



ASPS Bylaws

ARTICLE I: NAME

The name of this organization shall be the American Society of Podiatric Surgeons, Inc., hereinafter referred to as “ASPS.”

ARTICLE II: INCORPORATION

ASPS is a not-for-profit corporation, organized and existing under and by virtue of the General Corporation Laws of the State of Maryland.

ARTICLE III: PURPOSE

The purpose of ASPS is to promote the highest standards in clinical practice, education, and research in podiatric surgery. ASPS is organized and shall be operated exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 170(c)(2) and Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE IV: FELLOWSHIP AND MEMBERSHIP

A. Classification

The following categories are available to individuals interested in joining ASPS:

1. Fellow
2. Associate
3. Affiliate
4. Resident
5. Student
6. Emeritus

Note: Throughout this document, the term “membership” may be used generically to refer to all categories.

B. General Qualifications

1. Fellow – A licensed Doctor of Podiatric Medicine (DPM) who is a member in good standing of the American Podiatric Medical Association (APMA) and who is board certified by the American Board of Podiatric Surgery (ABPS)/American Board of Foot and Ankle Surgery (ABFAS).

2. Associate – A licensed DPM who is a member in good standing of the APMA and who is board qualified by ABFAS.
3. Affiliate - A licensed DPM (who is a member in good standing of the APMA), MD, DO, or international practitioner with an active interest or participation in foot and ankle surgery.
4. Resident - A DPM who is serving as a resident or fellow in a program granted provisional approval or approval by the Council on Podiatric Medical Education (CPME) and who is a member in good standing of the APMA.
5. Student - A student who is enrolled in a podiatric medical college or school that has either attained candidate status from or been accredited by CPME and who is a member in good standing of the APMA and the American Podiatric Medical Students' Association (APMSA).
6. Emeritus - A Fellow in good standing may be classified as Emeritus if said individual has completely retired and remains retired from practice and is a member in good standing of the APMA.

C. Requirements for Applicants

1. Fellow – Podiatric surgeons who satisfy the following expectations are eligible for Fellowship status in ASPS.
 - a. Graduation from a college or school of podiatric medicine accredited by CPME.
 - b. Certification by ABFAS. (Attainment of certification does not, of itself, entitle a podiatric surgeon to Fellowship.)
 - c. An unrestricted license to practice podiatric medicine.
 - d. Current membership in APMA.
 - e. A current appointment with surgical privileges at a licensed or accredited health care facility with no reportable action pending that could adversely affect staff privileges at that or any other health care facility.
 - f. A current practice that establishes the applicant as a specialist in podiatric surgery.
 - g. Demonstrated pursuit of professional excellence as a podiatric surgeon and as a member of the podiatric medical community. Ways in which this may be demonstrated include, but are not limited to, professional lecturing; completion of research; participation in teaching programs; participation on hospital committees; and completion of continuing medical education specific to podiatric surgery and related modalities.

- h. Ethical and professional practice that conforms to the APMA Code of Ethics.
2. Associate – Podiatric surgeons who satisfy the following expectations are eligible for Candidate Membership status in ASPS.
- a. Graduation from a college or school of podiatric medicine accredited by CPME.
 - b. Board qualified by ABFAS.
 - c. An unrestricted license to practice podiatric medicine.
 - d. Current membership in APMA.
 - e. A current appointment with surgical privileges at a licensed or accredited health care facility with no reportable action pending that could adversely affect staff privileges at that or any other health care facility.
 - f. A current practice that establishes the applicant as a specialist in podiatric surgery.
 - g. Demonstrated pursuit of professional excellence as a podiatric surgeon and as a member of the podiatric medical community. Ways in which this may be demonstrated include, but are not limited to, professional lecturing; completion of research; participation in teaching programs; participation on hospital committees; and completion of continuing medical education specific to podiatric surgery and related modalities.
 - h. Ethical and professional practice that conforms to the APMA Code of Ethics.
3. Affiliate – Physicians (DPMS, MDs, and DOs) and international practitioners whose professional interest and/or participation includes foot and ankle surgery and who satisfy the following expectations (a-e) and meet one of the following three (3) criteria are eligible for Affiliate status in ASPS.
- a. Graduation from an accredited podiatric, medical, or osteopathic college, or other formally recognized professional program.
 - b. An unrestricted license to practice in their specialty.
 - c. DPMs must maintain current membership in APMA.
 - d. A current appointment at a licensed or accredited health care related entity with no reportable action pending that could adversely affect staff privileges at that or any other health care facility.
 - e. Ethical and professional practice that conforms to the APMA Code of Ethics.

AND one (1) of the following criteria:

- 1) DPM primarily employed or involved in aspects of podiatric surgery/education in an administrative capacity, i.e., dean, faculty, program director, government or health care organization representatives, and researchers.
- 2) Licensed DPM, MD, DO, or international practitioner with interest in the advancement of the surgical treatment and conditions of the foot and ankle. Demonstrated pursuit of professional excellence as a member of the medical and surgical community. Ways in which this may be demonstrated include, but are not limited to, professional lecturing; completion of research; participation in teaching programs; participation on hospital committees; and completion of approved continuing education specific to surgery and/or related modalities.
- 3) A licensed DPM, MD, DO, or international practitioner who actively participates in foot and ankle surgery.
4. Resident - Podiatric residents and fellows participating in approved CPME programs and who satisfy the following expectations are eligible for Resident status in ASPS.
 - a. Graduation from a college or school of podiatric medicine accredited by CPME.
 - b. Current membership in APMA.
 - c. Ethical and professional practice that conforms to the APMA Code of Ethics.
5. Student - Podiatric medical students who satisfy the following expectations are eligible for Student status in ASPS.
 - a. Currently enrolled in a college or school of podiatric medicine holding candidate status or accreditation from CPME.
 - b. Current membership in APMA.
 - c. Current membership in APMSA.
6. Emeritus - Individuals who satisfy the following expectations are eligible for Emeritus status in ASPS.
 - a. Completely retired and remaining retired from practice.
 - b. Compliance at the time of retirement with all requirements for Fellowship status.

D. Application Process

An application process will be established and be published separate from these Bylaws.

E. Renewal Process

A process will be established to enable renewal of all ASPS membership categories on an annual basis. This process will be published separate from these Bylaws.

F. Nondiscrimination Statement

No person otherwise qualified for membership in ASPS shall be denied such classification for reasons of age, sex, color, race, creed, national origin, sexual orientation, political belief, or disability.

G. Privileges

1. Fellow – An ASPS Fellow is eligible for admission to any educational session and such other services provided by ASPS. The Fellow is eligible to cast votes and be elected or appointed to any office or committee.
2. Associate – An ASPS Associate is eligible for admission to any educational session and such other services provided by ASPS. The Associate is eligible to cast votes and be elected or appointed to any office or committee.
3. Affiliate - An ASPS Affiliate is eligible for admission to any educational session and such other services provided by ASPS. The Affiliate is not eligible to cast votes or be elected or appointed to any office but may be appointed to a committee.
4. Resident - An ASPS Resident is eligible for admission to any educational session and such other services provided by ASPS. The Resident is not eligible to cast votes or be elected or appointed to any office but may be appointed to a committee or serve in a liaison capacity.
5. Student Member - An ASPS Student is eligible for admission to any educational session and such other services provided by ASPS. The Student is not eligible to cast votes or be elected or appointed to any office but may be appointed to a committee or serve in a liaison capacity.
6. Emeritus - An ASPS Emeritus member is eligible for admission to any educational session and such other services provided by ASPS. The Emeritus member is eligible to cast votes and be appointed to a committee but is not eligible to be elected or appointed to any office.

H. Disqualification

1. Individuals accepted for membership in ASPS who violate these Bylaws or the rules established by ASPS place themselves in jeopardy of disqualification from the organization. Disqualification may occur as a result of:
 - a. Failure to complete the requirements for renewal.
 - b. Failure to submit annual dues or special assessments within 30 days of the specified payment date.
 - c. Failure to conform to the APMA Code of Ethics.
2. Disqualified individuals shall be afforded the right of appeal.

ARTICLE V: APPLICATION FEES, DUES, AND ASSESSMENTS

A nonrefundable application fee must accompany an application for membership.

Nonrefundable annual dues shall be assessed.

When deemed urgent and necessary, special assessments may be established by the Board of Directors to support the costs related to a specifically defined purpose.

A. Determination of Application Fees, Dues, and Special Assessments

1. The application fee shall be determined by the Board of Directors.
2. The annual dues shall be determined by the Board of Directors.
3. All special assessments shall be determined by the Board of Directors and authorized for a one-year period.

B. Exemptions from Dues and Special Assessments

Payment of dues and/or special assessments, in part or in whole, may be excused for special circumstances as determined by the Board of Directors.

C. Rates

Application fees and dues amounts are published separate from these Bylaws.

D. Payment Dates

1. Application fees are due at the time of submission of the application.
2. The ASPS membership year is June 1st to May 31st. Dues statements for renewal are processed and distributed at the beginning of the current ASPS membership year. Dues payments are due in full within 30 days of invoicing.

ARTICLE VI: BOARD OF DIRECTORS

A. Composition

ASPS is governed by an nine-member Board of Directors (Board). The composition of the Board shall be represented as follows:

1. A minimum of seven (7) to be elected who have achieved Fellow status.
2. A maximum of two (2) to be elected who are Associates.

B. Liaisons (non-voting)

1. One (1) Resident member.
2. One (1) Student member.
3. Other liaisons may be appointed at the discretion of the Board.

D. Powers and Duties

1. The Board shall conduct the business of ASPS, including managing the affairs and properties of ASPS and controlling the disbursement of funds, subject to the Bylaws.
2. The Board shall be empowered to establish committees, rules and regulations, procedures, and other such duties to oversee the organization provided such are not inconsistent with these Bylaws.
3. The Board shall be fiscally responsible for the financial accounts of ASPS and ensure the preparation of a balanced budget.
4. The Board shall perform any other duties as prescribed in these Bylaws and shall perform such other duties and functions as are required by the organization.

E. Terms

The terms of office for members of the Board shall extend for three years from the time of election until the time of the subsequent election or until their successors are elected. Terms for members of the Board shall be staggered so that the terms of no more than three members will expire at the same time. Board members shall be limited to serving no more than two consecutive full terms. A full term shall constitute at least two years.

F. Meetings

The Board shall conduct meetings at times and places the Board determines to be necessary for the conduct of business and in accordance with these Bylaws. One meeting shall be designated as the annual meeting. All meetings shall be open to the membership of ASPS, except that the Board reserves the right to hold executive sessions to discuss confidential matters.

G. Quorum and Absentee Voting

A majority of the voting members of the Board (which must include the presence of at least one officer of the Board) shall constitute a quorum.

Board members must be present at meetings in order to execute their voting privileges. Voting privileges may not be transferred to another designated member under any circumstance or by absentee ballot.

ARTICLE VII: NOMINATIONS, ELECTIONS, AND RECALL

A. Nominating Process

1. Call for Nominations – At least six months prior to the annual ASPS meeting, the Nominating Committee shall circulate an announcement indicating the positions to be elected and calling for nominations.
2. Review of Nominees - All nominations will be reviewed by the Nominating Committee. The Nominating Committee reserves the right to reject any nomination that fails to comply with the stipulations specified in the call for nominations. The Nominating Committee may solicit additional candidates if deemed necessary.
3. Slate – The slate of candidates for election to the Board shall include no more than three (3) qualified individuals for each available position. The Nominating Committee shall make every effort to ensure that elections are contested. The slate shall be prepared by the Nominating Committee for distribution no later than sixty (60) days prior to the annual ASPS meeting.

B. Nominating Committee

1. Purpose and Responsibilities – The Nominating Committee shall act independently and be responsible for reviewing the qualifications of applicants to the Board. The Nominating Committee shall develop a slate of candidates for the Board to be elected by the individuals who are eligible to cast votes.
2. Composition and Selection – The composition of the Nominating shall include two (2) individuals of diverse background who are Fellows and/or Associates in good standing and two (2) members of the ASPS Board. The four (4) members shall be selected by the ASPS chair and confirmed by the Board.

3. Chair – The Nominating Committee chair shall be selected from among the four (4) its members by the ASPS chair and confirmed by the Board.
4. Terms – The term for all members of the Nominating Committee shall be for one year and may be renewed.

C. Elections

1. Ballots - Certified ballots will be distributed to all individuals who are eligible to cast votes. In order for a ballot to be valid, it must contain one vote and only one vote for each available position and be submitted by the specified deadline. The anonymity of ballots will be assured. An electronic voting mechanism may be used. An Election Committee may be appointed to oversee the election process and/or to tabulate ballots.
2. Results – The number of candidates, equal to the number of available board positions obtaining the highest number of votes received by midnight of the voting deadline will be considered elected to the Board. Results of the election shall be announced at the annual ASPS meeting.
3. Tie Breaker – In the event of a tie, a second ballot will be distributed to include the candidates who received an equal number of votes. Elections will proceed as described above and will continue until all available positions are filled.

D. Recall

The Board may consider the removal of a member from the Board prior to the completion of a term of office if said individual fails to fulfill his/her commitments and responsibilities or is not in compliance with ASPS policies, rules, or procedures. The grounds for recall of a Board member may be submitted by the membership based upon a petition received that includes 10% of individuals eligible to cast votes. The grounds will be reviewed by the Executive Committee. The individual who is the subject of the recall will have the opportunity to review the grounds for removal and be provided an opportunity to respond. The Committee will transmit a recommendation in writing for action to the Board. An action to recall a Board member is determined by a majority vote of the Board.

E. Vacancies

In the event of a vacancy on the Board, the chair of the ASPS Board of Directors shall appoint, with the approval of the Board, a qualified replacement to serve until a successor is elected at the next scheduled election.

ARTICLE VIII: OFFICERS

A. Composition

1. Chair
2. Vice-Chair
3. Treasurer
4. Secretary

B. Responsibilities

1. The chair shall preside at all meetings of the Board and perform any other duties as parliamentary custom and usage require. He/she shall establish meeting agendas, coordinate Board activities with staff, make recommendations to the Board for appointments of committees, and serve as spokesperson for the Board and ASPS. He/she shall perform such other duties as delegated by the Board. The chair may cast a vote only in the case of a tie.
2. The vice-chair shall preside at meetings of the Board in the absence of the chair. He/she shall assume all responsibilities of the chair should the chair be unable to fulfill his/her term. The vice-chair shall perform such other duties as delegated by the Board.
3. The treasurer shall act as the agent of the Board in overseeing the budget and management of securities and properties owned by ASPS, subject to the direction of the Board. He/she shall act as the intermediary between the Board and its administrative staff regarding any significant financial matters. He/she shall ensure that an annual audit of the financial activities of ASPS occurs. The treasurer shall serve as the official "Compliance Officer" and is responsible for investigating and resolving all reported complaints and allegations concerning unethical or unlawful business, accounting, or financial practices in accordance with the ASPS Whistle Blower policy. This policy will be published separate from these Bylaws. The treasurer shall perform such other duties as delegated by the Board.
4. The secretary shall serve as the recording officer for all meetings of the Board. He/she shall perform such other duties as delegated by the Board.

C. Election

At its annual meeting, the Board elects the chair, vice-chair, treasurer, and secretary from among its members. Members of the Board seeking election as officers may be either self-nominated or nominated by another member of the Board. Officers of the Board are elected by majority vote of the Board members. In a contested election involving more

than two candidates, should no candidate receive a majority vote, the one (if only one) candidate receiving the fewest votes will be declared to be not elected and a second ballot will be conducted for the remaining candidates.

D. Terms

The terms of office for the chair, vice-chair, treasurer, and secretary run from the annual meeting at which they are elected until the subsequent annual meeting election. Officers may be re-elected to a second one-year term to the same office.

ARTICLE IX: COMMITTEES

A. Executive Committee

The Executive Committee shall be comprised of all current officers of the Board. The Executive Committee acts at the will of the Board and is responsible for formulating proposed revisions to the Bylaws, rules and regulations, and procedures of ASPS; and making recommendations for the consideration of the Board with respect to other administrative matters.

B. Finance Committee

The Finance Committee shall be comprised of the treasurer as chair of the Committee, two other members of the Board, at least one of whom shall not be an officer, and one from the ASPS membership. Appointments shall be recommended by the Board chair and approved by the Board. The Finance Committee acts at the will of the Board and is responsible for approving the budget, reviewing the progress of the budget against projected revenue and expenses, presenting a multi-year financial plan to the Board, and assisting the treasurer in the completion of his/her responsibilities.

C. Education Committee

The Education Committee shall be comprised of individuals from the ASPS membership who are in good standing. Appointments of committee chair and committee members shall be recommended by the Board chair and approved by the Board. The Education Committee acts at the will of the Board and is responsible for advancing the knowledge base of the ASPS membership and others in the area of podiatric surgical education.

D. Research Committee

The Research Committee shall be comprised of individuals from the ASPS membership who are in good standing. Appointments of committee chair and committee members shall be recommended by the Board chair and approved by the Board. The Research Committee acts at the will of the Board and is responsible for advancing the knowledge base of the ASPS membership and others in the area of podiatric surgical research.

E. Membership Committee

The Membership Committee shall be comprised of individuals from the ASPS membership who are in good standing. Appointments of committee chair and committee members shall be recommended by the Board chair and approved by the Board. The Membership Committee acts at the will of the Board and is responsible for reviewing candidates for ASPS membership and offering recommendations to the Board on matters affecting the membership process.

F. Other Committees

The Board may establish other committees as necessary. Appointments of committee chairs and committee members to such committees shall be recommended by the Board chair and approved by the Board.

ARTICLE X: MEETINGS

An official notice of the time and place of all Board meetings shall be provided to the membership not less than 30 days prior to the date of the meeting.

An official notice of the time and place of the annual ASPS meeting shall be provided to the membership not less than 60 days prior to the date of the meeting.

ARTICLE XI: INDEMNIFICATION

ASPS shall indemnify and hold harmless each elected or appointed officer and representative, now or hereafter serving this organization, from and against any and all claims and liabilities which one may become subject to by reason of having been an officer or representative of this organization. Any officer or representative by reason of an alleged act or omission as an officer or representative as aforesaid, shall be reimbursed for all legal and other expenses reasonably incurred, subject to approval by the Board, in connection with the defense against such claims or liabilities. No officer or representative shall be indemnified nor be reimbursed, however, for any expenses incurred in defending against any claim or liability arising out of willful negligence or misconduct.

The foregoing rights of officers and representatives of this organization shall not be exclusive of other rights to which they may be lawfully entitled.

ASPS shall indemnify, hold harmless and, at the request of APMA, defend APMA and its officers, directors, employees and agents from and against any and all third-party demands, claims, suits, losses, liabilities and expenses, including, without limitation, reasonable attorneys' fees and expenses (collectively, "Losses"), if and solely to the extent such Losses are based upon the acts or omissions of ASPS or its respective officers or representatives (as applicable), and if and solely to the extent such acts or omissions occur while ASPS is a recognized Affiliated Organization of APMA.

ARTICLE XII: BONDING

All officers, directors, and employees of this organization shall be bonded in an amount determined by the Board of Directors.

ARTICLE XIII: PRINCIPLES OF PROFESSIONAL CONDUCT

The principles of professional conduct of the ASPS membership shall be governed by the Code of Ethics of the American Podiatric Medical Association.

ARTICLE XIV: PARLIAMENTARY AUTHORITY

The deliberations of ASPS, its Board of Directors, and its committees shall be governed by the parliamentary rules and usages contained in the then current edition of *Robert's Rules of Order, Newly Revised* when not in conflict with these Bylaws.

ARTICLE XV: AMENDMENTS

Amendments to these Bylaws may be proposed by the Board of Directors. Any individual who is eligible to cast votes may submit a proposed amendment to the Board for its consideration.

Proposed amendments shall be distributed for vote at least 30 days prior to the deadline for receipt of votes on the proposed amendment. Amendment of these Bylaws requires a two-thirds majority of votes received from individuals who are eligible to cast votes.

Amendments made necessary by law shall be made by the Board at any regular or special meeting of the Board, whenever such necessity arises.

ARTICLE XVI: DISSOLUTION

In the event of termination, dissolution, or winding up of ASPS in any manner or for any reason whatsoever, the Directors shall, after paying or making a provision for the payment of all of the proper liabilities of the corporation, dispose of all of the remaining assets of ASPS exclusively to an entity or organization which is then exempt as an organization described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law or to more than one such exempt entity or organization, as shall be determined by the Board of Directors or, in default of any such determination, to the State of Maryland for exclusively public purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.