

# BYLAWS OF THE FEDERAL SERVICES PODIATRIC MEDICAL ASSOCIATION

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## **CHAPTER I – ORGANIZATION**

### **Section 1. NAME**

The name of this organization shall be Federal Services Podiatric Medical Association, hereinafter referred to as the “Association.”

### **Section 2. INCORPORATION**

The Association is a non-profit corporation, (501-C6) under the U.S. Internal Revenue Service.

### **Section 3. REGISTERED OFFICE AND REGISTERED AGENT**

The office of the Association is Federally registered and may also be located in a State at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

### **Section 4. OTHER OFFICES**

The Association may have offices at such place or places as the Board of Directors may from time to time determine.

## **CHAPTER II – MEMBERSHIP**

### **Section 1. APPLICATION**

Applications for membership must be submitted to the APMA membership office. Upon approval of the application by the American Podiatric Medical Association (APMA), it will be forwarded to the Association for processing.

### **Section 2. CLASSIFICATION**

The members of this Association shall be classified as follows:

- A. Active Members
- B. Senior Members
- C. Life Members
- D. Resident Postgraduate Members
- E. Young Physician Members
- F. Permanently Disabled Members
- G. Non-Participating Members
- H. Honorary Members

### **Section 3. QUALIFICATION**

Subject to the following, all members of the Association must be members in good standing of APMA. They must also meet the criteria for membership in the Association as established by APMA. Dues shall be set and established by Chapter VI of these Bylaws.

A. Active Member: A podiatrist licensed to practice in any one of the states, territories, or dependencies of the United States, and who is on active duty with the United States Armed Forces, Indian Health Service (Tribal and Government) or is a United States government employed podiatrist, i.e., Veterans Administration, Public Health Service, Indian Health Service, Civil Service, etc., employed a minimum of twenty (20) hours per week (0.5FTEE), may become an active member of the association and will not be permitted to accept or hold membership in any other Component Society of APMA whose delegate (s) represent said member in the House of Delegates of APMA.

B. Senior Member: A member in good standing may apply for classification as a Senior Member if the member:

1. is a member who has reached retirement age as identified by the Social Security Administration; or
2. has been forced into curtailment because of illness; and a member who is actively engaged in practice for no more than 20 hours per week; or

C. and is a member who has been in good standing for 15 consecutive years. Life Member: A member in good standing may apply for classification as a Life Member if the member:

1. is a member who has reached retirement age as identified by the Social Security Administration, or
2. has completely retired and remains retired from the practice of podiatric medicine and has been a member in good standing for 25 consecutive years, or
3. is a member who has been in good standing with APMA for a minimum of 20 years

D. Resident Postgraduate Members: A DPM who is employed as a resident or fellow in a federally or tribal organization program granted candidate status by the Residency Review Committee or approved by the Council on Podiatric Medical Education, hereinafter referred to as the "Council" or "CPME," or who is a full-time postgraduate student, may be classified as a Resident Postgraduate Member, provided said member is in good standing of the "Association". The Postgraduate member is not eligible to vote.

E. Young Physician Members: A DPM who has completed their residency training requirements and/or fellowship training requirements (if applicable), and is in active practice following the aforesaid training as defined by APMA, is considered an Association Young Physician and eligible for a 50% reduction in the component dues as an Association member.

F. Permanently Disabled Member: A member who:

- a. is in good standing and
- b. is considered fully (100%) and permanently disabled,
- c. is a member of a component society or association where available, and for whom the payment of dues may constitute a hardship, may be classified as a permanently disabled member. "Permanently disabled" shall be defined as representing a total disability that continuously and permanently prevents the member from carrying out substantial and material professional duties as a clinical podiatrist; such member must be under the regular care of another physician and may not derive any income or profit from any activity as a podiatrist.

G. Non-Practicing Member: A DPM who

- a. is a member of a component society or association where available (in which the DPM resides), and
- b. has not been engaged in active practice or in the dispensing of podiatric medical services for a minimum of one year, and,
- c. Has a valid and unrestricted license to practice podiatry

H. Honorary Members: An individual recommended by the Board who has made outstanding contributions to the advancement of the art and science of Podiatry, or who has performed a distinguished service to the Association, and who has been elected by a two-thirds (2/3) vote of the members present and voting at the annual meeting of the association shall be classified as an Honorary Member.

#### Section 4. PRIVILEGES

A. Active Member: An active member in good standing shall be eligible for admission to any scientific session and such other services as are provided by the Association. The Member shall also be eligible to vote at all regular and special Association meetings and shall be eligible for election or appointment to any office, committee, council, board, or other position in the Association, except as otherwise provided.

B. Senior and Life Members: Senior and life members shall be entitled to all the privileges of an active member except for not being able to hold a total of more than two (2) Board of Directors positions collectively.

C. Resident & Postgraduate Members: A postgraduate member shall be entitled to all the privileges of an active member with the exception that he/she shall not be eligible to vote.

D. Young Physician Members: A young physician member, following completion of all residency and/or fellowship training requirements, shall be entitled to all the privileges of an active member.

E. Permanently Disabled Members: A permanently disabled member shall be entitled to all the privileges of an active member.

F. Honorary Members: An honorary member shall be eligible for admission to any scientific session or other series as are provided by this Association with the exception that he/she shall not be eligible to vote.

#### Section 5. TRANSFER OF MEMBERSHIP

A. A member moving his/her practice from the jurisdiction of one society to another shall transfer his/her membership by requesting his/her original society to notify the latter society of his/her good standing and intent to transfer. The society receiving such a transfer shall consider it in the same manner as any application for membership within 60 days.

B. Nothing in this section shall affect the membership status of members of local component societies prior to the date of adoption of these Bylaws.

C. An active member, resigning, retiring, or otherwise terminating his/her Active Duty in the U.S. Armed Forces or from full-time Federal employment, may transfer his/her membership to another component society by requesting such transfer through the APMA within 60 days.

#### Section 6. SUSPENSIONS AND EXPULSIONS

A. Members who fail to pay their dues in accordance with Chapter VII of the Bylaws and are considered delinquent will be removed from the Association upon notification by APMA.

B. Any member who has performed any such action contrary to the APMA Code of Conduct and Ethics.

C. Should any member suspended for non-payment of dues apply for re-instatement, his/her application must be accompanied with payment of any and all of the amount(s) due prior to suspension plus the amount of dues for the next fiscal year.

#### Section 7. RIGHT TO HEARING AND APPEAL

A. Any member of this Association expelled under Chapter II Section 6 of the Bylaws shall be provided the right of a hearing and appeal.

B. Requests for a hearing must be made in writing to the Executive Director within thirty (30) days of receipt of notification from the Executive Director that said member has been expelled.

C. The President shall appoint a Board of Inquiry within business fifteen (15) business days of receipt of request for hearing by any member. The Boards of Inquiry shall consist of no less than three (3) and no more than five (5) members, one member of which will be a member of the Board of Directors.

D. Whenever a Board of Inquiry is appointed to consider charges against a member, he/she shall receive a written copy of the charges together with a notice of the time and place of the hearing; such notice to be sent by registered mail to the individual's last known address and mailed not less than thirty (30) days prior to the date of the hearing. At any hearing the respondent shall have the right to access any evidence to be considered against him/her and further shall have the right for counsel to appear on his/her behalf.

E. Any conclusion or decision of the Board of Inquiry reached pursuant to a hearing held under this Section shall be reduced to writing and shall contain a copy of the charges, a statement of the facts, conclusions or decisions reached and the recommended penalty, if any. Copies of any conclusions or decisions of a Board of Inquiry shall be promptly furnished to all individuals concerned as well as to the Associations Executive Director. [need timeline]

F. All conclusions, decisions and reports of the Board of Inquiry shall be reviewed and considered by the Board. The Board may accept, reject or modify the findings of the Board of Inquiry. The findings of expulsion shall not be upheld nor imposed upon a member unless approved by a two thirds (2/3) majority vote of the members present and voting, at a regular meeting of the Association. Any action of the members shall be final and conclusive. [need timeline]

#### Section 8. CODE OF PROFESSIONAL CONDUCT

The principals of professional conduct of the members shall be governed by the Code of Ethics of the Association which shall be the APMA Code of Conduct and Ethics.

### **CHAPTER III – BOARD OF DIRECTORS**

#### Section 1. COMPENSATION

A. The Board of Directors shall be comprised of the Officers of the Association consisting of a President, a Vice President, Secretary and Treasurer and up to four Members-At-Large. An Executive Director may or may not have to be a member of the organization and serves at will to President and the majority of the Board of Directors.

B. The Board may include a liaison member from the American Podiatric Medical Students' Association (APMSA) as well as from the APMA. A liaison member shall not have voting privileges on the Board of Directors.

C. The number of directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

## Section 2. QUALIFICATION

All members must be Active, Associate, Life, Participating, Senior or Faculty Members in good standing. Loss of privileges while in office forfeits membership to the Board and the Board of Directors shall fill such vacancy as "acting" for the remaining tenure of the position as hereinafter provided.

## Section 3. TERM OF OFFICE

Members-At-Large and liaison members of the Board shall serve a two-year term. The term for the President, Vice President, Secretary and Treasurer shall be in accordance with their respective terms as Officers of the corporation in conformity with Chapter IV of the Bylaws.

## Section 4. NOMINATIONS AND ELECTIONS

Nominations and elections of officers and members-at-large of the Board of Directors shall start 30 days prior to, and ending at, the annual meeting of the Association. Whenever more than one member is in nomination for the same office, the votes shall be received and counted by two members, who are not candidates, and who are appointed as tellers by the President. The members having a majority of the votes shall be declared duly elected; should there be more than two candidates for the same office, and no one having a majority, the two candidates receiving the most votes shall have a runoff election whereupon the member having a majority of the votes shall be declared duly elected.

## Section 5. POWERS AND DUTIES

It shall be the duty of the Board of Directors to supervise the interest of the Association; to address all cases of emergency as declared by the President of the Association arising during the intervals between regular meetings of the Association. The Board of Directors shall approve or disapprove all applications for membership and shall make a report of their proceedings at the regular meetings of the Association to incur any reasonable expense relating to the business of the Association and perform such other duties as may be delegated to them by a vote of the Association.

## Section 6. QUORUM

The President (or Vice President in the absence of the President) and at least 2 additional Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. For the purposes of a quorum, attendance may either be in person or via any electronic medium whereby an active participant may engage in the meeting.

## CHAPTER IV – GENERAL OFFICERS

### Section 1. NUMBER AND TITLE

The general officers of this Association shall be a President, Vice President, Secretary, and Treasurer and Executive Director.

### Section 2. ELIGIBILITY

Only Active, Senior or Life Members in good standing shall be eligible to serve as general officers.

### Section 3. NOMINATIONS AND ELECTIONS

Nominations and elections of officers shall be made at the annual meeting of the Association. Whenever more than one member is in nomination for the same office the votes shall be received and counted by two members who are not candidates, and who are appointed as tellers by the President. The members having a majority of the votes shall be declared duly elected; should there be more than two candidates for the same office, and no one having a majority, the two candidates receiving the most votes shall be balloted upon and the highest voted individual resulting from the runoff election shall be declared elected.

### Section 4. TENURE

A. President, Vice-President, Secretary and Treasurer: The President, Vice-President, Secretary and Treasurer shall serve a maximum of two terms each of which would be for term of two years.

B. Executive Director: The Executive Director serves at the will of the President and the majority of the Board of Directors with no specific tenure of service.

Nothing in this section shall prohibit the election of a general officer to succeed themselves provided said election is in conformity with these Bylaws and the officers involved give their approval.

### Section 5. INSTALLATION

The officers shall be installed at the conclusion of the Annual Meeting.

### Section 6. RESIGNATION AND VACANCIES

A. Should any officer for any reason, fail to serve after being duly elected, he/she shall be replaced by the Board of Directors.

B. Members wishing to resign or transfer to a different component society of APMA must present their resignation or transfer request to APMA with appropriate action to be taken by the Association upon notification by the APMA.

### Section 7. DUTIES

A. President: It shall be the duty of the President:

1. to preside over all meetings, decide all points of order, subject to appeal to the Board of Directors;
2. to cast the deciding vote in case of a tie;



3. to generally superintend the affairs of the Association;
  4. to sign all documents requiring his/her signature;
  5. to preside as Chairman of the Board of Directors;
  6. to serve as a member of the House of Delegates (as FSPMA Delegate or Alternate);
  7. to fill all vacancies not otherwise provided for by the Bylaws;
  8. to carry out and/or supervise such functions relating to the management or properties and affairs of the Corporation as may be delegated to his/her by the Board; and
  9. to perform such other duties as may be provided for in the Bylaws or as custom or parliamentary usage may require.
- B. Vice-President; It shall be the duty of the Vice-President;
1. to assist the President;
  2. to serve as a member of the Board of Directors;
  3. to serve as a member of the House of Delegates (as FSPMA Delegate or Alternate);
  4. to perform the duties of the President in the event of the death, resignation removal, suspension of or other absence of the President.
- C. Treasurer: It shall be the duty of the Treasurer;
1. to keep a correct and legible record of all transactions in the following books:
    - i. A correspondence file as needed; and
    - ii. A ledger, keeping a financial account of the Association, which shall be balanced annually, being correct with the collections; expenditures and bank account balance or balances;
  2. to provide at the close of the term of his/her office, or when the Association may direct, to his/her successor or to the members as may be appointed, all books, papers, money and other property in his/her possession belonging to the Association;
  3. To serve as a member of the Board of Directors
  4. to provide and make available all financial records of the Association to the Finance Committee, upon request, for examination and auditing;
  5. to receive the approval of the majority of the officers of the Board of Directors for any expenditure of the Associations funds that are in excess of three thousand (\$3,000) dollars;
  6. to perform such other duties as the Board or House may direct.
- D. Secretary; It shall be the duty of the Secretary;
1. to keep a minutes file for correct record of all Association meetings.
  2. to marshal all voting proceedings at the Annual meeting of members.
  3. to serve as sergeant at arms during all Association meetings.
  4. to act as coordinator of the regular and special committees of the Association;
  5. to assist the President and Vice President;
  6. to serve as a member of the board of directors.
- E. Executive Director: It shall be the duty of the Executive Director to:
- a. to insure, along with the Treasurer that all tax filings are done on a timely basis.

- b. to keep a correct and legible record of all transactions in the following books and correspondence file as needed; and
- c. A ledger, keeping a financial account of the Association, which shall be balanced annually, being correct with the collections; expenditures and bank account balance or balances;
- d. to provide when requested as the Association may direct, to his/her successor or to the members as may be appointed, all books, papers, money and other property in his/her possession belonging to the Association;
- e. to provide and make available all financial records of the Association to the Finance Committee, upon request, for examination and auditing;
- f. to receive the approval of the majority of the officers of the Board of Directors for any expenditure of the Associations funds that are in excess of three thousand (\$3,000) dollars;
- g. to perform such other duties as the Board may direct.

## **CHAPTER V – ELECTIONS**

### **Section 1. VOTING**

All elective positions as enumerated in the Bylaws shall be elected by the general membership, except as otherwise provided in the Bylaws. Voting shall be by closed ballot, except when there is but one candidate for an office, such candidate shall be declared elected by acclamation. In the case of an election for a single office, a majority of ballots cast shall elect. When more than one office is to be filled by the same election, or ballot, the candidates receiving the largest number of votes shall be considered elected to the office to be filled by such election. Delegate(s) and Alternate(s) to the American Podiatric Medical Association House of Delegates will be elected by the Board of Directors. However, the President and Vice President shall be Delegates unless they choose to defer to another board member. Voting may be performed electronically.

### **Section 2. QUORUM**

One voting member present either in person or virtually on an electronic meeting platform, in addition to at least two (2) officers of the Association, shall constitute a quorum for any transaction of business at all meetings. For the purposes of a quorum, attendance may either be in person or via any electronic medium whereby an active participant may engage in the meeting

## **CHAPTER VI – FINANCES**

### **Section 1. ANNUAL DUES**

The annual dues for the fiscal year shall be fixed and announced by the Board at the annual meeting of the Association. The dues are to consist of the dues of this Association and the per capita dues to . The annual dues will be collected by the APMA Membership and electronically disbursed to the Association membership and in accordance with the APMA dues collection policies and deadlines.

## Section 2. EXCUSE FROM PAYMENT

The Board may authorize the Executive Director and or/ the Treasurer to excuse from payment of dues any member from whom the payment of dues would constitute a hardship by reason of physical disability; illness or other reasons provided the reasons are investigated fully by the Board on a case-by-case basis. The Executive Director and/or Treasurer will immediately notify the American Podiatric Medical Association Executive Director of any action taken under this section.

## Section 3. DELIQUENCY

A member is delinquent if APMA determines that the dues have not been paid according to APMA billing and collection practices. If dues of a delinquent member are not paid within the prescribed time after due notice, he/she shall forfeit his/her membership in the Association and all the privileges pertaining thereto.

## Section 4. FISCAL YEAR

The fiscal year of this Association shall begin on June 1 of each calendar year and end on May 31 of the next calendar year and shall be automatically changed to be consistent with the APMA billing cycle.

## Section 5. DEPOSITORY

The monies of the Association shall be deposited in the name of the Association in such bank or banks or trust company or trust companies as the Board of Directors shall designate and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as approved by of the Board of Directors.

## **CHAPTER VII – FINANCE COMMITTEE**

The finance committee shall consist of two (2) members of the Board appointed annually by the President. They shall, along with the President, examine, and audit all books, papers, accounts, etc., of the Association, and report to the members at the annual meeting. The accounts and books of the Executive Director and Treasurer will be open for examination at all times.

## **CHAPTER VIII – EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the President, Vice President, Secretary, Executive Director and Treasurer. The Executive committee shall meet or communicate at any time when requested by the President. They also shall have the privilege to examine, and audit all books, papers, accounts, etc., of the Association, and report to the members at the annual meeting. The accounts and books of the Executive Director and Treasurer will be open for examination at all times.

## **CHAPTER IX – MEETINGS**

### **Section 1. BOARD OF DIRECTORS**

Meetings of the Board of Directors may be conducted by mail or by virtual meetings which may be via Internet, teleconference or any other electronic communication mode as may be or become available. The Executive Director will furnish each member with an agenda of the business of the meeting and will record each board member vote and expressed opinions.

### **Section 2. ANNUAL MEETINGS**

The annual meeting of the association shall be held in conjunction with the APMA scientific meeting where members of this association are likely to assemble as determined by the Executive Committee.

### **Section 3. SPECIAL MEETINGS**

Special meetings may be called by the President of the Association when he/she may deem it necessary. Special meetings may also be called by the written request of three (3) or more Board of Directors. The request must be sent to the President through the Secretary or Treasurer and the request approved by a majority of the Board. The Secretary, ~~or~~ Executive Director or Treasurer will notify each member in either in writing or electronically of all regular and special meetings at least fifteen (15) days prior to the scheduled date of the meeting. Notification of meetings will include the date, time, place and purpose of said meeting. Special meetings may be virtual (as described above) when the President deems necessary. Virtual meetings may be via Internet, teleconference or any other electronic mode as may be or become available. These meetings will generally present a single or limited agenda. Voting via electronic or virtual technology will involve accountable methods such as mail ballot, email ballot, roll call ballot or other accountable methods as designated, and approved by the Board of Directors. The Secretary will be responsible for collective, tallying and sorting ballots and they must be retained for at least one (1) year.

### **Section 4. ORDER OF BUSINESS OF ANNUAL MEETINGS**

The order of business for the annual meeting shall be as follows:

1. Meeting called to order by the President
2. Adoption of the Minutes of previous session
3. Report of the President
4. Report of the Executive Director
5. Report of the Treasurer
6. Report of the Vice President
7. Reports of the Board of Directors and Special Committees
8. Report of the APMA Liaison
9. Old business
10. New business
11. Election of committee members
12. Election of officers
13. Adjournment

## **Section 5. ORDER OF BUSINESS OF BOARD OF DIRECTORS AND SPECIAL MEETINGS**

The order of business of the Board of Directors and for Special Meetings shall be as follows:

1. Meeting called to order by the President or designee
2. Roll call
3. Reading of the call for the meeting
4. Acting on the call
5. Adjournment

## **CHAPTER X – INDEMNIFICATION OF OFFICERS AND OFFICIAL REPRESENTATIVES**

The Association shall indemnify and hold harmless each elected officer and representative now or hereafter serving the Association, from and against any and all claims and liabilities to which he/she may be or become subject to by reason of his/her now and hereafter being or having heretofore been an officer or representative of this Association and/or by reason of his/her alleged acts or omissions as an officer or representative as aforesaid, and shall reimburse each officer or representative of the Association for all legal and other expenses reasonably incurred by him/her in connection with the defense against such claims and liabilities, provided, however, that no officer or representative shall be indemnified against nor be reimbursed for any expenses incurred in defending against any claim or liability arising out of his/her own negligence or willful misconduct. The foregoing rights of officers and representatives of this Association shall not be exclusive of other rights to which they may lawfully entitled.

## **CHAPTER XI – AMENDMENTS**

All motions to amend or report the Bylaws of this Association shall be made in writing or electronically to the Board who shall report on all proposed amendments at the annual meeting. Motions to amend or repeal portions of the constitution and Bylaws may be made at the annual meeting and if adopted should be implemented immediately if possible. The Bylaws may be amended by two-thirds (2/3) vote of all members participating and present, either electronically for the Special Meeting as per Chapter IX Section 3 or in person at the Annual Meeting of the Association

## **CHAPTER XII – DISSOLUTION**

Dissolution of the Association shall not take place as long as two thirds (2/3) of the Association members in good standing are opposed to it. In case of a total dissolution of this Association, all assets shall be disposed of under the direction of the Board and in accordance with The Internal Revenue Code of the United States (FSPMA is a 501-C6), and other applicable statutes. A vote for action under this Section may be conducted electronically when so directed by the Board.

## **CHAPTER XIII – PARLIAMENTARY AUTHORITY**

The deliberations of the Association, Board and Committees shall be governed by the parliamentary rules and usages contained in the current edition of “Roberts Rules of Order, Newly Revised,” when not in conflict with the Bylaws of the Association.

## **CHAPTER XIV – DIVERSITY, EQUITY, AND INCLUSION (“DEI”)**

The organization at all times:

- A. Respects the diversity of all participants regardless of gender, gender identity and expressions, age, sexual orientation, disability, physical appearance, race, ethnicity, religion (or lack thereof).
- B. Treats all participants with kindness and consideration, respecting the views and opinions of others (including those with whom you may not share) and critiquing ideas rather than individuals.
- C. Refrain from demeaning, discriminating, bullying or otherwise harassing behaviors and speech directed toward other participants. Physical and/or verbal abuse of any participants will not be tolerated.
- D. Comply with all rules and policies of the meeting/event venue.
- E. Avoid use of sexual or discriminatory images and/or references in presentations, public spaces or online.
- F. Maintain appropriate decorum by not being disruptive during meetings and other HOD-related events.

## **CHAPTER XV – LOGO**



## **CHAPTER XVI - ADOPTION**

These Bylaws shall become effective immediately upon adoption and shall supersede any and all prior Bylaws governing this, the Federal Services Podiatric Medical Association. The Bylaws shall be reviewed by the Board of Directors and the Executive Director at least once every three (3) years.

Adopted by Association's Board of Directors on July 15, 2023.

*Christopher Japour, DPM*  

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Christopher Japour, DPM