

BYLAWS OF THE ILLINOIS PODIATRIC MEDICAL ASSOCIATION

ARTICLE I Name and Purposes

The governance documents of the IPMA are the Bylaws, Administrative Procedures and Code of Ethics.

Section 1. Name

The name of this corporation shall be the **ILLINOIS PODIATRIC MEDICAL ASSOCIATION** (hereinafter the "Association"), an Illinois not-for-profit **501(c)6** corporation.

Section 2. Purposes

The purposes of the Association shall be to act as the state society of Doctors of Podiatric Medicine in the State of Illinois and serve as a component of the American Podiatric Medical Association ("APMA").

Mission Statement

The people of Illinois Podiatric Medical Association are committed to:

- a. Promoting quality podiatric medical and surgical practice and ethics.
- b. Enhancing public awareness and promoting quality foot and ankle health for the people of Illinois.
- c. Ensuring the future development of the profession of podiatric medicine and surgery.
- d. Advocate for our members by promoting and advancing the specialty of podiatric medicine and surgery.

ARTICLE II Offices

The Association shall be registered in the State of Illinois as a nonprofit organization, and shall maintain such offices, if any as the Board of Directors deems appropriate. The Association shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with that registered office, and may have such other offices, if any, in or out of the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE III Members

Section 1. Membership

Membership may be granted to any individual who: (i) is a Qualified Podiatrist (as defined below), or is otherwise eligible for membership; (ii) is a member in good standing of the APMA; (iii) meets the criteria set forth below for each category of membership in the Association, or the criteria set forth in the Bylaws of the APMA for each category of membership most closely resembling the categories set forth below; (iv) shares interest in and supports the purposes of the Association; (v) abides by these Bylaws, the principles of ethics of the Association and such other policies, rules and regulations as the Association may adopt; and (vi) meets such additional criteria for each category of membership in the Association as the Board of Directors may from time to time establish. Approval for membership shall be determined by the Board of Directors or a subcommittee consisting of the President, President-Elect, Secretary and Treasurer. Any otherwise qualified applicant who has had their license suspended or revoked may petition the Board of Directors for membership.

"Qualified Podiatrist" is defined as follows: a podiatrist who (i) has graduated from a college, school or program of podiatric medicine accredited by the Council on Podiatric Medical Education; (ii) is licensed to practice in Illinois if licensure is required to perform their work description; and (iii) either practices or works in Illinois at the time of application for or is a staff member of a college of podiatric medicine accredited by the Council on Podiatric Medical Education located in Illinois.

- a. Active Members.** Active membership may be granted to any Qualified Podiatrist who has been in active practice for five (5) or more years.

- b. Associate Members.** Associate membership may be granted to any Qualified Podiatrist who has been in active practice for less than five (5) years.
- c. Senior Members.** A member in good standing (other than an Honorary Member) of the Association may apply for classification as a Senior Member if said member is a member who has reached minimum retirement age as determined by the Social Security Administration, a member who is actively engaged in practice for no more than 20 hours per week; and a member of any APMA component who has been in good standing for 20 consecutive years or for an aggregate of 25 years.
- d. Life Members.** A member in good standing of the Association may apply for classification as a Life Member if said member is:
- 1) A member who has completely retired and remains retired from the practice of podiatric medicine, has attained the minimum retirement age as provided by the Social Security Administration, and has been an APMA member in good standing for 20 consecutive years or for an aggregate of 30 years; or
 - 2) An APMA member who has completely retired and remains retired from the practice of podiatric medicine and is not deriving any income or profit from any activity related to providing foot and ankle care and services and has been in good standing for 25 consecutive years; or
 - 3) An APMA member who has been in good standing for a minimum of 50 years in the aggregate.
- e. Faculty Members.** Faculty membership may be granted to: (i) any Qualified Podiatrist who serves as the Dean, the Vice Dean and Assistant Deans of the Dr. William Scholl College of Podiatric Medicine at Rosalind Franklin University of Medicine and Science ("Scholl College"); and (ii) any Qualified Podiatrist who is a full-time member of the faculty of Scholl College for the purpose of reduced national dues. Membership in this category is conditioned upon such individual's continued standing as Dean, Vice Dean, Assistant Dean or full-time faculty member of Scholl College as determined in accordance with the rules and regulations of Scholl College and within the guidelines established by APMA for this category. Faculty

Member status must be applied for annually however, Faculty members shall pay full IPMA component dues.

f. Postgraduate Members/Resident Members. Postgraduate membership may be granted to any individual who holds the degree of Doctor of Podiatric Medicine and who:

- 1) Currently serves as resident in a residency program approved by the Council on Podiatric Medical Education approved by the Board of Directors, or
- 2) A DPM who, during the first year following graduation, has not entered into practice or employment in services related to podiatric medicine nor been admitted to a residency program, or
- 3) A DPM who has completed a residency, fellowship, or postgraduate program, and who has not entered practice or engaged in any employment in podiatric medicine and services, may continue to be classified as a Postgraduate Member for a maximum period of one year or until said member enters podiatric practice or employment, whichever occurs first.

g. Permanently Disabled Members. Permanently disabled membership status may be granted to a member in good standing who is permanently disabled. "Permanently disabled" shall mean total disability that continuously prevents the member from carrying out substantial and material professional duties and such member must be under the regular care of another physician and may not derive any income or profit from any activity related to providing foot and ankle care and services.

h. Non-Practicing Members. Non-practicing membership may be granted to any podiatrist in good standing who would otherwise meet the definition of Qualified Podiatrist but for the fact that such individual has not been engaged in practice or in the dispensing of podiatric medical services for a minimum of one year.

- 1) Persons who are not directly engaged in the practice of podiatric medicine, but derive income due to their medical knowledge, education, or licensure and/or are gainfully employed in a field associated with the dispensing of podiatric medical services, may not be considered non-practicing for the purpose of this category. This includes but not limited to practice consultant, practice management, product consultation or sales, medical or insurance review services, lecturing, or any employment which is

obtained as a result of podiatric medical education, experience, knowledge or licensure.

- 2) Upon reentry into the practice of podiatric medicine or obtaining gainful employment in a field associated with the dispensing of foot and ankle services, or upon entering into financial interests in a business associated with the dispensing of foot and ankle services, eligibility for "Non-practicing" membership shall terminate, and such member shall be reassigned to the appropriate category of membership.

- i. **Honorary Members.** Honorary membership may be granted to any individual who: (i) does not hold a Doctor of Podiatric Medicine degree; (ii) has been recommended by the Board of Directors of the Association for honorary membership; (iii) has made outstanding contribution to the advancement of the art and science of podiatry medicine or has performed a distinguished service to the profession and (iv) has been elected by the voting members at the annual meeting of members.

Section 2. Change in status

Life, Senior and Non-practicing membership categories are based on practice circumstances. Thus, whenever a member no longer meets the qualifying criteria for a particular category, the member will be reassigned to the appropriate membership category and required to pay applicable dues.

Section 3. Application and Election

All new applicants shall complete the APMA application form and submit the application, to the Association or the APMA. After review by the APMA, the application will be sent to the administrative office of the Association for verification. The Board of Directors, or its designee, shall review the application of all applicants and determine, based on the criteria set forth in these Bylaws and such other guidelines as the Board of Directors may prescribe, whether individual applicants meet the qualifications necessary for membership in the Association.

Section 4. Special Status

- a. Special status dues may be granted to any member in good standing who requests such status based on financial hardship from income derived from the practice of podiatric medicine or services related to podiatric care for a period of one year. This includes but not limited to practice

consultant, practice management, product consultant or sales, medical or insurance review services, lecturing, or any employment this is determined as a result of podiatric medical education and licensure. Special Status may be approved by the Board of Directors or a sub-committee consisting of President, President-Elect, Secretary and Treasurer only after a review of requested financial information including but not limited to the previous year's tax return conducted by the Treasurer. Special status must be applied for annually. Temporarily disabled members shall be referred to as Special Status. Hardship shall be considered for reasons of physical disability, illness, part-time employment, or other reasons, provided the reasons are confirmed by the Board of Directors or the above referenced sub-committee. Status must be applied for annually. The reduction in annual dues if any, shall be determined by the Board of Directors.

- b. Recruitment Campaign: Any DPM recruited as part of an approved membership recruitment campaign shall be considered for reduced dues prorated and limited to the period of time covered in such campaign.

Section 5. Rights and Duties

All members in good standing (sometimes referred to herein as "Voting Members") shall be entitled to vote, hold office, chair and serve on committees, and attend the membership meetings, educational meetings and social functions of the Association unless otherwise prohibited by these Bylaws. Each Voting Member shall have one (1) vote on matters submitted to a vote of the membership.

Honorary Members may serve on committees, attend the membership meetings, educational meetings, and social functions of the Association, but shall not be entitled to vote, hold office or serve as committee chairpersons.

Section 6. Resignation

Members may resign from the Association at any time by giving written notice to the Secretary; provided, however, such resignation shall not relieve the resigning member of the obligation to pay any dues or other charges previously incurred that remain unpaid. Any application for reinstatement of membership in the Association by a former member shall be denied until such time as said member has paid any and all outstanding charges in full.

Section 7. Discipline of Members

Grounds for Discipline. A member may be disciplined based on conduct contrary to or in violation of the APMA or IPMA Code of Ethics or for any of the following reasons:

- 1) Failure to comply with or conduct in conflict with these Bylaws, or any other policies, rules or regulations of the Association and/or the American Podiatric Medical Association;
 - 2) Failure to comply with the Code of Ethics of the Association or the Code of Ethics of the American Podiatric Medical Association;
 - 3) Failure to comply with or conduct in violation of the licensing actor regulations of any state in which the member is or was licensed to practice as a doctor of podiatric medicine;
 - 4) Conviction of a felony, or a crime related to, or arising out of, the practice of podiatric medicine;
 - 5) Unauthorized use of the Association's name, logo, or other symbols on stationery, publications, symposia advertisements, printed or electronic material or in any other manner; and
 - 6) Immoral, corrupt, dishonorable, unethical, or unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of the Association.
- a. **Procedures.** Discipline, which shall include, but not be limited to, censure, suspension, and expulsion, shall be by a two-thirds vote of the Board of Directors; provided such vote represents no less than a majority of the full Board of Directors; and further provided that a statement of the charges shall have been mailed by certified or overnight mail to the last recorded address of the member at least thirty (30) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present a defense to such charges before any action is taken by the Board of Directors. Any member recommended for expulsion may appeal to APMA in accordance with the APMA Administrative Procedures.

Section 8. Termination

The membership of any member who is in default of payment of dues or assessments for more than 60 days, or otherwise becomes ineligible for membership, shall be terminated, unless such termination is delayed by the Board of Directors.

ARTICLE IV Membership Meetings

Section 1. Annual Meeting

An annual meeting of the Voting Members of the Association for conducting an election of officers and directors and transacting such other business as may come before the membership shall be held at such time and place as determined by the Board of Directors. The annual meeting may use Standing Rules of order as recommended by the Bylaws Committee, approved by the Board of Directors and adopted by the voting membership. Whenever the standing rules do not address a situation, or the Standing Rules are not clear, the default will first be the Association Bylaws and if unresolved, or not addressed, then by the current edition of the Roberts Rules of Order. The President shall appoint a Parliamentarian and a Sergeant at Arms.

Section 2. Special Meetings

Special meetings of the Voting Members of the Association may be called at the request of the President or a majority of the members of the Board of Directors, or at the written request of ten percent (10%) of the Voting Members of the Association. The time and place for holding special meetings shall be determined by the Board of Directors including electronic or virtual meetings.

Section 3. Notice

Notice of any annual or special meeting of the Voting Members shall state the time, date, place and purpose of the meeting, and shall be delivered not less than sixty (60) days for the annual meeting and not less than fourteen (14) days for a special meeting, prior to the date of such meeting, unless otherwise required by applicable law. Notice may be delivered electronically.

Section 4. Quorum

Ten percent (10%) of the Voting Members of the Association shall constitute a quorum for the transaction of business. If less than a quorum is present, a majority of the Voting Members present may adjourn the

meeting to another time without further notice or a mail or electronic vote may be called by the Board of Directors.

Section 5. Manner of Acting

The act of a majority of the Voting Members present at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. Electronic means of voting can be implemented once vetted, tested, and approved by the Board.

Section 6. Mail or Electronic Vote

Voting by mail transmitted by the postal service or electronically shall be permitted in lieu of a vote at a duly called meeting for any item of business, including but not limited to the election of officers and directors. A mail or electronic vote may be called (i) by the Board of Directors; or (ii) upon written request to the Secretary of at least two-thirds (2/3) of the entire voting membership. However, a mail or electronic vote for the election of officers and directors automatically shall be conducted in the event that the election cannot occur at the Association's annual meeting of Voting Members because there is less than a quorum present at the meeting or in the event of an extenuating circumstance preventing the annual meeting. The act of a plurality of ten percent (10%) or more Voting Members returning ballots by a date certain shall be required for the election of officers and directors. For matters other than the election of officers and directors, the act of a majority or more of all Voting Members by a date certain shall be an act of the members, unless the action of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

ARTICLE V Dues and Assessments

The initial and annual dues for all members of the Association, and the time for paying such dues and other assessments, if any, shall be determined from time to time by the Board of Directors and may be based on membership categories. Under special circumstances, the Board of Directors may waive the annual dues or a percentage of and/or assessments for any member.

ARTICLE VI

Board of Directors

Section 1. Authority and Responsibility

The affairs of the Association shall be managed by the Board of Directors, which shall have supervision, control and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes and shall have discretion in the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary. Any member of the Board of Directors who has a potential conflict of interest regarding any Association matter shall immediately notify the Board of Directors of said potential conflict of interest. All members shall adhere to the IPMA Conflict of Interest Policy and Code of Ethics.

Section 2. Composition

- a. The Board of Directors shall be composed of the following: the President, President-Elect, Vice-President, Secretary, Treasurer, Immediate Past President ("Past President Director"), no fewer than five (5) nor more than eight (8) Directors At Large, each of the APMA Delegates (as defined in Article X) (collectively, the "APMA Delegate Directors").
- b. In addition, the IPMA Executive Director, one post graduate member appointed by the Board of Directors, one student to be selected by the Illinois Podiatric Medical Students Association of Scholl College and the Dean of the Scholl College shall be ex-officio, non-voting members of the Board.
- c. Non-voting members of the Board may attend all regular and special Board meetings and participate in Board deliberations but may neither vote nor make motions. Where not relating to his or her personal interests, the Executive Director may attend executive sessions of the Board in accordance with his or her duties as set forth in Article VIII herein. The other non-voting members of the Board may not attend executive sessions unless invited by the President or requested by the majority of the Board of Directors.

Section 3. Qualifications, Term and Election

Qualification. Only an individual who is a Voting Member of the Association is eligible to serve as a Director, except as otherwise

specifically set forth herein. No IPMA Board Member may hold two Board positions, with the exception of the President and Immediate Past President who are eligible to serve as APMA Delegates. At least one Director-at-Large shall be an Associate Member.

Nomination. Elected Directors shall be nominated in accordance with the procedures set forth in Article X herein. Nominations for the post graduate position should be submitted to the President for consideration and approval by the Board following the Annual Meeting.

- a. **Election.** Directors shall be elected or appointed, as applicable, on an annual basis at the annual meeting of Voting Members, and shall take office immediately upon the conclusion of the annual meeting at which they are elected or appointed and shall continue in office until the conclusion of the annual meeting following the expiration of their term or until their successors are duly elected and qualified; provided, however, in the event directors are elected by mail or electronic vote conducted pursuant to Article IV, Section 6 above, they shall assume office: (i) at the conclusion of the annual meeting following a mail or electronic vote conducted prior to the annual meeting (or, if a quorum is not present, on the date for which the meeting was noticed); or (ii) as soon as practicable after an automatic mail or electronic vote; whichever occurs first.
- b. **Term.** All Directors shall serve on the Board of Directors for a one (1) year term. However, the APMA Delegate Directors shall serve on the Association's Board of Directors for so long as they shall serve as APMA Delegates.

Section 4. Regular Meetings

The Board of Directors may provide by resolution the time, date, and place for the holding of a regular annual meeting of the Board of Directors and additional regular meetings of the Board of Directors without other notice than such resolution. Members that wish to attend a Board meeting as a guest must request permission to attend at least 14 days in advance of the Board Meeting. Permission to attend is subject to the President's approval. Invited guests are allowed to attend with the exception of closed and executive sessions. Guests may be invited to speak if recognized by the President.

Section 5. Special Meetings

Special meetings of the Board of Directors may be called by, or at the request of, the President or upon a written request to the Secretary of three (3) members of the Board of Directors. Notice of any special

meeting of the Board of Directors shall state the time, date, and place of the meeting and shall be delivered at least five (5) business days prior to the date of such meeting; provided, however, that notice of any special meeting held by telephone conference call or other means of electronic meeting may be delivered at least twenty-four (24) hours prior to the call or meeting. Notice may be made by electronic means. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 6. Quorum

Two thirds of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors; provided further, that, if less than a quorum is present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice. Non-voting members of the Board shall not be counted for purposes of determining a quorum.

Section 7. Board Actions

Manner of Acting. The act of a majority of directors' present at a duly called meeting either in person or virtual at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. Electronic Voting shall be permitted in lieu of a vote at a duly called meeting for any item of business as allowed by law.

Section 8. Resignation and Removal

Any director may resign at any time by giving written notice which may be delivered electronically to the Secretary. In addition, any director may be removed by a two-thirds (2/3) vote of the Board present and voting at a meeting at which a quorum is present whenever, in their judgment, the best interests of the Association would be served by such removal. A violation of the Conflict of Interest Policy or Code of Ethics has occurred and is cause for removal or the best interests of the Association would be served by such removal.

Section 9. Vacancies of Directors at Large and Delegates

In the event of the death, resignation, removal, or incapacity of a director at large, the Board of Directors may appoint an individual to fill the vacancy for the remainder of the term. In the event of the death, resignation, removal, or capacity of an APMA Delegate and subject to the terms of Article IX, Section 2(d)(ii) below, the Board of Directors shall

appoint an alternate delegate to assume any delegate duties until the next annual meeting of the members, at which time a delegate will be elected by the members to serve for the remainder of the unexpired term.

Section 10. Action by Written Consent

Any action requiring a vote of the Board of Directors may be taken without a meeting if a consent in writing or by electronic means, setting forth the action taken, is signed by all of the Directors entitled to vote with respect to the subject matter thereof.

Section 11. Meeting by Conference Call

Any action to be taken at a meeting of the Board of Directors or the Executive Council may be taken through the use of a conference telephone or other digital communication means through which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

ARTICLE VII Officers

Section 1. Officers

The officers of the Association shall be a President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers as it shall deem desirable, who shall have the authority to perform such duties as may be prescribed from time to time by the Board of Directors. All officers shall be Voting Members of the association. All Officers shall serve on the Board of Directors. No officer shall benefit financially from IPMA business or association while in office.

Section 2. Election, Qualification and Term of Office

The officers, with the exception of the President and Immediate Past President, shall be elected annually by the Voting Members at the annual meeting of the members from among the Voting Members. Officers shall assume office immediately upon the conclusion of the annual meeting of the members at which they are elected, or during which they succeed to office, and shall continue in office until the conclusion of the annual meeting of the members following the expiration of their term or until their successors are duly elected and qualified. provided, however, in the event

officers are elected by mail vote conducted pursuant to Article IV, Section 6 above, the elected officers shall assume office: (i) at the conclusion of the annual meeting following a mail vote conducted prior to the annual meeting (or, if a quorum is not present, on the date for which the meeting was noticed); or (ii) as soon as practicable after an automatic mail vote; whichever occurs first. The President-Elect automatically shall succeed to the office of President and the President automatically shall succeed to the office of Immediate Past President at the conclusion of the annual meeting of the members following the expiration of their term; provided, however, that the Board of Directors shall establish policies and procedures regarding the timing for assumption of office when officers are elected by mail vote.

Section 3. Removal

Any elected or appointed officer may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer who is removed.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by action of the Board of Directors for the remainder of the term with the exception of Immediate Past President and President and President-Elect.

Section 5. President

The President shall be the principal executive officer of the Association. The President shall, in general, supervise and direct all of the business affairs of the Association, subject to the direction and control of the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President shall serve as the first Alternate APMA Delegate (as defined in Article IX) and shall represent the Association at the House of Delegates along with the Delegates. The President may sign, with the Secretary or any other proper officer of the Board of Directors authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments, which the Board of Directors has authorized to be executed, except documents the execution of which shall expressly be delegated by law, the Articles of Incorporation, these Bylaws, or the Board of Directors to some other officer or agent of the Board of Directors. The President shall appoint the chairperson and members of all committees, except as otherwise provided by these Bylaws. The President shall appoint the Association's Carrier Advisory Committee (CAV) and Private Insurance Advisory Committee (PIAC) representative for the year with the approval of the Board of Directors. The President shall appoint the

Association's Delegate to the Midwest Podiatry Conference (MPC) with the approval of the Board based on the MPC Delegate Policy. Removal of any appointee voted on by the Board requires a majority approved the Board.

The President shall be an *ex officio* member of all committees, except the Nominating Committee or as otherwise provided by these Bylaws. The President with a majority approval of the Board of Directors may appoint and fill any vacancy of the Executive Council except the Immediate Past President and President Elect for the remainder of the term. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors.

Section 6. President-Elect

The President-Elect shall perform such duties as may be assigned from time to time by the President or the Board of Directors. The President-Elect shall serve as the Chair of the Continuing Education Committee. The President-Elect shall serve on the Board of the Illinois Foot Health Education Foundation. The President-Elect shall serve as an Alternate APMA Delegate (as defined in Article IX). The President-Elect shall assume the duties of the President in the absence of the President and shall succeed to the office of President in the event of the death, resignation, removal, or incapacity of the President. In the event of the resignation, removal, incapacity or vacancy of the President-Elect, an Acting President-Elect may be appointed by the President with approval of the Board. The office of President for the following year must be voted on at the next Annual Meeting.

Section 7. Vice-President

The Vice President shall perform such duties as may be assigned from time to time by the President or the Board of Directors. The Vice President shall serve as an Alternate Delegate (as defined in Article IX) to the APMA House of Delegates. The Vice President shall serve on the Board of the Illinois Foot Health Education Foundation as its Secretary/Treasurer. The Vice President shall serve as the Chair of the Nominating Committee and shall assume the duties of the President-Elect in the absence of the President-Elect in the event of the death, resignation, removal, incapacity, or vacancy of the President-Elect.

Section 8. Treasurer

The Treasurer shall be the principal accounting and financial officer of the Association and shall have charge of and be responsible for the maintenance of adequate books of account for the Association; shall have

charge and custody of all funds and securities of the Association, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all funds and securities of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XI of these Bylaws; shall have an annual audit of the Association's books conducted by a certified public accounting firm; shall serve as Chair of the Finance and Investment Committee and be an ex-officio member of the Audit Committee and, in general, shall perform all of the duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. The Treasurer along with the Secretary shall review special status financials and make recommendations to the Board of Directors or its sub-committee. The administrative duties of the Treasurer may be assigned by the Board of Directors in whole or in part to the Executive Director.

Section 9. Secretary

The Secretary shall record, review and keep minutes of the meetings of the Board of Directors and the membership in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation and these Bylaws; shall be custodian of the corporate records; shall keep a record of the mailing address of each member of the Association; and, in general, shall perform all duties customarily incident to the office of Secretary and such other duties as may be assigned from time to time by the President or the Board of Directors. The Secretary shall serve as Chair of the Membership Committee. The Secretary along with the Treasurer shall review special status financials and make recommendations to the Board of Directors or its sub-committee. The duties of the Secretary may be assigned by the Board of Directors in whole or in part to the Executive Director. The Executive Director is responsible for taking minutes and presenting them to the Secretary for approval prior to presenting to the Board.

Section 10. Immediate Past President

The Immediate Past President shall perform such duties as may be assigned from time to time by the President or the Board of Directors. The Immediate Past President shall serve as Chair on the Board of the Illinois Foot Health Education Foundation. In the event of the resignation, removal, incapacity or vacancy of the Immediate Past President, the office will remain vacant.

ARTICLE VIII

Executive Director

The administrative and day-to-day operation of the Association shall be the responsibility of a designated staff head or firm employed or appointed by, and responsible to, the Board of Directors. The designated staff head or, in the case of a firm, chief staff officer retained by the firm shall have the title of "Executive Director." The Executive Director shall have the authority to execute contracts on behalf of the Association as approved by the Board of Directors. The Executive Director may carry out such other duties as may be specified by the Board of Directors. The designated staff head or firm shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Association. The Executive Director shall be an *ex officio*, non-voting member of the Board of Directors and Standing Committees except as otherwise provided by the Bylaws. In the event of a vacancy in the position of the Executive Director, the Audit Chair shall resign from the Audit Committee and serve as Interim Executive Director.

ARTICLE IX

APMA Delegates

Section 1. Composition

The Association is allowed to send one delegate for each one hundred (100) Association members in good standing or fraction thereof to sit on the APMA House of Delegates, the legislative and governing body of the APMA, in order to represent the Association ("APMA Delegate"). The Association shall elect as many APMA Delegates as it is allowed.

Section 2. Qualifications, Term and Election

- a. **Qualifications.** Only an individual who is a voting and dues paying member of the Association is eligible to serve as an APMA.
- b. **Term.** All APMA Delegates shall serve for three 3 year terms.
- c. **Election.** APMA Delegates shall be elected as their terms expire at the annual meeting of members. APMA Delegates shall take office immediately upon the conclusion of the annual meeting at which their election is announced and shall continue in office until the expiration of their term or until their successors are duly elected and qualified.
- d. **Addition or Reduction of Delegates**

- 1) In the event the number of Association members increases between annual meetings such that the Association is allowed to send more delegates to the APMA House of Delegates than have been elected by the members, the Board of Directors shall appoint an additional APMA Delegate or Delegates, as appropriate, to serve until the conclusion of the next annual meeting of the members. At such annual meeting, the members shall elect an additional APMA Delegate or Delegates, as appropriate, such that the total number of APMA Delegates corresponds to the number allowed to attend the next House of Delegates meeting.
- 2) In the event the number of Association members decreases between annual meetings such that the Association is allowed to send fewer delegates to the APMA House of Delegates than have been elected by the members, the APMA Delegate or Delegates, as appropriate, with the least seniority shall resign for the period during which their continued service would result in having the total number of APMA Delegates exceed the number allowed to attend the next House of Delegates meeting, or for the remainder of their terms, whichever is shorter. If multiple APMA Delegates share the same level of seniority, the Board of Directors shall determine, if necessary, which Delegate(s) shall be required to resign. Resignation shall occur at the time APMA confirms the allowable number of delegates. Resignation of an APMA Delegate pursuant to the terms of this Section shall not result in a vacancy on the Board of Directors to be filled in accordance with Article VI, Section 9 above.

Section 3. Chief Delegate

Prior to the annual APMA House of Delegates meeting, the APMA delegates shall designate a Chief Delegate from among the APMA Delegates and shall inform the Board of Directors as to their decision as soon thereafter as practicable. At the annual meeting of the Board of Directors, the Chief Delegate shall present a comprehensive written report of all actions taken by the APMA House of Delegates.

Section 4. Alternate Delegates

- a. In the event an APMA Delegate is unable to fulfill his or her duties for any reason, an Alternate Delegate (as defined herein) shall serve in his or her place.
- b. The alternate APMA Delegates shall be and in order of assignment for acting as an alternate if for any reason a delegate is unable to

attend: The President, President-Elect, and the Vice President (collectively, the "Alternate Delegates").

- c. The Board of Directors shall appoint any additional Alternate Delegates that may be necessary.

ARTICLE X Committees

Section 1. Standing Committees

a. Executive Council.

- 1) **Composition.** The Executive Council shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President of the Association. The Executive Director shall serve as an *ex officio*, non-voting member of the Executive Council.
- 2) **Duties.** The Executive Council shall have the authority to carry out the business and functions of the Association between meetings of the Board in accordance with these Bylaws, reporting to the Board any action taken; but the delegation of authority to the Executive Council shall not operate to relieve the Board of Directors or any individual Officer or Director of any responsibility imposed by law.

b. Nominating Committee

- 1) **Composition.** The Committee shall consist of at least (5) members. The Chair of Committee will be the Vice President and the remaining members will be an equal ratio of Board Members and Non-Board Members. The President shall appoint the members of Committee.
- 2) **Appointment and Term.** The President annually shall appoint the Members of the Nominating Committee, with the approval of the Board.
- 3) **Duties** To be considered by the Nominating Committee all interested parties, including incumbents must send a written request which shall include the position they seek, their CV including current and impending practice, work and business relationships, a picture, and a statement of interest explaining why they are seeking the position. Notice shall be posted 30

calendar days before the closing date for the Nominating Committee.

The Nominating Committee shall submit its slate of candidates to the Board of Directors for its approval in timely manner to allow publication at least 60 days prior to the annual meeting of the association. Upon approval of the Board of Directors, the slate shall be published.

c. Continuing Education Committee

1) Composition. The Continuing Education Committee shall be composed of five (5) members, appointed by the President, as follows:

- (i) the President Elect, who shall be Chair;
- (ii) the Vice President, who shall be Vice Chair and
- (iii) three (3) Voting Members including a Director At Large

The President may appoint additional members to the Committee, including non-podiatrists, as necessary.

2) Appointment and Term. Members of the Continuing Education Committee shall serve for a one-year term.

Responsibilities. The Continuing Education Committee shall be responsible for the development and oversight of the annual meeting, regional meetings, and additional meetings as they approve. The Committee is also responsible for granting continuing education hours to other organizations seeking such approval.

d. Audit Committee

1) Composition. The Audit Committee shall be composed of ~~five (5) members, the majority of whom are members of the~~ Board of Directors. The members of the Committee shall not be members of the Executive Committee with the exception of Treasurer as an ex-officio member.

2) Appointment and Term. The President shall appoint the Chair and the members of the Audit Committee subject

to the approval of the Board of Directors. The members of the committee shall serve one-year terms and may serve

consecutive terms.

- 3) **Duties.** The duties of the Audit Committee shall be set forth in the Audit Committee Charter adopted by the Board of Directors from time to time. The Audit Committee Chair shall serve as Compliance Officer and as the Interim Executive Director in the event of a vacancy in the position of the Executive Director.
- 4) **Vacancy.** The President shall appoint a replacement Chair, who does not serve on the Executive Council, with approval of the Board if the Audit Chair becomes vacant for any reason including assuming the duties of Interim Executive Director.

e. Finance and Investment Committee.

- 1) **Composition.** The Finance Committee shall be composed of the President-Elect, the Secretary, the Treasurer as Chair, the Executive Director and Director of Finance, and two (2) Directors-at-Large, appointed by the President.
- 2) **Duties.** The Finance Committee shall meet at least once annually to develop the budget for the Association for approval by the Board of Directors and presentation to the membership at the annual meeting of members. The Finance Committee shall also be responsible for at least one annual review of the Association investments.

f. Bylaws Committee

- 1) **Composition.** The Bylaws Committee shall consist of five (5) IPMA members each of whom shall have served previously on the Board of Directors or have previous experience with bylaws. The Executive Director shall serve as an ex-officio member.
- 2) **Appointment and Term.** The President shall appoint the Chair and the members of the committee with approval from the Board.
- 3) **Duties.** The Bylaws Committee shall act as the advisory body and interpretative authority on all matters affecting the Governing Documents of the IPMA: Bylaws, Administrative Procedures, Policy and Procedures, Code of Ethics and Standing Rules whenever such matters have been referred to

it, and shall serve as the reference committee, reviewing and determining appropriateness on all proposed amendments to the aforementioned bylaws, procedures, or rules. The Committee shall offer amendments to the bylaws, administrative and operational policies and procedures, and standing rules as it determines necessary. The Bylaws Committee will be responsible for presenting the Standing Rules for the Annual Meeting.

- g. Other Standing Committees.** Other committees may be established by resolution of the Board of Directors to carry out the purposes of the Association. The resolution establishing such a committee shall set forth the committee's purpose and composition.

Section 2. Ad Hoc Committees and Task Forces

The President may appoint such ad hoc committees or task force as are necessary or appropriate to carry out the purposes of the Association. An ad hoc committee or task force created by the President shall terminate with the expiration of the President's term of office, upon resolution of the task or upon determination by the Board of Directors that the purpose is no longer necessary. Ad hoc committees and/or task forces may be established for longer periods of time with the approval of the Board of Directors.

Section 3. Appointment

Unless otherwise provided by these Bylaws or the resolution establishing the committee, the President shall appoint the chair and members of each committee. Only voting members shall be eligible to serve as a committee chairperson. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association would be served thereby.

Section 4. Vacancies

Except as otherwise provided herein, vacancies in the membership of a committee shall be filled by appointments made in the same manner as the original appointments to that committee.

Section 5. Quorum and Manner of Acting

Unless otherwise provided in the resolution establishing a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee. Committee

and task force reports must be submitted to the full committee or task force for approval prior to submission to the Board of Directors.

Section 6. Policies and Procedures

The Board of Directors shall develop and approve general policies and procedures for the operation of all committees.

ARTICLE XI Finance

Section 1. Contracts

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

Section 2. Payment of Indebtedness

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President.

Section 3. Deposits

All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Bonding

The Board of Directors shall provide for the. of such officers, directors, and employees of the Association as it may from time to time determine.

Section 5. Gifts

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Association.

Section 6. Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board of Directors, and any committees having the authority of the Board of Directors. The books and accounts of the Association shall be audited or reviewed annually by accountants selected by the Board of Directors.

Section 7. Fiscal Year

The fiscal year of the Association shall be determined from time to time by the Board of Directors.

ARTICLE XII Waiver of Notice

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII Indemnification of Directors and Officers

The Association shall indemnify all Officers, Directors, and committee members of the Association to the full extent permitted by the Illinois General Not-For-Profit Corporation Act and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the Board of Directors.

ARTICLE XIV Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds majority vote of the voting members, voting in person or by electronic means at any meeting of the Association at which a quorum is present; provided that the substance of the alterations, amendments, repeal, or adoption has been approved by the Board of Directors and submitted to the voting members for consideration not less

than thirty (30) days prior to the date on which said amendments are to be considered.

ARTICLE XV

Dissolution

In the event of the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the remaining assets of the Association (except any assets held by the Association upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes in such manner, or to such organization or organizations, which are organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE XVI
Use of Electronic Communications

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

Approved April 27, 2006

Amended September 8, 2007

Amended September 24, 2010

Amended September 16, 2011

Amended September 14, 2012

Amended October 11, 2013

Amended October 16, 2014

Amended June 18, 2021

Sabrina Landers, DPM IPMA Bylaws Chair

A handwritten signature in cursive script, followed by the letters "DPM" in a bold, sans-serif font.

Narendra Patel, DPM, IPMA Secretary

A handwritten signature in cursive script.