

# American Orthotic and Prosthetic Association

Revised Bylaws, Adopted September 28, 2018

## ARTICLE I

1. Name. The name of this Corporation is the American Orthotic and Prosthetic Association, Inc. The Corporation is a nonprofit corporation incorporated in Delaware.
2. Definitions. The following terms used in these Bylaws are defined to mean the same as if the full name were used:
  - a. *Association*. American Orthotic and Prosthetic Association, Inc.
  - b. *Board*. Board of Directors of the American Orthotic and Prosthetic Association, Inc.
  - c. *AOPA*. American Orthotic and Prosthetic Association, Inc.
  - d. *Executive Committee*. Executive Committee of the American Orthotic and Prosthetic Association, Inc.
  - e. *Orthotics and Prosthetics (O&P)*. Field of endeavor providing specially designed external prostheses and orthoses.
3. Purposes. The purposes of the Association include:
  - a. Promoting the highest levels of orthotic/prosthetic patient care services and enhancing the image and standing of orthotic and prosthetic care in the health care community and the public at large;
  - b. Providing opportunities for dialogue, education, advancement and improvement of all aspects of the O&P industry through meetings, seminars, communications, publications and other programs and activities;
  - c. Articulating and advocating the needs and interests of the O&P industry before legislative, administrative and judicial branches of local, state and national governments; and
  - d. Doing anything necessary and proper for the accomplishment of any purposes herein set forth, or which are recognized as appropriate activities for trade associations, consistent with the public interest and that of the orthotic and prosthetic field.
4. Location. The principal office of this Association is currently located in Alexandria, Virginia, and the Association may have such other offices at such other places as the Board may from time to time designate.
5. Restrictions. All policies and activities of the Association shall be consistent with:
  - a. Applicable federal and state antitrust, trade regulation and other legal requirements; and
  - b. Applicable tax exemption requirements including the requirements that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

## ARTICLE II

1. Eligibility. Eligibility for membership in the Association is limited to:

- a. Firms, corporations, institutions or other organizations substantially engaged in providing orthotic and/or prosthetic care to patients;
- b. Firms, corporations, institutions or other organizations whose principal endeavor in the orthotic prosthetic field is the performance of research or providing formal education; and
- c. Firms whose business is the manufacture and/or sale of materials, components, tools, or equipment used in fabricating orthoses and/or prostheses or providing services related to O&P patient care facilities.

As used in this Article, the term "eligible firm" includes and is limited to those business entities described in this section.

2. Categories of Membership. The categories of membership in the Association shall be:
  - a. Patient Care Facility Member. Any eligible firm substantially engaged in providing orthotic and/or prosthetic care to patients shall be eligible as a Patient Care Facility Member if such eligible firm employs a practitioner certified by and in good standing with the American Board for Certification in Orthotics and Prosthetics, Inc. (ABC), the Board for Orthotist/Prosthetist Certification (BOC), or The Board for Certification in Pedorthics (BCP), or employs a practitioner licensed by the state in which the facility operates.
  - b. Educational and Research Member. Any eligible program engaged in performing research and/or providing formal education in orthotics and/or prosthetics shall be eligible for Educational and Research Membership in the Association.
  - c. Supplier Member. Any eligible firm substantially engaged in the manufacture or sale of materials, components, tools or equipment used in fabricating orthoses or prostheses, or in providing services directly relating to O&P to those providing care to patients or manufacturing or selling materials shall be eligible for Supplier Membership in the Association.
  - d. Affiliate Member. Any branch or subsidiary of a Patient Care Facility, Supplier, or Education & Research Member of this Association shall be assessed for Affiliate Membership in the Association. Affiliate members must be within the same membership category as the parent entity.
3. Voting Members. Each Patient Care Facility, Supplier, and Educational and Research member firm shall be entitled to one vote, and shall appoint and certify to the Association an officer or designated employee to be its representative to vote.
4. Terms of Membership.
  - a. Requirements. Any eligible firm, on submission of a written membership application (the "Application") to the Association that makes payment of the required membership application fee and that meets the other conditions of membership currently in effect, may be admitted to Membership.
  - b. Admission. The Board may establish processes, standards and criteria for membership in accordance with these Bylaws. The Board shall make a determination to approve or disapprove

the Application of a prospective member by majority vote. If rejected, the Applicant shall be so notified in writing and shall be refunded the Application Fee. Such decision shall be final.

- c. **Expulsion or Suspension.** Any member may be expelled or suspended for just cause by a two-thirds vote of the Board. Sufficient cause for such suspension or termination of membership may include violation of Bylaws or any agreement, rule or practice properly adopted by the Association, or any other conduct prejudicial to the interests of the Association. Failure to pay dues or to meet the criteria for membership is presumed to be adequate reason for expulsion and does not require advance notice to the member and deliberation by the Board. Any member proposed for expulsion for another reason is given advance written notice, including the reason for the proposed expulsion, and shall be entitled to contest the proposed expulsion in accordance with procedures established by the Board.
- d. **Duration of Membership and Resignation.** Membership in the Association may terminate by voluntary withdrawal as herein provided, or otherwise pursuant to these Bylaws. The right of a member to vote and all other rights, privileges and interests as a member of the Association shall cease on the termination of membership. Any member may, by giving written notice of such intention, withdraw from membership. Such notice shall be presented to the Board. Withdrawals shall be effective on fulfillment of all obligations to the date of withdrawal.
- e. **Dues.** The Board of Directors shall establish dues for various membership categories. The current year dues rates shall be set forth in Schedule 1 attached hereto and incorporated herein. Dues payments are not refundable.

### **ARTICLE III**

1. **Board of Directors.** The governing body of the Association is the Board of Directors, which has authority and is responsible for the supervision, control and direction of the Association.
2. **Composition.** The Board of Directors shall be comprised of those Directors and their respective terms as set forth in Schedule 1. The Board of Directors shall consist of the five (5) officers, two (2) At-Large Directors, two (2) Supplier Directors, (1) Clinician Director, (1) Health Care Director, and three (3) Patient Care Facility Directors within segments established by the Board according to the number of Affiliate Members in each member segment. Any principal or employee of a Patient Care Facility member firm in the segments established by the Board is eligible to be a Patient Care Facility Director, any principal or employee of a Supplier member firm is eligible to be a Supplier Director, any principal or employee of any member firm is eligible to be an At-Large Director, any clinician certified by and in good standing with ABC, BOC or BCP or licensed by the State in which he/she practices orthotics, prosthetics, and/or pedorthics is eligible to be a Clinician Director, and any person principally engaged in the field of health care is eligible to be a Health Care Director, and neither of these two positions requires the incumbent to be employed by an AOPA member company. No member may have more than one employee serving in a non-officer position on the Board of Directors.
3. **Loss of Eligibility.** If a director no longer meets the eligibility requirement for the position for which the director was elected and, specifically, if a Patient Care Facility Director no longer meets the

eligibility requirement of the established segment, the director position shall be declared vacant and the vacancy filled by the Board pursuant to Article III, section 6:-

4. Executive Director. The Board shall hire an Executive Director as the chief staff officer to manage the day-to-day functions of the Association. The Executive Director shall serve as the Secretary for the Corporation and shall be responsible for carrying out the directions of the Board. The Executive Director shall provide the Board and membership with an annual report on the activities of the Association. The Board shall conduct an annual evaluation of the performance of the Executive Director. The Executive Director of the Association shall be a nonvoting member of the Board of Directors and the Executive Committee.

5. Elections and Terms of Office. Unless the Board of Directors shall otherwise provide, the election of directors and officers shall take place in advance of the annual business meeting exclusively by electronic ballot, electronic mail or any other means of electronic transmission approved by the Board of Directors. Any position for which there is only one nominee shall be filled by a majority vote of those members submitting a ballot. If there is more than one nominee for a position, a plurality of votes will be sufficient for election. The Secretary shall provide ballots to each voting member at least 30 days prior to the annual business meeting. Ballots must be returned to the Association within 30 days. The Patient Care Facility Directors, Supplier Directors and At-Large Directors will serve staggered three-year terms. The Clinician Director will initially serve a one year term, thereafter the Clinician Director and the Health Care Director will serve staggered two-year terms. No director may serve more than two consecutive complete terms; however a person who has previously served as a director may again be elected one year after having held the position.

6. Vacancies. If, for any reason, a vacancy occurs in a director or officer position, the Board may fill the position by appointment until the next regular election, at which time an election shall be conducted to fill the vacancy for the remainder of that position's original term. Following completion of the original term, the director is eligible to serve two additional consecutive terms.

7. Meetings. Regular meetings of the Board may be held without notice at such time and place that shall from time to time be determined by the Board. Special meetings of the Board may be called by the President on five (5) days notice to each director, either personally, by mail or by other communication to the extent permitted by law. Special meetings shall be called by the President in like manner on written request of three (3) directors.

8. Quorum. A majority of the voting members of the board shall constitute a quorum for all purposes. Proxy voting is not permitted in Board matters. Mail or electronic voting is permitted to the extent permitted by law.

9. Absence. Any member of the Board absent from a meeting shall send a communication to the President stating the reason for his absence. In the event a member incurs three consecutive absences, the seat on the Board may be declared vacant.

10. Compensation. No elected officer or voting director other than the Health Care Director shall receive compensation for services, except that the Board may provide for reimbursement to any officer or director of expenses properly incurred in connection with Association duties. The Board shall

appoint the Health Care Director by majority vote, upon the recommendation of the Executive Committee and establish appropriate compensation for the Health Care Director commensurate with the position.

#### **ARTICLE IV**

1. Officers. The elected officers of the Association in order of rank shall be President, President-Elect, Immediate Past President, Vice President and Treasurer. The Board shall designate the Executive Director as Secretary. The Officers shall serve as the Executive Committee, and the Secretary shall be a nonvoting, ex officio member of the Executive Committee.

2. Qualifications. Officers, except for the Secretary, must be a principal or employee of a member firm. No person may hold more than one office at the same time. Officers may serve consecutive terms.

3. Election and Term of Office. Officers, except for the Secretary, are elected by the entire voting membership of the Association. The President-Elect shall serve a one-year term as President-Elect, a one-year term as President, and a one-year term as Immediate Past President. The President-Elect shall automatically succeed to the office of President and Immediate Past President. The Vice President's term of office is one (1) year. The Treasurer's term of office is two (2) years. Terms of office shall begin on the first day of the fiscal year following election and continue through the last day of that same fiscal year or until a successor is duly elected.

4. Duties of Officers:

- a. Duties of the President. The President shall preside at meetings of the Association and the Board of Directors and shall be a voting member of all committees. The President shall set the agendas for all meetings in consultation with the Executive Director, and shall ensure that the Board of Directors and the membership is kept informed on the conditions and operations of the Association. The President shall make appointments to all committees and work groups.
- b. Duties of the President-Elect. The President-Elect shall, in the temporary absence or disability of the President, perform the duties and exercise the powers of the President, and shall also perform such other duties as the President or the Board shall prescribe.
- c. Duties of the Immediate Past President. The Immediate Past President shall serve as an advisor to the President and undertake such tasks as may be assigned by the President or the Board.
- d. Duties of the Vice President. The Vice President shall support the President and the President-Elect in exercising their duties and shall also perform such other duties as prescribed by the Board.
- e. Duties of the Treasurer. The Treasurer is the financial officer of the Association and is responsible for the overseeing all financial transactions approved by the Board of Directors. The Treasurer shall ensure that all sums received by the Association are deposited in approved banks, savings institutions or otherwise held in trust, and shall make a report at the annual business meeting, or whenever called upon by the President or the Board. The funds, books, and vouchers of the Association shall be at all times subject to verification and inspection by

the Board, and the accounts shall be audited annually by a firm of certified public accountants. Any person having the authority to disburse Association funds shall furnish, at Association expense, a fidelity bond approved by the Board in such sum as the Board shall prescribe.

- f. Duties of the Secretary. The Secretary shall be responsible for all official minutes and corporate records of the Association.

## **ARTICLE V**

1. Annual Business Meeting. The Association shall conduct an annual business meeting. The annual business meeting of the Association shall be held during the time of the annual National Assembly, unless otherwise ordered by the Board. Notice of such meeting shall be delivered to each member at least 30 days before the time appointed for the meeting.
2. Special Meetings. The Board may call special meetings of the Association at any time. Alternatively, on the written request of 10 percent of voting members of the Association, the President shall call a special meeting, to consider a specific subject within 60 days of receipt of such request. Notice of any special meeting shall be delivered to each member at least 15 days in advance, with the statement of time and place and the information as to the subject or subjects to be considered.
3. Voting. Voting at the annual business meeting may be in-person or by proxy.
4. Quorum. A quorum at an annual or special meeting of the Association shall consist of 10 percent of the voting members. Members may be present either in person or by proxy at any meeting of the Association. If a special meeting called to consider a specific subject is adjourned for lack of a quorum, the request for a special meeting shall lapse and the President shall refer such specific subject to the Board.
5. Proxies. The representative of a voting member (as defined in Article II, section 3. e) may designate a principal or employee of another member as proxy to act on behalf of the designating voting member at any specific annual or special meeting of the Association. No member may hold more than 10 proxies in addition to their own vote. The Board shall prescribe the form and method for submitting proxies.
6. The order of business for annual or special meetings shall be determined by rules prepared by the Board. The chair without debate shall decide any question as to priority of business.
7. The rules contained in most recent edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

## **ARTICLE VI**

1. Executive Committee. The Executive Committee consists of the five elected officers of the Association: President, President-Elect, Vice President, Immediate Past-President, and the Treasurer. The Executive Director shall serve as a nonvoting member of the Executive Committee. The

responsibilities of the Executive Committee are: (a). to act on urgent business as designated by the Board when the Board is not in session; (b). to act as a Finance Committee for the Board; (c). to oversee the work of the Executive Director in the day-to-day affairs of the Association; and (d). to perform other duties the Board may delegate not precluded by these Bylaws or by statute.

2. Nominating Committee. The Nominating Committee shall be chaired by the Immediate Past President, and be composed of the chair, the President, and the prior Immediate Past President.

The Nominating Committee is tasked with slating eligible candidates for all AOPA elections. Eligible candidates also may be nominated by petition submitted by the authorized representatives of at least 5% of the voting members, provided that each such candidate confirms to the Secretary in writing his or her acceptance of the nomination and, if elected, his or her willingness to serve. Petitions and candidate confirmations must be received at least 90 days prior to the annual business meeting.. In addition, the Nominating Committee shall act as a standing committee for identifying and developing leadership within the Association.

3. Committees, Work Groups and Task Forces. The Board may establish committees, work groups or task forces as deemed necessary and shall determine the charge, scope and authority of such committees, work groups and task forces as it may from time to time deem necessary. The President shall appoint the members of such committees, work groups and task forces after seeking the advice and counsel of the Board.

## **ARTICLE VII**

1. Bylaws Amendment. These Bylaws may be amended by a two-thirds affirmative vote of those present, in person and by proxy, and voting at any duly organized meeting of the Association. The proposed change must be delivered to each member at least 30 days before the time of meeting which is to consider the change. Any proposed change so submitted may be amended by a two-thirds affirmative vote of those present and voting.

Alternatively, the Board may determine that these Bylaws may be amended by a mail or electronic ballot, to the extent permitted by law. In this event, ballots containing the proposed amendment will be delivered to the member. A ballot must be executed by an authorized representative of the member, returned and received by the Association within 30 days. Forty percent of the membership is required to vote, and a two-thirds affirmative vote of the returned ballots is required to amend the Bylaws.

2. Suspension. The 30 day notice provision of Section I of this article may be suspended by a three-fourths consent of those present, in person or by proxy, and voting. Any Bylaws amendment proposed under suspension of the rules must have been submitted to the Secretary before the start of the meeting.

## **ARTICLE VIII**

Indemnification. The Board shall, to the extent permitted by law, regardless of the adverse interest of any or all of the directors, indemnify, reimburse, or otherwise compensate, at corporate expense, any persons made a party, or threatened to be made a party, to any threatened, pending or completed action,

suit or proceedings, whether civil, criminal, administrative, or investigative, except in an action by or in the right of the Corporation, by reason of the fact that he or a person whose legal representative or successor he is, is or was a director, officer, agent, committee member or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, committee member or agent of another corporation, partnership, joint venture, trust or other enterprise, for expenses, including attorneys' fees, and any judgment, money, decree, fine, penalty or settlement for which he may have become liable, actually and reasonably incurred by him in connection with the defense or reasonable settlement of any such action, suit or proceeding or any appeal therein, provided that such person has acted in good faith and in a manner that said person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, and except in relation to matters as to which he, or such person adjudged in any action, suit or proceeding, to be liable for negligence or misconduct in the performance of his duties to the Corporation. The Association shall be authorized, but not required, to purchase insurance to fund this indemnification liability.

## **ARTICLE IX**

Dissolution: On dissolution, after payment of all debts and liabilities due and owing, the assets of the corporation shall be distributed to an organization exempt from tax under Section 501(c) of Internal Revenue Code. The Board shall select the recipient of these assets.