



BYLAWS

The American Board of Podiatric Surgery
445 Fillmore Street
San Francisco, California 94117-3404

As amended August 2007

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Bylaws of The American Board of Podiatric Surgery

CHAPTER I – NAME

The name of this corporation shall be THE AMERICAN BOARD OF PODIATRIC SURGERY (hereinafter designated as “the ABPS”).

CHAPTER II – OBJECTIVES AND GOALS

The goals of the ABPS are to protect and improve the health and welfare of the public by the advancement of the art and science of podiatric surgery by the following objectives:

1. To encourage the attainment, through formal training programs, of the competencies necessary for the successful practice of the art and science of podiatric surgery.
2. To verify that candidates are qualified to enter the board certification process of the ABPS.
3. To act upon applications for certification of legally licensed, actively practicing podiatrists, to ascertain their fitness and competency in the art and science of podiatric surgery.
4. To grant certification status to those candidates who have successfully completed all required elements in the evaluation of competency and proficiency in the art and science of podiatric surgery.
5. To verify the continual maintenance of competency and proficiency in the art and science of podiatric surgery after initial certification status has been achieved.
6. To perform such other duties as are appropriate for the advancement and promotion of the art and science of podiatric surgery.
7. To perform such other duties as appropriate to the accomplishment and advancement of the above-stated objectives.

CHAPTER III – ORGANIZATION

Section 1. NONPROFIT CORPORATION - The American Board of Podiatric Surgery is a nonprofit corporation organized under the laws of the District of Columbia.

Section 2. DISSOLUTION - In the event of dissolution of the corporation, its assets shall be distributed in accordance with the purposes of this corporation as directed by the Articles of Incorporation and

1 under the applicable laws of the District of Columbia, upon payment of all indebtedness of the
2 corporation.

3
4 Section 3. CORPORATE SEAL - The corporate seal shall remain in the possession of the Executive
5 Director of the ABPS at the offices of the corporation. The Corporate seal shall be inscribed “American
6 Board of Podiatric Surgery, Inc., District of Columbia, 1975.”

7
8
9 CHAPTER IV – MEMBERSHIP

10
11 Section 1. TWO SECTIONS OF MEMBERSHIP - The ABPS shall consist of two (2) sections, the
12 members of which shall be collectively referred to as “members of the ABPS.”

13
14 (A) American Board Section. One section shall be called the American Board Section and its
15 members shall be referred to as “Diplomates of the American Board of Podiatric Surgery”
16 (hereinafter referred to as the American Board Section). The American Board Section
17 members shall satisfy or shall have satisfied the requirements for certification as enumerated
18 in the then existing ABPS Bylaws and Policies (except as provided in Section 2 below).

19
20 (B) Ambulatory Section. The other section shall be called the Ambulatory Section and its
21 members shall be referred to as “Diplomates of the American Board of Ambulatory Foot
22 Surgery, a Section of the American Board of Podiatric Surgery” (hereinafter referred to as
23 the Ambulatory Section). The Ambulatory Section members are Diplomates of the
24 American Board of Ambulatory Foot Surgery (hereinafter designated the former ABAFS),
25 including those persons who were admitted as Diplomates of the former ABAFS pursuant to
26 the ABPS and the former ABAFS plan of merger. It is the intent of the members of ABPS,
27 upon the admission of all of the former ABAFS members in accordance with the plan of
28 merger, that the Ambulatory Section will induct no members whatsoever.

29
30 Section 2. AMBULATORY SECTION REQUIREMENT FOR AMERICAN BOARD SECTION
31 MEMBERSHIP - An Ambulatory section member may become an American Board Section member
32 pursuant to the certification requirements enumerated in Chapter X, Section 1.

33
34 Section 3. VOTING - All members of ABPS shall have one (1) vote on matters of the ABPS. If a
35 diplomate is a member of both sections of ABPS, he/she shall have only one (1) vote on ABPS matters.

36
37
38 CHAPTER V – MEETINGS OF MEMBERS

39
40 Section 1. ANNUAL MEETINGS - The annual meeting of the members of the ABPS shall be held at
41 the same time and place as the Annual Scientific Meeting of the American College of Foot and Ankle
42 Surgeons (ACFAS).

43
44 Section 2. SPECIAL MEETINGS - Special meetings of the members of the ABPS may be called by the
45 President or by the Board of Directors and shall be called by the President at the request of not less than
46 ten percent (10%) of the members of the ABPS.

1 Section 3. NOTICE OF MEETINGS - Members of the ABPS shall receive written notice no less than
2 thirty (30) days before the date of any meeting. Such notice shall state the place, date, and hour of the
3 meeting and the purpose for which the meeting has been called.
4

5 Section 4. QUORUM - The quorum for the transaction of business at any regular or special meeting
6 shall be fifty (50) members of the ABPS represented in person or by proxy.
7

8 Section 5. PROXIES - At all meetings of members of the ABPS, a member may vote by proxy executed
9 in writing by the member holder or by his authorized agent or representative. A proxy form will be sent
10 to the members of the ABPS along with the notice of the special or the annual meeting. Such proxy
11 shall be filed with the Executive Director of the ABPS before or at the time of the meeting. No proxy
12 shall be valid after sixty (60) days from its date unless otherwise provided in the proxy.
13

14 Section 6. MAIL VOTE - In lieu of voting at meetings, voting on issues by the members of the ABPS may
15 be by mail ballot and/or by electronic means determined by the Board of Directors to be capable of providing
16 accurate and verifiable voting, and adopted by the Board for such voting, either accompanied by or preceded
17 by the provision to the members of information of a type that would be required in a notice of a meeting were
18 the matter to be voted on at a meeting. This voting may be taken without an annual or special meeting or as
19 an alternative to proxies at an annual or special meeting.
20

21 Section 7. VOTES REQUIRED FOR MEMBER ACTION - When an action other than the selection of
22 a director is to be taken by vote of the members of the ABPS (whether at a meeting or by a mail and/or
23 electronic ballot), it shall be authorized by a majority of the votes cast unless a greater plurality is
24 required by express requirement of the statutes or of the Articles of Incorporation, in which case such
25 express provision shall govern and control the decision of such question. Except as otherwise expressly
26 required by the Articles of Incorporation, directors shall be elected by a plurality of the votes cast at an
27 election.
28

29 Section 8. ORDER OF BUSINESS - The Board of Directors shall establish the order of business for the
30 annual meeting.
31

32 (A) Record Date. For the purpose of determining the members entitled to notice of or to vote at
33 any meeting of members or any adjournment thereof, the Board of Directors may fix in
34 advance a record date which shall not be more than sixty (60) days nor less than ten (10)
35 days before the date of the meeting. If no record date is fixed, the record date of the
36 determination of members entitled to notice of or to vote at a meeting of members shall be
37 at the close of business on the day prior to the day on which notice of the meeting of
38 members is sent. A determination of members of record entitled to notice of or to vote at a
39 meeting of members shall apply to any adjournment of the meeting, unless the Board fixes a
40 new record date for the adjourned meeting.
41

42 (B) Waiver of Notice. Whenever any notice is required to be given under the provisions of the
43 Bylaws to any person or persons, a waiver of such notice in writing signed by the person or
44 persons entitled to the notice, whether signed before or after the time stated in the notice,
45 shall be deemed equivalent to such notice. Attendance at any meeting, in person or, in the
46 case of a member, by proxy, without objection to the manner in which notice of the meeting

1 has been given, shall be deemed a waiver of notice thereof; except that where such attend-
2 ance is for the express purpose of objecting at the beginning of such meeting to the
3 transaction of any business because the meeting is not lawfully called or convened, then
4 such attendance shall not constitute a waiver of notice.
5

6 (C) Chairman of Members Meeting. The President, or a President-elect, shall call meetings of
7 members to order, and shall act as chair of such meetings. The Secretary shall act as
8 secretary of all meetings of members; but in the absence of the Secretary, the chair of the
9 meeting may appoint any person to act as secretary of the meeting.

10
11 (D) Adjournment of Meeting. The members present at any meeting of members, though less
12 than a quorum, by majority vote may cause the meeting to be adjourned to a later time. No
13 notice need be given of any adjourned meeting of members if the time and place to which
14 the meeting is adjourned are announced at the meeting at which the adjournment is taken
15 and at the adjourned meeting only such business is transacted as might have been transacted
16 at the original meeting. However, if after the adjournment the Board of Directors fixes
17 a new record date for the adjourned meeting, a notice of the adjourned meeting shall be
18 given to each member of record on the new record date entitled to notice.
19
20

21 CHAPTER VI – BOARD OF DIRECTORS

22
23 Section 1. FUNCTIONS AND DUTIES - The management of the corporation shall be vested in a
24 Board of Directors of nine (9) members. Except as specifically provided in the corporation's Articles of
25 Incorporation, or these Bylaws, all rights, powers, duties and responsibilities related to the management
26 and control of the corporation's property, activities and affairs are vested in the Board of Directors. In
27 addition to the power and authority expressly conferred upon it by the Articles of Incorporation and
28 these Bylaws, the Board of Directors may take any lawful action on behalf of the corporation that is not
29 by law, by the Articles of Incorporation, or by these Bylaws required to be taken by some other party.
30

31 In addition, the Executive Director shall serve on the Board of Directors as an ex-officio member
32 without vote. The Board of Directors may, from time to time, establish such specific requirements for
33 itself as it may deem necessary to maintain minimum standards of performance for the Board of
34 Directors.
35

36 Section 2. BOARD ELECTIONS

37
38 (A) Nominations. In accordance with the provisions of these Bylaws, the Nominating
39 Committee shall, by February 15 of each year in which an election will be held, deliver a
40 written statement to the Executive Director containing the names of at least the same
41 number of diplomates for the position of director as there are positions available including
42 unexpired and vacant positions. The Nominating Committee shall separately nominate
43 candidates for regular three-year positions and for any unexpired and vacant positions. The
44 committee is encouraged to nominate more candidates than there are positions available in
45 order to enhance membership election options. The Executive Director shall forward these

1 nominations to all diplomates entitled to vote before February 28 of that year. The notice
2 sent to the membership shall indicate:
3

- 4 (1) The committee's nominations, including a designation of incumbent status when
5 applicable, and whether a nomination is for a regular three-year position or an
6 unexpired and vacant position.
7
- 8 (2) That members have the right to petition for additional nominees by providing a
9 petition listing the proposed nominee and containing the signatures of at least five
10 percent (5%) of the membership.
11
- 12 (3) The number of signatures required in the current year.
13
- 14 (4) The number of available director positions, including those unexpired and vacant
15 terms.
16
- 17 (5) That no diplomate may sign more petitions for nominees than there are positions
18 available for the election of new directors.
19
- 20 (6) That all such petitions must be received by March 30 in order to be effective.
21
- 22 (7) That the Executive Director must validate the signatures by April 5.
23

24 (B) Ballot. Balloting shall be by mail and/or by electronic means determined by the Board of
25 Directors to be capable of providing accurate and verifiable balloting and adopted by the
26 Board for such balloting. All names of the committee's nominees and validated petition
27 nominees shall be placed on the ballot. The ballot shall specifically designate incumbent
28 Board member selections, Nominating Committee selections, and petition selections. The
29 Executive Director shall mail and/or otherwise provide the ballot to the membership by
30 April 15. All votes received by the Executive Director before May 20 through a verifiable
31 electronic process adopted by the Board or by mail which have been postmarked on or
32 before May 15 shall be counted. Votes received by any adopted method later than May 20
33 or by mail postmarked later than May 15 will not be counted.
34

35 (C) Determination of Election Results. Those diplomates necessary to fill all available director
36 positions in the category for which they were nominated, either regular three-year positions
37 or vacant and unexpired positions, receiving the highest number of votes as determined by
38 the Executive Director, shall be declared the new directors of the American Board of
39 Podiatric Surgery upon completion of the tally of the ballots. In the event of a tie vote in
40 either category, the existing Board of Directors (as of April 15) shall select a new director
41 from among those diplomates nominated in that category who had an equal number of
42 votes cast in their favor.
43

- 44 (1) Any such existing Board of Directors member who was nominated for a director's
45 position on the new Board of Directors shall abstain from participation in the
46 selection process.

1 (2) The existing Board of Directors shall meet (either in person or through a telephonic
2 meeting) within seven (7) days of the Executive Director's announcement of an
3 inconclusive tie election.
4

5 (3) The Board of Directors must select a diplomate for the new Board of Directors
6 position from among those candidates who were, by virtue of the number of votes
7 received in the election, tied for the Board of Directors position.
8

9 (D) Assumption of Duties. The new directors shall take office effective September 1 of the
10 year of their election.
11

12 (E) Executive Director Replacement. In the event that the Executive Director is unable to
13 perform any of the duties specified in this section, the President, or his successor, shall
14 appoint a Board of Directors member to perform any and all of the responsibilities assigned
15 by this section to the Executive Director. The Board of Directors member so appointed to
16 replace the Executive Director for the purpose of the election shall not be standing for
17 reelection.
18

19 Section 3. VACANCY - Between elections, the President with approval of the Board of Directors shall
20 appoint a member of the ABPS to a vacancy occurring on the Board of Directors caused by death,
21 resignation, expulsion, or other reason. Such appointment shall expire at the time of taking of office of a
22 Director elected through the ABPS nomination and election process to fill that vacancy for such
23 unexpired term remaining. In the event that a vacancy arises in any office provided for in these Bylaws,
24 the President or his successor, with the approval of the Board of Directors, shall appoint another member
25 of the Board of Directors to fill such unexpired term.
26

27 Section 4. TENURE AND QUALIFICATIONS - Directors shall be elected for a three-year term or to
28 any unexpired portion of the term of a vacant position. No director may be elected to more than two (2)
29 consecutive elected terms. However, service filling the remainder of a vacant and unexpired term prior
30 to an election shall not constitute one of the two consecutive terms for the period of the aforementioned
31 limitation. To be eligible for the election to the Board of Directors, the nominee must have been a
32 member of the ABPS for at least three (3) years prior to such election. ABPS Diplomates must have
33 Active status to be eligible for election to, and for continued membership on, the Board of Directors.
34

35 Section 5. ANNUAL MEETING - The annual meeting of the Board of Directors shall be held without
36 notice other than this Bylaw immediately after and at the same place as the annual meeting of the
37 members of the ABPS.
38

39 Section 6. REGULAR MEETINGS - A schedule of regular meetings of the Board of Directors may be
40 established by the Board of Directors at the Annual Meeting of the Board of Directors, and modified as
41 necessary thereafter, and no further notice of such meetings needs to be provided to any Director.
42

43 Section 7. SPECIAL MEETINGS - Special meetings of the Board of Directors may be called by or at
44 the request of the President or at the request of a majority of the Board of Directors. The person or
45 persons authorized to call special meetings of the Board of Directors may fix the place within or without
46 the District of Columbia for holding any special meeting of the Board of Directors called by them.

1 Section 8. QUORUM AND VOTING - A majority of the number of directors then in office shall
2 constitute a quorum for the transaction of business at any meeting of the Board of Directors. The vote of
3 a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board
4 of Directors unless a greater vote is required by law, the Articles of Incorporation, or these Bylaws.
5 Each director present shall have one vote. A director shall be entitled to vote by proxy.

6
7 Section 9. IMMEDIATE PAST PRESIDENT - The Immediate Past President whose term has expired
8 on the Board of Directors shall also serve on the Board as an ex-officio member without vote.

9
10 Section 10. ELECTRONIC MEETINGS - The Board of Directors shall have the authority to hold
11 electronic Board meetings by means of a conference telephone or other electronic communications
12 equipment allowing all persons participating in the meeting to hear each other at the same time
13 provided an officer or the Executive Director has contacted all of the Board of Directors members who
14 are in the continental United States and provided at least a majority of the voting Board of Directors
15 members are available for such a meeting. Participation by such means shall constitute presence in
16 person at a meeting. The actions taken at such a meeting shall be memorialized and acknowledged by
17 each member in attendance. Such action shall be binding on the Board of Directors.

18
19 Section 11. ACTION WITHOUT MEETING - Any action required or permitted to be taken by the
20 Board of Directors at a meeting may be taken without a meeting, if before or after such action, all
21 members of the Board of Directors consent in writing to such action.

22
23 Section 12. RESIGNATION - A director may resign by giving written notice to the President or the
24 Executive Director. Unless otherwise specified in the resignation, the resignation shall take effect upon
25 receipt, and acceptance of the resignation shall not be necessary to make it effective.

26
27 Section 13. CONFIDENTIALITY AND CONFLICTS OF INTEREST - At the commencement of his or
28 her term of office, each director shall sign an agreement stating that the director will not disclose any
29 confidential information. If a question is raised as to the confidentiality of certain information,
30 confidentiality will be determined by a vote of the directors. Each director will further agree to fully and
31 to promptly disclose to the Board of Directors any existing or potential conflict of interest the director
32 may have, of a personal, professional, business, or financial nature. After full disclosure, the Board of
33 Directors shall determine whether or not the director shall be recused from voting on any matter
34 involving the conflict.

35 36 37 CHAPTER VII – OFFICERS AND DUTIES

38
39 Section 1. NUMBER - The officers of the corporation shall be the President, President-elect, and
40 Secretary-Treasurer.

41
42 Section 2. ELECTION - The officers of the corporation shall be elected by the Board of Directors from
43 amongst the Board of Directors members at the first meeting subsequent to the mail ballot election of
44 the directors.

45
46 Section 3. ASSUMPTION OF DUTIES - The officers shall take office effective September 1 of the
47 year of their election.

1 Section 4. TERM - Officers shall be elected for one-year terms and may be reelected for one additional
2 term.

3
4 Section 5. DUTIES - In addition to the powers and duties set forth below the officers shall have such
5 authority and shall perform such duties as may be determined by the Board of Directors:

6
7 (A) President. - The President shall preside at all meetings of the Board of Directors and of the
8 members of the ABPS and conduct the meetings in accordance with Robert's Rules of
9 Order. Except for those duties delegated to the Executive Director, he/she shall perform
10 such other duties as are consistent with his/her office in addition to those that are
11 specifically prescribed by these Bylaws as then revised.

12
13 (B) President-Elect. - The President-elect shall perform all duties of the President in his/her
14 absence or inability to act. He/she shall assume the office of President in case of a vacancy
15 in that office for any cause. He/she shall generally assist the President in the performance
16 of his/her duties.

17
18 (C) Secretary-Treasurer. - The Secretary-Treasurer shall be responsible for maintaining full and
19 complete records of all proceedings of the ABPS; acting as custodian of all the ABPS
20 monies and holding, investing, or conveying the funds at the direction of the Board of
21 Directors; and carrying out such other duties as are consistent with his/her office.

22
23 Section 6. REMOVAL FROM OFFICE AS AN OFFICER - The Board of Directors may suspend or
24 remove any officer for neglect of duty or misconduct in office by an affirmative vote of two-thirds of the
25 members of the Board of Directors. Any vacancy thus created shall be filled in a manner consistent with
26 these Bylaws.

27 28 29 CHAPTER VIII – EMPLOYEES

30
31 Section 1. AUTHORITY - The Board of Directors shall be empowered to employ an Executive
32 Director and such personnel as it deems necessary to manage the affairs of the ABPS and to carry out its
33 policies and objectives.

34
35 Section 2. TENURE AND COMPENSATION - The Board of Directors shall further determine the
36 tenure and compensation of such employees, consultants, or other agencies.

37
38 Section 3. EXECUTIVE DIRECTOR - The Executive Director shall be the executive head of the ABPS
39 office and shall engage all employees except as otherwise provided by these Bylaws. The Executive
40 Director shall cooperate with, advise, and coordinate the activities of all committees and shall be an ex-
41 officio member of all standing committees and the Board of Directors without voting privileges. Further
42 duties may be prescribed by contract under the direction of the Board of Directors.

43
44

1 CHAPTER IX – COMMITTEES

2
3 Section 1. STANDING COMMITTEES - The President, with the approval of the Board of Directors,
4 and unless specifically otherwise provided in these Bylaws, shall appoint such committees as may from
5 time to time be necessary for the proper conduct and management of the ABPS. The standing
6 committees of the ABPS shall be:

- 7
- 8 (A) Credentials Committee. - The Credentials Committee shall consist of members of the
9 ABPS, and shall include the President-elect of the ABPS as a member. The Board of
10 Directors shall determine the size, other membership and the chair of the committee upon
11 recommendation of the President-elect of the ABPS. The Credentials Committee shall be
12 responsible for reviewing and evaluating the credentials of all applicants to the ABPS and
13 shall present such approved lists to the Board of Directors. The committee shall review
14 and evaluate the ethical standing of candidates to determine the character and fitness of
15 each candidate and report the findings and recommendations to the Board of Directors for
16 appropriate action.
- 17
- 18 (B) Examinations Committee. - The Examinations Committee shall consist of members of the
19 ABPS. The Board of Directors shall determine the size, membership and chair of the
20 committee upon recommendation of the President-elect of the ABPS. This committee shall
21 be composed of qualified and distinguished members of the ABPS who shall also represent
22 the broad geographical distribution of the membership. This committee shall be responsible
23 for the preparation, administration, and evaluation of the examination. It shall continually
24 strive to upgrade the methodology utilized for the evaluation of such candidates.
- 25
- 26 (C) Nominating Committee. - The Board of Directors, upon recommendation of the President-
27 elect of the ABPS, shall annually appoint a Nominating Committee which shall be
28 composed of three (3) members of the ABPS, two (2) of whom shall not be directors. The
29 Immediate Past President shall be a member of and shall chair the Committee. The
30 Nominating Committee shall in the following order:
- 31
- 32 (1) Consider and develop a list of members for potential nomination for election as
33 directors.
 - 34 (2) Review that list with the Board of Directors to determine whether such potential
35 nominees are members in current good standing with the ABPS.
 - 36 (3) Communicate with potential nominees determined to be in good standing to
37 ascertain their willingness to be nominated for, and serve as, directors, and
 - 38 (4) Make recommendations for such nominations for election of directors to the
39 members for election as provided in these Bylaws.
- 40
- 41 (D) Credentialing Guidelines Committee. - The Credentialing Guidelines Committee shall be
42 annually appointed by the Board of Directors upon recommendation of the President-elect
43 and consist of four (4) members of the Board of Directors, one (1) of whom shall be
44 appointed chairperson. This committee shall be responsible for reviewing and refining
45 criteria and guidelines for foot surgery and reconstructive rearfoot and ankle surgery for
46 credentialing purposes. The committee shall recommend to the Board of Directors

1 classifications for surgical procedures and lower extremity pathology for credentialing
2 purposes. The Credentialing Guidelines Committee shall also recommend to the Board of
3 Directors for approval the appropriate number of case documentations for each category of
4 Board certification; the categories of surgical cases; and the number of procedures under
5 each surgical category.
6

7 (E) Executive Committee. - The Executive Committee shall consist of the officers and the
8 Immediate Past President and shall represent the ABPS in its ongoing relationships with
9 other professional organizations. The committee shall not bind the ABPS in any matter
10 without specific authority or approval from the Board of Directors.
11

12 (F) Communications Committee. - The Communications Committee shall be annually
13 appointed by the Board of Directors upon recommendation of the President-elect and shall
14 be composed of at least four (4) members. Upon recommendation of the President-elect,
15 the Board of Directors will appoint the chair of the committee from among the committee
16 members. The purpose of the committee is to guide communications between the ABPS
17 and its members, prospective members and the public.
18
19

20 CHAPTER X – REQUIREMENTS FOR CERTIFICATION AND BOARD QUALIFIED

21
22 Section 1. REQUIREMENTS FOR BOARD CERTIFICATION AND BOARD QUALIFIED - Board
23 certification or Board Qualified status may be conferred upon candidates who (1) have graduated from a
24 college of podiatric medicine that has been accredited by the Council on Podiatric Medical Education of
25 the American Podiatric Medical Association; (2) hold a current and unrestricted license granted by a
26 state, district, or other United States jurisdiction, or by a Canadian province; (3) have successfully
27 completed the post-doctoral requirements under one of the categories established in ABPS Document
28 110, and; (4) have not been convicted of either a felony related to the delivery of a healthcare item or
29 service or any offense which causes his/her license to practice podiatry to be revoked in any state.
30

31 Section 2. APPLICATIONS - Application for Board certification or Board Qualified shall be made on
32 the form designated by the Board of Directors and shall be forwarded to the Executive Director of the
33 ABPS within the time limitations established by the Board of Directors.
34

35 Section 3. FEES - The Board of Directors shall determine the amount of the application and registration
36 fees. These fees must be paid in full prior to participating in an examination for Board Qualified or
37 Board certification.
38

39 Section 4. ETHICAL REQUIREMENTS - Board certification or Board Qualified shall be conferred on
40 and be maintained by those podiatrists who subscribe and adhere to the principles of professional
41 conduct embodied in the Code of Ethics of the American Podiatric Medical Association, provided that
42 membership in any professional organization shall not be required as a condition for certification.
43

44 Section 5. ADVERTISING OF BOARD CANDIDACY AND/OR STATUS - Candidates, individuals
45 holding Board Qualified status and members must abide by the Advertising Policies established by the ABPS.
46 False advertising of Board Qualified and/or Board status, or advertising deemed by the ABPS to be not in

1 compliance with the Advertising Policies shall be a basis for the Board of Directors to impose those sanctions
2 set forth in the Advertising Policies, including, without limitation, the denial of the right of a candidate to sit
3 for the Board Qualified or certification examination for a period of time to be determined by the Board of
4 Directors or the revocation of a member's Diplomate status
5

6 7 CHAPTER XI – EXAMINATIONS 8

9 Section 1. NOTICE - Notice of the annual examination shall be given in appropriate publications at
10 least six (6) months in advance of such examination. Such notice shall provide information regarding
11 the time, place, and date that is fixed by the Board of Directors for such examinations.
12

13 Section 2. POLICIES - The Board of Directors shall have the authority to set examination policies
14 regarding time limits for which applications and case documentation are valid, and the requirements,
15 qualifications, and fees for the reexamination of any candidate who failed an examination for admission
16 to the ABPS.
17

18 Section 3. DETERMINATION OF PASSING SCORES - The Board of Directors shall have the
19 authority to determine passing scores on examinations. The decision of the Board of Directors
20 concerning the successful completion of an examination shall be final.
21

22 Section 4. CONTENT - All examinations shall be comprehensive and shall include a broad scope of
23 questions on both the medical and clinical aspects of podiatric surgery.
24
25

26 CHAPTER XII – DIPLOMATE CERTIFICATE 27

28 Section 1. SEAL AND INSCRIPTION - A suitable certificate bearing the seal of the American Board
29 of Podiatric Surgery shall be inscribed for each candidate who satisfies the requirements for
30 certification.
31

32 Section 2. TYPE - Candidates completing the requirements for certification shall receive the
33 appropriate certificate pursuant to the ABPS policy.
34

35 Section 3. OWNERSHIP - The certificate shall remain the property of the ABPS and shall be returned
36 to the ABPS if for any reason the certified status of the member has been revoked.
37

38 Section 4. TIME LIMIT - All certificates issued after 1990 for certification in foot surgery or
39 certification in foot and reconstructive rearfoot and ankle surgery shall carry a time limit of ten (10)
40 years for which the certificate is active.
41
42

1 CHAPTER XIII – STATEMENT OF BOARD QUALIFIED

2
3 Section 1. LETTER AND SEAL - An appropriate letter bearing the seal of the American Board of
4 Podiatric Surgery shall be provided to those candidates who have satisfied the requirements for Board
5 Qualified status as herein provided.

6
7 Section 2. TIME LIMIT - Board Qualified candidates shall have a time limit of seven (7) years during
8 which the status is active. If a Board Qualified candidate does not complete the certification process
9 within seven (7) years after becoming Board Qualified, all rights and privileges of Board Qualified
10 status shall cease.

11
12
13 CHAPTER XIV – REVOCATION

14
15 Section 1. AUTHORITY - The Board of Directors shall have the authority to revoke any “Diplomate of
16 the American Board of Podiatric Surgery” certificate and any “Diplomate of the American Board of
17 Ambulatory Foot Surgery” certificate, any “Board Qualified” letter or status and such person shall cease
18 to be a member of, or have any status with, the ABPS for the following reasons:

- 19
20 (A) If the individual has failed to pay the annual re-registration fee as provided in these
21 Bylaws.
- 22
23 (B) If the individual has failed to pay a special assessment as provided in these Bylaws.
- 24
25 (C) If the individual is convicted of either a felony related to the delivery of a healthcare item
26 or service or of any offense that causes his license to practice podiatry to be revoked in any
27 state.
- 28
29 (D) If the individual misrepresents facts or provides false information in connection with an
30 application for certification, recertification or other ABPS status or documents.
- 31
32 (E) If the individual advertises his/her certification status to the public in a false, deceptive, or
33 misleading manner.
- 34
35 (F) If the individual fails to complete any applicable self-assessment requirements within the
36 time frame set forth in these Bylaws.

37
38 Section 2. HEARING - Prior to revocation of diplomate status, the member shall receive written notice,
39 by registered or certified mail, return receipt requested, of the charges or grounds relied on. He/she shall
40 be entitled to a hearing before the Board of Directors and he/she may be represented by counsel. If a
41 hearing is requested by the member, thirty (30) days written notice of the date of the hearing shall be
42 given to the member by registered or certified mail, return receipt requested, to his/her last known
43 address. The hearing may be held at a meeting of the Board of Directors, or at a special meeting called
44 for that purpose. The decision of the Board of Directors shall be final unless within thirty (30) days
45 from the date of notification of that decision, by certified mail, return receipt requested, a written request
46 for appeal is made by the respondent to the Executive Director of the ABPS for a rehearing before the

1 members of the ABPS. Such rehearing shall take place at the next annual meeting of the ABPS. At that
2 time, the members may uphold such revocation by a two-thirds (2/3) majority vote or reverse the
3 proposed revocation by a majority vote. The decision thus rendered by the members of the ABPS shall
4 be final.

5
6 Section 3. REVOCATION WITHOUT HEARING - The Diplomate status for members who have
7 failed to pay annual re-registration fees and/or any special assessments, may be revoked by the Board of
8 Directors without any hearing or appeal process provided in these Bylaws applying to such revocations.

9
10 Section 4. REINSTATEMENT - The Board of Directors has the responsibility to determine when or if
11 evidence is sufficient to warrant reinstatement of a member and his certificate and whether such
12 reinstatement may require additional examination and evaluation of the applicant's professional
13 competency, in keeping with these Bylaws.

14
15 Section 5. RESIGNATION - A member may resign from the ABPS for whatever cause by returning his
16 certificate to the Executive Director.

17 18 19 CHAPTER XV – RE-REGISTRATION FOR ABPS MEMBERS

20
21 Section 1. REQUIREMENT - All members of the ABPS shall be required to reregister with the ABPS
22 annually. The Board of Directors shall establish the annual re-registration fee. Such fees shall be due
23 and payable by September 1 of each calendar year.

24
25 Section 2. APPLICATION - Members shall apply for re-registration on a form supplied by the Board of
26 Directors.

27
28 Section 3. SUSPENSION FOR FAILURE TO PAY FEE - Any member of the ABPS who has not paid
29 the annual re-registration fee by September 1 shall be required to pay a penalty established by the Board
30 of Directors and will not have their name published in the Directory of Members and Board Qualified
31 for that year. Any member who has failed to pay the re-registration fee and penalty by October 15 shall
32 be automatically suspended and may further have his/her diplomate status revoked.

33
34 Section 4. CONTINUING EDUCATION/MAINTENANCE OF PODIATRIC SURGICAL
35 COMPETENCE - Members are required to participate in continuing education programs as determined
36 by the Board of Directors. Such participation shall, at a minimum, be consistent with the requirements
37 for continuing education within their state of licensure. Members are also required to participate in
38 programs to maintain surgical competence and to increase their knowledge in the art and science of
39 podiatric surgery.

40
41 Section 5. RETIRED MEMBER - A member who has completely retired from active practice shall be
42 required to reregister but shall have the re-registration fee and continuing education requirements
43 waived. Such member must provide appropriate verification of retirement to the Board of Directors for
44 review and approval. A retired member may not vote in ABPS matters and/or elections nor return to
45 active member status.

46

1 Section 6. INACTIVE DIPLOMATE - A diplomate of the American Board of Podiatric Surgery
2 (specifically excluding diplomates of the American Board of Ambulatory Foot Surgery, a Section of the
3 American Board of Podiatric Surgery) not engaged in the active practice of podiatry, as may be defined
4 by the Board of Directors, may request Inactive Diplomate status. While inactive, a diplomate shall not
5 be required to pay re-registration fees. Upon requesting return to Active status, Inactive Diplomates
6 must meet the applicable self-assessment or recertification requirements in effect at the time of the
7 requested change to Active status. A Diplomate who is not actively practicing podiatry may remain
8 inactive for five (5) cumulative years. At the end of the fifth year, the Diplomate must request return to
9 Active status, and if the Diplomate does not make such request, his/her Diplomate status will be
10 relinquished. A Diplomate who loses certification in such a manner must apply as a new candidate and
11 meet all requirements in effect at the time of new application. An inactive member may not vote in the
12 ABPS matters and/or elections.

13
14 Section 7. ADMINISTRATIVE DIPLOMATE - A diplomate of the American Board of Podiatric
15 Surgery (specifically excluding diplomates of the American Board of Ambulatory Foot Surgery, a
16 section of the American Board of Podiatric Surgery) engaged primarily in an administrative capacity
17 directly related to the profession of podiatry, as may be defined by the Board of Directors, may request
18 Administrative Diplomate status. Administrative Diplomate status will be granted only in cases where
19 the diplomate spends the majority of his/her time, as may be defined by the Board of Directors, in an
20 administrative capacity. Administrative diplomates will be required to pay re-registration fees and
21 participate in the ongoing evaluation process in effect when they became certified. Administrative
22 diplomates are not required to maintain current hospital privileges. Continuation of administrative status
23 will be on an annual basis by written request to the Board of Directors. Upon requesting return to active
24 status, the Administrative diplomate must demonstrate current, active surgical practice by submitting
25 proof from a hospital or surgery center of current, active surgical privileges within a period of no more
26 than six (6) months. An Administrative diplomate retains the right to vote on ABPS matters and/or
27 elections.

28 29 30 CHAPTER XVI – RE-REGISTRATION FOR BOARD QUALIFIED

31
32 Section 1. REQUIREMENT - All Board Qualified individuals shall be required to reregister with the
33 ABPS annually. The Board of Directors shall establish an annual re-registration fee. Such fees shall be
34 due and payable by September 1 of each calendar year.

35
36 Section 2. SUSPENSION FOR FAILURE TO PAY FEE - Any Board Qualified individual who has not
37 paid the annual re-registration fee by September 1 shall be required to pay a penalty as established by
38 the Board of Directors and will not have their name published in the Directory of Members and Board
39 Qualified for that year. Any Board Qualified individual who has failed to pay the re-registration fee and
40 penalty by October 15 shall be automatically suspended.

41
42 Section 3. REVOCATION - The Board of Directors shall have authority to revoke Board Qualified
43 status for failure to pay the annual re-registration fee.
44

1 CHAPTER XVII – SELF-ASSESSMENT AND RECERTIFICATION REQUIREMENTS

2
3 Section 1. CERTIFIED PRIOR TO 1991 - Diplomates of the ABPS certified prior to 1991 shall be
4 required to complete the self-assessment requirements, as defined in ABPS document 111, every ten
5 (10) years to maintain certification status.

6
7 Section 2. CERTIFIED AFTER 1990 - Diplomates of the ABPS certified after 1990 shall be required to
8 successfully complete the recertification requirements, as defined in ABPS document 112, every ten
9 (10) years to maintain certification certificate.

10
11 Section 3. PROCEDURE - The Executive Director shall timely notify each ABPS diplomate regarding
12 their self-assessment or recertification requirement.

13
14 Section 4. EXTENSION - The Board of Directors, upon written request of an ABPS diplomate, may
15 extend the time for completing the requirements if the Board of Directors determines extenuating
16 circumstances exist for that member.

17
18
19 CHAPTER XVIII – FINANCES

20
21 Section 1. FISCAL YEAR - The fiscal year of the ABPS shall begin September 1 and end on August 31
22 of each year.

23
24 Section 2. FEES - The ABPS shall support its activities through registration and re-registration fees to
25 be established by the Board of Directors.

26
27 Section 3. SPECIAL ASSESSMENT - The Board of Directors shall have authority to implement a
28 special assessment, upon approval of the members. Failure to pay the special assessment within sixty
29 (60) days of billing shall be cause for suspension.

30
31 Section 4. CONTRACTS - The Board of Directors may authorize any officer or officers, agent or agents to
32 enter into any contract or execute and deliver any instrument in the name of and on behalf of the ABPS, and
33 such authority may be granted or confined to specific instances.

34
35 Section 5. LOANS - No loans shall be contracted for on behalf of the ABPS and no evidence of indebtedness
36 shall be issued in the name of the ABPS unless authorized by a resolution of the Board of Directors. Such
37 authority may be general if confined to a specific dollar limit determined from time to time by resolution of the
38 Board of Directors and shall otherwise be confined to specific instances. No loan shall be made to any officer
39 or director of the ABPS.

40
41 Section 6. CHECKS, DRAFTS, AND NOTES - All checks, drafts, or other orders for payment of money,
42 notes, or other evidence of indebtedness issued in the name of the ABPS shall be signed by such officer,
43 officers, agent or agents of the ABPS and in such manner as shall time to time be determined by resolution of
44 the Board of Directors.

45

1 Section 7. DEPOSITS - All funds of the ABPS not otherwise employed shall be deposited from time to
2 time to the credit of the ABPS in such banks, trust companies, or other custodians as the Board of
3 Directors may select.
4

5
6 CHAPTER XIX – INDEMNIFICATION
7

8 Section 1. NON-DERIVATIVE ACTIONS - Subject to all of the other provisions of this article and to
9 the full extent permitted by applicable law, the ABPS shall indemnify any person who was or is a party
10 or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding,
11 whether civil, criminal administrative or investigative and whether formal or informal (other than an
12 action by or in the right of the ABPS) by reason of the fact that the person is or was a director or officer
13 of the ABPS, or is or was serving at the request of the ABPS as a director, officer, partner, trustee or
14 employee, or agent of another foreign or domestic corporation, partnership, limited liability company,
15 joint venture, trust or other enterprise, whether for profit or not for profit, against expenses (including
16 attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably
17 incurred by him or her in connection with such action, suit or proceeding if the person acted in good
18 faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the
19 ABPS, and with respect to any criminal action or proceeding, if the person had no reasonable cause to
20 believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment,
21 order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself,
22 create a presumption that the person did not act in good faith and in a manner which the person
23 reasonably believed to be in or not opposed to the best interests of the ABPS, and, with respect to any
24 criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
25

26 Section 2. DERIVATIVE ACTIONS - Subject to all of the provisions of this article and to the full
27 extent permitted by applicable law, the ABPS shall indemnify any person who was or is a party to any
28 threatened, pending or completed action or suit by or in the right of the ABPS to procure a judgment in
29 its favor by reason of the fact that the person is or was a director or officer of the ABPS, or is or was
30 serving at the request of the ABPS as a director, officer, partner, trustee, employee, or agent of another
31 foreign or domestic corporation, partnership, limited liability company, joint venture, trust or other
32 enterprise, whether for profit or not for profit, against expenses (including actual and reasonable
33 attorneys' fees) and amounts paid in settlement incurred by the person in connection with such action or
34 suit if the person acted in good faith and in a manner the person reasonably believed to be in or not
35 opposed to the best interests of the ABPS. However, indemnification shall not be made to any claim,
36 issue or matter in which such person has been found liable to the ABPS unless and only to the extent
37 that the court in which such action or suit was brought has determined upon application that, despite the
38 adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably
39 entitled to indemnification for the expenses which the court considers proper.
40

41 Section 3. EXPENSES OF SUCCESSFUL DEFENSE - To the extent that a person has been successful
42 on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or 2 of
43 this article, or in defense of any claim, issue or matter in the action, suit or proceeding, the person shall
44 be indemnified against expenses (including actual and reasonable attorneys' fees) incurred by such
45 person in connection with the action, suit, or proceeding and in any action, suit or proceeding brought to
46 enforce the mandatory indemnification provided by this section.

1 Section 4. DEFINITION - For the purposes of Sections 1 and 2, “other enterprises” shall include
2 employee benefit plans, “fines” shall include any excise taxes assessed on a person with respect to an
3 employee benefit plan; and “serving at the request of the ABPS” shall include any service as a director,
4 officer, employee, or agent of the ABPS which imposes duties on, or involves services by, the director
5 or officer with respect to an employee benefit plan, its participants or beneficiaries; and a person who
6 acted in good faith and in a manner the person reasonably believed to be in the interest of the
7 participants and beneficiaries of an employee benefit plan shall be considered to have acted in a manner
8 “not opposed to the best interests of the ABPS” as referred to in Sections 1 and 2.
9

10 Section 5. CONTRACT RIGHT – LIMITATION ON INDEMNITY - The right to indemnification
11 conferred in this article shall be a contract right. Except as provided in Section 3 of this article, the
12 ABPS shall have no obligations under this article to indemnify any person in connection with any
13 proceeding, or part thereof, initiated by such person without authorization by the Board of Directors.
14

15 Section 6. DETERMINATION THAT INDEMNIFICATION IS PROPER - Any indemnification under
16 Section 1 or 2 of this article (unless ordered by court) shall be made by the ABPS only as authorized in
17 the specific case upon a determination that indemnification of the person is proper in the circumstances
18 because the person has met the applicable standard of conduct set forth in Section 1 or 2, whichever is
19 applicable. Such determinations shall be made in any of the following ways:
20

- 21 (A) By a majority vote of a quorum of the Board of Directors consisting of directors who are
22 not parties or threatened to be made parties to such action, suit or proceeding.
23
- 24 (B) If a quorum described in clause (A) above is not obtainable, then by a majority vote of a
25 committee of directors who are not parties or threatened to be made parties to the action.
26 The committee shall consist of not less than two disinterested directors.
27
- 28 (C) By independent legal counsel, chosen by a majority of directors who are not parties or
29 threatened to be made parties to the action (or, if there are no such directors, then by a
30 majority of all directors), in a written opinion.
31

32 Section 7. PROPORTIONATE INDEMNITY - If a person is entitled to indemnification under Section
33 1 or 2 of this article for a portion of expenses, including attorneys’ fees, judgments, penalties, fines, and
34 amounts paid in settlement, but not for the total amount thereof, the ABPS shall indemnify the person
35 for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the
36 person is entitled to be indemnified.
37

38 Section 8. EXPENSES ADVANCE - Expenses incurred in defending a civil or criminal action, suit or
39 proceeding described in Section 1 or 2 of this article may be paid by the ABPS in advance of the final
40 disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the
41 person involved to repay expenses if it is ultimately determined that the person is not entitled to be
42 indemnified by the ABPS. The undertaking shall be an unlimited general obligation of the person on
43 whose behalf advances are made but need not be secured.
44

45 Section 9. NON-EXCLUSIVITY OF RIGHTS - The indemnification or advancement of expenses
46 provided under this article is not exclusive of other rights to which a person seeking indemnification or

1 advancement of expenses may be entitled under contractual arrangement with the ABPS. However, the
2 total amount of expenses advanced or indemnified from all sources combined shall not exceed the
3 amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.
4

5 Section 10. FORMER DIRECTORS AND OFFICERS - The indemnification provided in this article
6 continues as to a person who has ceased to be a director or officer and shall inure to the benefit of heirs,
7 executors and administrators of such person.
8

9 Section 11. INSURANCE - The ABPS may purchase and maintain insurance on behalf of any person
10 who is or was a director or officer of the ABPS, or is or was serving at the request of the ABPS as a
11 director, officer, employee agent, trustee, manager or general partner or another corporation, partnership,
12 limited liability company, joint venture, trust or other enterprise against any liability asserted against
13 such person and incurred by such person in any such capacity or arising out of the person's status as
14 such, whether or not the ABPS would have power to indemnify such person against such liability under
15 this article.
16

17 CHAPTER XX – AMENDMENTS

18

19 Section 1. PROCESS FOR AMENDMENT - These Bylaws may be amended, after recommendation of
20 a majority of the Board of Directors, at any regular or special meeting of the ABPS by a two-thirds
21 majority vote of the members voting. Any proposed amendment shall be presented in writing to the
22 members at least thirty (30) days prior to the regular or special meeting at which the vote is to be taken,
23 or presented in writing along with a mail ballot.
24

25 Section 2. SUBMISSION TO MEMBERS - Any proposed amendment to the Bylaws submitted to the
26 Board of Directors by ten percent (10%) of the members in good standing shall be presented to the
27 Board of Directors at least forty-five (45) days prior to the annual meeting of the ABPS and shall be
28 voted upon by the members in accordance with the provisions of this Chapter.
29

30 Section 3. MEMBER PROPOSALS - A member in good standing may submit a proposed amendment
31 to the Board of Directors at least sixty (60) days prior to the annual meeting. If the proposed
32 amendment is accepted by a majority of the Board of Directors, the members in accordance with the
33 provisions of this Chapter shall vote upon it.
34

35
36 *Last Amended: August 2007*
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40
41