's finances within thirty (30) days of the end of the Division's fiscal year.~~

Section D: Division Vacancies. Any vacancy in any elected Division office shall be filled in the manner prescribed by the Division's By-Laws *except that* if the President of this Association shall inform the Board of Directors of this Association that any elected office of any Division is vacant and has remained vacant for at least sixty, (60), days then the Board of Directors, by a majority vote of the Directors present and voting, shall elect an eligible Member to fill the Division vacancy for the unexpired term of the predecessor in office.

Section E: Other Provisions. Divisions will be subject to the following requirements and restrictions:

1. Membership in a Division shall be open to all Members of this Association whose principal location for the practice of podiatric medicine is within the geographical confines of the Division.
2. Divisions may assess any dues or raise any funds necessary to carry on their function. Said funds shall be held by the Division only. No liability shall include or transfer to the Association.
3. Divisions shall take no action which would obligate the Association for payment of money or otherwise impair or encumber the credit of the Association.
4. Divisions may not misrepresent their relationship with the Association and shall not hold themselves out to the public as having the right and authority to act or negotiate on behalf of the Association.
5. Membership in a Division shall not be a requirement for membership in the Association.

ARTICLE XIII: DUES

Section A: Authority To Establish And Collect Dues. The Board of Directors shall establish and collect Annual Dues for each of the various classes of membership in the Association. Dues shall be due payable in advance of the Association membership year for which they are levied and shall be exclusive of and in addition to any dues or assessments of the APMA. APMA shall be responsible for setting the beginning and ending dates of the membership year. Members newly admitted during an Association fiscal year shall pay a pro-rata share of the Annual Dues for their class of membership computed using the percentage of the Association membership year remaining on the date of their admission to membership.

Section B: Authority To Levy Special Assessments. The Board of Directors may, from time to time in its discretion, levy special assessments to support and defray the expenses of Association events and activities. Special assessments are due and payable as of the date of delivery of notice of the special assessment to the Members. Special assessments may be different for one or all of the classes of membership in the Association. Failure or refusal to pay a special assessment in a timely fashion shall cause the delinquent Member to incur the same sanctions as are imposed for non-payment of dues.

Section C: Dues ~~To shall be~~ Assessed By Membership Class by the APMA. ~~The Board of Directors shall establish the annual dues for each class of membership as follows:~~

1. ~~Active Members. The Board of Directors shall annually establish the amount of the yearly Association dues for Active Members, known as the Annual Dues. Active Members will pay the Annual Dues of the Association, in addition to such dues and assessments, if any, as are levied by the APMA on this class of membership. The Board of Directors may, in its sole discretion, set aside a portion of the Annual Dues paid by this~~

| ~~class of membership for an emergency fund.~~

2. ~~Associate Members. Dues for Associate Members shall be determined as follows:~~

A. ~~Associate Members in practice less than one year shall pay twenty-five percent, (25%), of the Annual Dues of the Association, in addition to such dues and assessments, if any, as are levied by the APMA on this class of membership; and,~~

B. ~~Associate Members in practice more than one year but less than two years shall pay fifty percent, (50%), of the Annual Dues of the Association, in addition to such dues and assessments, if any, as are levied by the APMA on this class of membership, required dues or assessments; and,~~

C. ~~Associate Members in practice more than two years but less than three years shall pay seventy-five percent, (75%), of the Annual Dues of the Association, in addition to such dues and assessments, if any, as are levied by the APMA on this class of membership.~~

D. ~~Associate Members in practice more than three years but less than four years shall pay eighty-five percent, (85%), of the Annual Dues of the Association, in addition to such dues and assessments, if any, as are levied by the APMA on this class of membership.~~

3. ~~Life Members. Life Members shall be exempt from payment of Annual Dues to the Association but will be required to pay such Special Assessments, if any, as the Board of Directors may assess against that class of membership. Life Members shall also be required to pay such dues and assessments, if any, as the APMA may specify from time to time.~~

4. ~~Senior Members. Senior Members shall pay fifty percent, (50%), of the Annual Dues of the Association, in addition to such dues and assessments, if any, as are levied by the APMA on this class of membership. The Board of Directors may, in its sole discretion, set aside a portion of the Annual Dues paid by this class of membership for an emergency fund. The amount of the Annual Dues paid by Senior Members set aside for an emergency fund shall not exceed fifty percent, (50%), of the amount set aside for such purpose from Annual Dues collected from the Active Members.~~

5. ~~Honorary Members. Honorary Members shall be exempt from payment of all Annual Dues and Special Assessments levied by this Association.~~

6. ~~Postgraduate Members. Postgraduate Members, Resident, Preceptee, Fellow or Postgraduate Members shall be exempt from payment of Annual Dues and such Special Assessments, if any, as may be levied by this Association.~~

Section D: ~~Exemptions From Payment Of Financial Obligations. Upon written application of the affected Member, the Board of Directors may, in its discretion, excuse payment of Annual Dues and any Special Assessment, in whole or in part, for any Member of any class of membership for the following reasons:~~

1. ~~The Member is temporarily absent from the Member's practice in the military service of the United States; or,~~
2. ~~Payment of the Annual Dues and any Special assessments would constitute a hardship by reason of the Member's physical or mental illness or disability; or,~~
3. ~~For any other reason which, the Board of Directors shall, in its sole discretion, deem to be a good reason for granting the requested relief.~~

~~4. The burden shall be on the Member requesting exemption to establish the Member's entitlement to the exemption.~~

~~5. Exemptions shall be reviewed and renewed on an annual basis.~~

~~Section E: Payment Of Obligations And Sanctions For Non-Payment.~~

~~1. Annual Dues and Special Assessments are due and payable upon receipt. Annual Dues and Special Assessments shall be paid within thirty, (30), days of billing or the Member shall be deemed to be delinquent. The membership of any Member who is delinquent in payment of any dues or special assessment and who fails or refuses to satisfy any such financial obligation within thirty, (30), days of the date when the member became delinquent shall be suspended as provided in Article IV.I.1.B. of these By-Laws. The membership of any Member who is delinquent in payment of any dues or special assessment and who fails or refuses to satisfy any such financial obligation within ninety, (90), days of the date when the Member became delinquent shall be terminated as provided in Article IV.J.1.B. of these By-Laws.~~

~~2. Payment of Annual Dues and Special Assessments, or any other financial obligation to the Association, shall be deemed to have been made as of the postmark date imprinted upon the envelope or package in which the payment was sent.~~

~~3. Where payment of a financial obligation of any kind is effected by tender of a negotiable instrument and said instrument is not paid by the bank upon which it is drawn for any reason, then such payment shall be deemed to be void *ab initio*.~~

~~Section F: Procedure For Reinstatement. Any Member whose membership is suspended or terminated for non-payment of a financial obligation may have the membership reinstated as follows:~~

~~1. If the membership was suspended pursuant to Article IV.I.1.B, the suspension shall be lifted and the Member deemed reinstated to the same class of membership upon payment to the Association of all sums due and owing at the time of the suspension together with any fees or expenses incurred by the Association on account of such dishonored instruments, if any, as the Association shall have incurred on account of an instrument made by the Member. In the case of a suspension caused by the dishonor of a Member's instrument of payment, payment for reinstatement shall be made by certified check or credit card. For good cause shown, and in its sole discretion, the Board of Directors may suspend some or all of the Member's arrearage and direct that the Member be reinstated to the same or a lesser class of membership.~~

~~2. If the membership was terminated pursuant to Article IV.J.1.B, the Member may petition the Board of Directors in writing for reinstatement. It shall be a condition of the Member's reinstatement that the Member pay to the Association all sums due and owing at the time of the termination; all sums which have become due for Members of the same class during the period of the Member's termination; and the Annual Dues and Special Assessments due from Members of the same class for the fiscal year in which the reinstatement is requested. In the case of a termination resulting from the dishonor of a Member's instrument of payment, payment for reinstatement shall be made by certified check or credit card. For good cause shown, and in its sole discretion, the Board of Directors may suspend some or all of the Member's arrearage and direct that the Member be reinstated to the same or a lesser class of membership.~~

~~3. Reinstatement. Except as otherwise determined by these bylaws, the Board has sole authority for conditions of reinstatement and delegates this same authority to the Executive Director, inasmuch as all requirements of APMA membership are fulfilled.~~

~~**ARTICLE XIV: CONTINUING MEDICAL EDUCATION**~~Addendum

~~It shall be a condition of continued membership in the Association that all Association Members comply with the Continuing Medical Education requirements, if any, imposed upon them by CODE OF VIRGINIA, 1950,~~

~~§54.1-2912.1 and the regulations promulgated thereunder by the Virginia Board of Medicine, as the same exist and as they may from time to time be amended.~~

ARTICLE XV: NON-DISCRIMINATION

~~The Association shall abide by all applicable legislation, which prohibits discrimination in selection of Members, Directors, Officers, and employees of the Association.~~

ARTICLE XVI: VIOLATION OF BY LAWS

~~Section A: Procedure When By Laws Are Violated. Except as otherwise provided herein, the procedure for complaints, hearings, decisions, penalties and appeals for any Member accused of violating these By Laws or acting in a manner detrimental to the welfare of the Association shall be the same as provided for in the Code of Ethics of this Association or any amendment thereto, except that, when appropriate, the "Insurance Committee," "Peer Review Committee" or the "Board of Directors" may be substituted wherever reference is made in said section to the "Ethics and Grievances Committee." If a matter is such that the Board of Directors is the initial investigating and hearing body, then an appeal may be made by the "respondent" to the "membership," in which case the "Board of Directors" as it appears in said section of the Code of Ethics shall be read "membership," and the same appeal procedure shall be applicable provided, further, that an appellate decision by the "membership" shall be by majority vote of the Members voting at a regular or special meeting of this Association.~~

~~Section B: Special Provisions. Nothing contained in these By Laws or the Code of Ethics shall prevent the initial hearing committee or the appellate body from imposing a fine, or imposing a period of probation, or both, upon any Member found guilty of violating these By Laws or the Code of Ethics or acting in any manner detrimental to the welfare of this Association. The fine or probation, or both, may be imposed at the sole discretion of such authority in conjunction with, or in lieu of, any other penalty provided for such offense. In no event may a fine exceed One Thousand And No/100 Dollars, (\$1,000.00), nor may a Member be placed on probation for a period in excess of two, (2), years. The initial hearing committee or appellate body, in placing a Member on probation, may also impose upon such probationary Member such additional terms and conditions of probation as it, in its sole judgment, reasonably believes necessary to assure that the conduct of the Member leading to the Member's placement on probation shall not recur and that the professional and ethical standards of this Association are fully maintained.~~

~~Section C: Effect Of Probation. A Member placed on probation shall be carried on the rolls of this Association as a "Probationary Member." During the period of probation, a Probationary Member shall be entitled to all rights of membership except that the Probationary Member shall have no right to vote, hold office or serve as Chair of any committee of this Association.~~

ARTICLE XVII: INDEMNIFICATION OF OFFICERS AND DIRECTORS

~~Each Director and officer shall be indemnified by the Association against liabilities, fines, penalties and claims imposed upon or asserted against the Officer or Director (including amounts paid in settlement) by reason of having been such a Director or Officer, whether or not then continuing so to be, and against all expenses (including counsel fees) reasonably incurred by the Officer or Director in connection therewith, except in the event of liability secondary to gross negligence or willful misconduct in the performance of the Officer's or Director's duty to the Association. In the event of any other judgment against such Director or Officer, or in the event of a settlement, indemnification shall be made only if the Association shall be advised by the Board of Directors, or by independent counsel in the event of involvement of a member of the Board, that in the Board's or counsel's opinion such Officer or Director was not guilty of gross negligence or willful misconduct in the performance of the Officer's or Director's duty; and in the event of a settlement, that such settlement was, or if still to be made is, in the best interests of the Association. If the determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent counsel. Every reference herein to Director or Officer shall include every Officer or Director or former Officer or Director of the Association. The right of indemnification hereby provided shall not be exclusive of any other rights to which any Officer or Director may be entitled.~~

Section 1. Authority to Indemnify

To the fullest extent permitted by the Virginia Nonstock Corporation Act (Chapter 10 of Title 13.1 of the Code of Virginia, 1950, as amended), as it may be amended from time to time, the Association may indemnify an individual made a party to a proceeding because the individual is or was a director or officer of the Association against liability incurred in the proceeding, if the individual:

- conducted himself in good faith;
- believed, in the case of conduct in his official capacity with the Association, that his conduct was in the best interests of the Association, and, in all other cases, that his conduct was at least not opposed to the Association's best interests; and
- in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 2. Mandatory Indemnification

The Association shall indemnify a director or officer who entirely prevails in the defense of any proceeding to which he was a party because he is or was a director or officer of the Association against reasonable expenses incurred in connection with the proceeding.

Section 3. Advancement of Expenses

The Association may, before final disposition of a proceeding, advance funds to pay for or reimburse reasonable expenses incurred by a director or officer who is a party to the proceeding, if the individual provides a written undertaking, executed personally or on his behalf, to repay the funds advanced if he is not entitled to mandatory indemnification under Section 2 and it is ultimately determined by the Association under Section 4 or by a Court pursuant to § 13.1-879.1 of the Virginia Nonstock Corporation Act that he did not meet the relevant standard of conduct.

Section 4. Determination and Authorization

Any indemnification under Section 1 shall be made only after a determination that indemnification is permissible because the individual has met the applicable standard of conduct. This determination shall be made in accordance with § 13.1-880 of the Virginia Nonstock Corporation Act, as it may be amended from time to time.

Section 5. Insurance

The Association may purchase and maintain insurance on behalf of any individual who is or was a director or officer against liability asserted against or incurred by them in such capacity, whether or not the Association would have the power to indemnify them under this Article.

ARTICLE XVIII: ADOPTION AND AMENDMENT

The Association By-Laws may be adopted or amended at any Regular or Special Meeting of the Association by a ~~two-thirds, (2/3),~~ simple majority vote of the members present and voting, provided that (i) a copy of the proposed By-Laws or amendment(s) has been submitted to the By-Laws Review Committee as set forth in ~~Article X.B.8~~ these bylaws; and

(ii) notice of the proposed By-Laws or amendment(s) has been sent to each Active, Associate, Life and Senior Member of the Association at least thirty, ~~(30)~~ 15, days in advance of the meeting at which the vote is to be taken; and

(iii) the proposed By-Laws or amendment(s) have been made available by electronic mail or posting. By-Laws or amendments will be effective as of the date of approval by the membership unless an alternate date is otherwise specified.

ARTICLE XIX: INTERPRETATION OF BY-LAWS

Interpretation of the meaning and intent of these By-Laws ~~and the Code of Ethics~~ of this Association is the responsibility of the Board of Directors of the Association.

ARTICLE XX: GOVERNING LAW

These By-Laws shall be governed by and construed in accordance with the law of the Commonwealth Of Virginia.

ARTICLE XXI: RULES OF PROCEDURE

Unless otherwise provided herein, Robert's Rules of Order, Revised, as the same shall from time to time be amended, shall govern all proceedings of this Association.

~~**ARTICLE XXII: PRINCIPLES OF PROFESSIONAL CONDUCT**~~

~~The professional conduct of Members shall be governed by the laws and regulations of the United States, the laws and regulations of the Commonwealth of Virginia, the Code of Ethics of the American Podiatric Medical Association and the Code of Ethics adopted by this Association. In the event of conflict between the aforementioned documents, they shall govern in the order herein stated.~~

ARTICLE XXIII: DISSOLUTION

The corporation may be dissolved upon a vote of the Board of Directors then in office at a meeting duly called for that purpose and a majority of the votes cast by a vote of the Members as provided by the Va. Code Ann. 13.1-902 et seq. Upon the dissolution of the Corporation, all of its assets, after all expenses and debts have been paid, shall be distributed to the American Podiatric Medical Association, or an organization, exempt under Section 501(a) of the Internal Revenue Code of 1986, as amended, which, in the sole discretion of the Board of Directors, has as all or part of its purposes or is actively engaged in activities similar to the purposes of the Association. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction of the state or county in which the principal office of the Association is then located, to such organization or organizations as said court shall determine, which are exempt from federal income taxes under the provisions of Section 501(a) of the Internal Revenue Code of 1986, as amended.

Approved and adopted this ____ day of _____, 202____, by _____, DPM, Secretary, VPMA

Approved and adopted this ____ day of _____, 202____, by _____, DPM, Chair Bylaws Committee

~~ADDENDUM I~~
~~CODE OF ETHICS~~
~~OF THE~~
~~VIRGINIA PODIATRIC MEDICAL ASSOCIATION~~

Preamble

~~This Code is intended to aid podiatrists individually and collectively in maintaining a high level of ethical conduct. Such conduct will both maintain the dignity of the profession and protect the public. The Virginia Podiatric Medical Association is cognizant of the constitutional rights of its Members but is also aware of the high ethical obligations of podiatrists to practice their profession in a dignified manner which is not harmful to the public.~~

Section I: ~~UNETHICAL OR UNPROFESSIONAL CONDUCT~~

~~Any practitioner of podiatric medicine shall be considered guilty of unprofessional conduct if the practitioner:~~

- ~~1. Practices in a manner contrary to the standards of ethics of the profession; or~~
- ~~2. Engages in the practice of podiatric medicine under a false or assumed name or impersonates another practitioner of a like, similar or different name; or~~
- ~~3. Prescribes or dispenses any controlled substance with intent or knowledge that it will be used other than medicinally or for accepted therapeutic purposes, or with intent to evade any law with respect to the sale, use or disposition of such drug; or~~
- ~~4. Violates any provision of law with regard to the division of fees or practices podiatric medicine in violation of any provision of law; or~~
- ~~5. Knowingly and willingly commits any act which is a felony under the laws of the United States or the Commonwealth of Virginia or any act which is a misdemeanor under such laws, and involves moral turpitude; or~~
- ~~6. Aids, abets or has professional connection with, including the lending or sharing of a professional name, any person known to the practitioner to be practicing illegally any of the healing arts; or~~
- ~~7. Conducts a practice in such manner as to be a danger to the health and welfare to his patients or to the public; or~~
- ~~8. Is unable to practice with reasonable skill or safety because of illness or substance abuse; or~~
- ~~9. Publishes any advertisement in any manner which relates to the practitioner's professional practice and which contains a claim of superiority which is not readily susceptible to verification by lay members of the public; or~~
- ~~10. Performs any act likely to deceive, defraud, or harm the public; or~~
- ~~11. Violates any provision of Chapter 54 of the Code of Virginia or any regulation promulgated thereunder by the Virginia Board of Medicine, including performing procedures outside the scope of practice or outside training or skill level; or~~
- ~~12. Cooperates with others in violating any provision of Chapter 54 of the Code of Virginia or any regulation promulgated thereunder by the Virginia Board of Medicine; or~~

Commented [JB1]: Code of Ethics in its entirety becomes a policy under the authority and responsibility of the Board to alter at its sole discretion.

13. ~~Undertakes in any manner or by any means whatsoever to procure or perform or to aid or abet in procuring or performing a criminal abortion; or~~

14. ~~Engages in sexual contact with a patient concurrent with and by virtue of the practitioner/patient relationship or otherwise engages at any time during the course of the practitioner/patient relationship in conduct of a sexual nature that a reasonable patient would consider lewd and offensive; or~~

15. ~~Engages in any other action or omission, which constitutes a violation of CODE OF VIRGINIA, 1950, §54.1-2914, as the same may hereafter from time to time be amended.~~

Section II: ~~PROCEDURES FOR ETHICAL COMPLAINTS~~

Section A: ~~COMPLAINTS~~

~~Any complaint or accusation made against any Member of this Association regarding a violation of the Code of Ethics must be made in writing and filed with the Executive Director of this Association, who shall then inform the President, whose obligation it shall then be to inform the Chairman of the Ethics Committee of the receipt of the complaint. Complaints may be filed against a Member of this Association by any person.~~

~~The written complaint must contain all the known facts in the case. Anonymous complaints shall not be considered. According to Board policy, limited disclosure complaints shall be considered. Within sixty, (60), days after the complaint is received by the Chair of the Ethics Committee, the Chair shall inform the affected practitioner in writing that a complaint has been received, and describe the nature of the complaint. The Ethics Committee Chair may, in the Chair's sole discretion, send a copy of the written complaint to the practitioner, but the Chair is not required to do so at this initial stage. If the Chair does not forward a copy of the complaint, then the Chair shall describe the nature of the complaint in sufficient detail so that the practitioner is properly informed of the fact that a complaint has been received and of its substance. The practitioner shall also be notified that the matter will be considered at a preliminary hearing by the Ethics Committee, at which time the decisions described in Section B shall be made. If, upon a preliminary hearing pursuant to Section B, the Ethics Committee determines that further investigation on the complaint is required or that a formal hearing should be held, the Chairman must at that time send a copy of the complaint to the practitioner complained against if the Chair has not yet done so. If during a preliminary hearing pursuant to Section B the Ethics Committee votes to dismiss the complaint as without merit, the Chair need not send a copy of the complaint to the practitioner complained against if the Chair has chosen not to do so prior to that time.~~

~~Section A shall not be construed to limit the right or the ability of the Ethics Committee to consider on its own motion potential violations of the Ethics Code which a Member of the Ethics Committee may personally observe or be a witness to. In such instances, the nature of the suspected violation shall be recorded appropriately in the minutes of the Ethics Committee at the time the violation was called to the attention of the Committee. Furthermore, the practitioner shall receive full notice of such complaint in accordance with this Section, including the name or names of the Members who brought the matter to the attention of the Ethics Committee and who voted that it be considered by the Committee.~~

Section B: ~~PRELIMINARY HEARING AND DECISION~~

~~At its initial meeting following receipt of a complaint, the Ethics Committee shall decide either: (1) that the information on file is sufficient and warrants the calling of a formal hearing; (2) that the information on file is insufficient and should be supplemented; or (3) that the information on file is manifestly frivolous and that the complaint should be dismissed without further action. If, in the judgment of the Committee, further investigation is required, it may designate one or more of its Members to conduct such investigation. This investigation shall be preliminary in nature and shall be limited to an attempt to establish relevant and material facts and shall not attempt to reach any conclusions as to the merits of the case.~~

Section C: ~~FORMAL HEARING PROCEDURES~~

1. ——— When, following the procedure outlined above, a hearing is deemed appropriate, the Ethics Committee shall call the same promptly and give written notice of the date, time and place thereof at least fourteen (14) days in advance of such hearing to the complainant, the practitioner against whom the complaint has been made (hereafter referred to as "respondent"), and any witnesses whom the Committee desires to hear. Such notice shall be delivered to the respondent by Certified Mail, with Return Receipt Requested, at the practitioner's address of record and shall include a statement of the substance of the complaint in sufficient detail to inform the practitioner of the allegations against him. In addition to a description of the facts, specific reference shall be made to the substantive provision of Section I of Code of Ethics which is alleged to have been violated, and which is alleged to constitute unprofessional conduct or unethical conduct.

2. ——— Attendance at the formal hearing shall be limited to the Ethics Committee, its staff and counsel, if any; the respondent and his counsel, if any; and the witnesses and their counsel. Witnesses who are not parties shall be excluded from the proceedings except when providing testimony.

3. ——— The Chairman of the Ethics Committee may assign any Committee Member to act as prosecutor on behalf of the complainant if, in his judgment, the matter is sufficiently complex or otherwise requires a Member to organize presentation of the evidence. Any Member so assigned may not participate in the vote or deliberations following the hearing.

4. ——— The respondent may appear either with or without counsel. Respondent shall have access to all documentary evidence relied upon by the Committee. Respondent shall have the right to examine witnesses against him and may call witnesses in Respondent's own behalf. The respondent shall have the right to address the Committee before the hearing is concluded and respondent may request the opportunity to submit a written brief or statement on the matters to be decided by the Committee. A similar opportunity for written submission may be granted to the complaining party or, if appointed, the prosecutor.

5. ——— If, after delivery of written notice as herein above provided, the respondent refuses or fails to appear at the time and place designated in such notice for the hearing, the Committee may proceed to take such action in accordance with the rules and procedures set forth herein as it may deem appropriate in the particular case, or it may continue the hearing as it sees fit to such further time and place as it may deem appropriate under the circumstances.

6. ——— All proceedings of this Committee at such hearing shall be electronically recorded. Upon request of the Respondent, or upon the motion of the Committee, the recording of such hearing shall be transcribed and reduced to writing. The party requesting the transcript shall bear the cost of the transcription and the production of the original copy. When authenticated by the Chairman of this Committee by reading and signing, the original copy of the transcript shall become part of the official record of the proceedings. Copies thereof shall be made available to all parties at a reasonable cost.

7. ——— Formal rules of evidence shall not apply to hearings before the Committee, but only evidence bearing on the complaint before it shall be received and considered.

8. ——— Should the respondent request, or at the discretion of the Ethics Committee, the proceedings of a formal hearing may be designated as confidential, with terms set by the Board of Directors on a case-by-case basis. A respondent's request for confidentiality shall be granted at the pleasure of the Committee and the Board of Directors.

9. ——— In order to find the respondent guilty of unprofessional conduct, a majority of the Committee must find that respondent has, by clear and convincing evidence, knowingly or recklessly committed the conduct which is charged.

Section D: ~~DECISION FOLLOWING FORMAL HEARING~~

~~After the hearing has been concluded and any written statements have been submitted, the Committee shall meet in Executive Session to consider its decision. The Committee's decision shall be in writing and shall separately state the facts found and the conclusions reached. The Committee's decision may (1) exonerate the respondent; or (2) conclude that the allegations of the complaint have been proved in whole or in part. If the latter is the case, the Committee shall designate an appropriate penalty which may consist of (1) censure; (2) suspension from membership for a stipulated period of time; (3) expulsion from membership; or (4) forwarding of the entire file to the Virginia State Board of Medicine. The decision of the Committee shall be taken by majority vote. Dissenting Members may include a separate statement of their views. The Committee's decision shall be filed promptly with the Association Secretary, who shall mail copies by certified mail to the complainant and respondent, provided that said copies shall indicate that such decision shall become final and the penalty imposed after the expiration of fourteen (14) days from the date of said mailing unless an appeal is made.~~

Section E: ~~APPEAL TO BOARD OF DIRECTORS~~

~~Should the decision, method of settlement or penalty be unsatisfactory to the respondent, appeal may be taken by notification of said appeal, in writing, to the President or Secretary within fourteen (14) days. The appeal shall be heard by the Board of Directors of this Association. Notification of the appeal shall cause a stay in the execution of the decision of the Ethics Committee pending final adjudication by the Board of Directors. Review shall be on the basis of the record made before the Ethics Committee and no new evidence shall be taken as part of the review. The Board may affirm, reverse or modify the Committee's decision.~~

Section F: ~~APPEAL TO THE AMERICAN PODIATRIC MEDICAL ASSOCIATION.~~

~~A respondent who is dissatisfied with the results of the processing of a grievance against him may appeal to the American Podiatric Medical Association in accordance with its Rules and By-Laws. All such appeals shall be governed by the applicable rules of the American Podiatric Medical Association. An appeal to the American Podiatric Medical Association shall not stay execution of the decision by the Board of Directors, except as to expulsion or suspension.~~

Section III: REFERRALS TO THE BOARD OF MEDICINE

~~Complaints of unethical conduct may, without prior processing by the Ethics Committee, be referred by the President of the Association directly to the Virginia State Board of Medicine pursuant to CODE OF VIRGINIA, 1950, §54-2908E. Referrals under this section shall be made at such time as the Board of Directors of the Association votes by a majority vote that the Podiatry Association lacks the ability to investigate or process the grievance or complaint or in the event that it is determined by a majority of the Board of Directors that the matter is an emergency requiring immediate action by the Board of Medicine. In the event of an emergency, the President is authorized to poll the Board of Directors by telephone. The Members of the Ethics Committee shall render such advice as is necessary to the President of the Association and the Board of Directors in matters to be potentially referred pursuant to this Section.~~

Section IV: CONFORMITY WITH OTHER LAWS

~~Nothing in this Code of Ethics shall be construed to prohibit otherwise lawful economic relationships or conduct, be interpreted so as to set fees or limit otherwise lawful conduct in any way, or, in any way to stifle innovation. The principles of professional conduct for the Members of this Association shall be governed by the Constitution, laws and regulations of the United States, the statutory requirements of the Code of Virginia, the~~

~~regulations of the Virginia Board of Medicine, the Code of Ethics of the American Podiatric Medical Association and this Code of Ethics. In the event of conflict between them, they shall govern in the order stated.~~

~~Section V: COMPLIANCE WITH CODE OF VIRGINIA, 1950, §54-2908A~~

~~Upon the conclusion of any disciplinary proceedings, in the event that the respondent is found to have committed unprofessional conduct in accordance with the above procedures, the President of the Association, in accordance with CODE OF VIRGINIA, 1950, §54-2908A, shall report any action(s) so taken to the Virginia State Board of Medicine.~~

Adopted: 06/23/12