

PROPOSED REVISION OF ARTICLE VI, SECTION 2:

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"), ~~and 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.

PROPOSED REVISION OF ARTICLE VI, SECTION 3:

Section 3. Qualifications, Term and Election

Qualification. Only an individual who is ~~engged in the full-time practice of podiatry (i.e., working 40 hours per week, on average) and is otherwise~~ 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 ~~three (3)~~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.~~

PROPOSED REVISION OF ARTICLE VI, SECTION 6:

Section 6. Quorum

~~Two thirds~~A majority 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.

PROPOSED REVISION OF ARTICLE IX:

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, as set forth below.

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 the members of the Executive Council of the Board of Directors duly elected ~~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 APMA Delegates the Association is allowed to send is a number greater than the number of members of the Executive Council, or if 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 APMA Delegates the Association is allowed to send is a number less than the number of members of the Executive Council, or if 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 Executive Council shall determine which APMA Delegate or Delegates, as appropriate, ~~with the least seniority~~ shall resign their position of Delegate(s) 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").~~

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