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4 **BYLAWS OF THE COLORADO FOOT AND ANKLE SOCIETY**

5 Revised October 8, 2010  
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8 **ARTICLE I: NAME**

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10 The name of this organization shall be the Colorado Foot and Ankle Society, hereinafter referred to as “CFAS”  
11 or the “Society”.  
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13 **ARTICLE II: PURPOSE**

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15 The purpose of the Society is to promote the art and science of complete foot and ankle care and the betterment  
16 of public health.  
17

18 **ARTICLE III: MEMBERS**

19  
20 **Section A. CLASSIFICATION**

21 The members of the CFAS shall be:

22 1. **Voting Classes**

- 23 a) Active  
24 b) Federal Services  
25 1) Active US Military  
26 2) Active US Military Reserves  
27 3) Non-military DPM employed by a federal government agency  
28 c) Life  
29 d) Non-practicing  
30 e) Permanently Disabled  
31 f) Senior  
32 g) Post Graduate  
33

34 2. **Non-voting Class**

35 Honorary  
36

37 **Section B. QUALIFICATIONS OR ELIGIBILITY**

38  
39 1. **Active Member:**

40 A doctor of Podiatric Medicine (DPM) licensed to practice in the state of Colorado.  
41

- 42 2. **Federal Services Member:** A DPM (both military and non-military) licensed to  
43 practice in a state, district, territory, or dependency of the United States whose sole  
44 employment in the field of podiatric medicine is in the federal services or a federal

45 government agency or institution. A federal services member may retain their  
46 membership in the Federal Services Podiatric Medical Association and in that case, shall  
47 not be counted as a member of CFAS in reporting to APMA for delegate representation.  
48 A service fee may be assessed by CFAS in lieu of dues.

49 **3. Life Member:**

50 A member in good standing other than an Honorary member may apply for classification  
51 as a Life member if said member is:

- 52 a. A member who has completely retired and remains retired from the practice of  
53 podiatric medicine, has attained the age of sixty-five (65) years, and has been a  
54 member in good standing for fifteen (15) years; or
- 55 b. A member who has completely retired and remains retired from podiatric medicine  
56 and has been a member in good standing for twenty-five (25) years; or
- 57 c. A member who has been in good standing for a minimum of fifty (50) years.

58 **4. Non-practicing Member:**

59 A DPM licensed to practice in the state of Colorado, and who has not been engaged in  
60 practice or in dispensing of podiatric medical services for a minimum of one (1) year. To  
61 qualify for this category, the DPM shall not have had their license revoked for any  
62 reason.

63 **5. Permanently Disabled Member:**

64 A member in good standing of CFAS who is permanently disabled, and for whom  
65 payment of dues may constitute a hardship. Permanently disabled shall mean total  
66 disability that continuously prevents the member from carrying out substantial and  
67 material professional duties.

68 **6. Senior Member:**

69 A member in good standing other than an honorary member may apply for classification  
70 as a Senior Member if said member has:

- 71 a. Reached retirement age as provided by the Social Security Administration, or
- 72 b. Been forced into curtailment because of illness and is actively engaged in practice for  
73 no more than twenty (20) hours per week; and
- 74 c. Been a member of APMA for fifteen (15) consecutive years.

75 **7. Postgraduate Member:**

76 A DPM who is serving as an intern, resident or fellow in a postgraduate program granted  
77 candidate status or full approval by the Council on Podiatric Medical Education, provided  
78 said member is in good standing as a member of CFAS.

79 **8. Honorary Member:**

80 An individual who does not hold the DPM degree, determined by the CFAS Board of  
81 Directors, who has made an outstanding contribution to the advancement of the art and  
82 science of podiatric medicine or who has performed a distinguished service to the  
83 organization.

84  
85 **Section C. Membership application Process**

86 **Requirements to apply for membership:**

- 87 1. Graduate of an accredited CPME College or University of Podiatric Medicine.

88 2. Complete and submit application form according to association procedure.  
89

90 **Section D. Nondiscrimination Statement**

91 No person otherwise qualified for any classification of membership in CFAS shall be  
92 denied such membership for reasons of age, sex, color, race, creed, national origin, sexual  
93 orientation, political belief, or disability.  
94

95 **Section E. Good Standing**

96 Any member of CFAS whose state dues and special assessments for the current fiscal  
97 year are not past due shall be considered a member in good standing.  
98

99 **Section F. Membership Privileges:**

100 **1. Active, Federal Services, Life, Non-Practicing, Permanently Disabled,  
101 Senior and Post-Graduate**

- 102 a. Shall receive all publications of CFAS
- 103 b. Shall be eligible for admission to any educational session and such other  
104 services as are provided by CFAS
- 105 a. Shall be eligible for election or appointment to any office, committee,  
106 council, board, or similar position in CFAS as provided in these bylaws.
- 107 d. Shall be eligible to vote in any referendum.

108 **2. Honorary:**

- 109 a. May receive all publications of CFAS upon request.
- 110 b. Shall be eligible for admission to any educational sessions and such other  
111 services as are provided by the CFAS.  
112

113 **Section G. Suspension or Expulsion:**

- 114 a. Any member who violates these bylaws, the APMA Code of Ethics, or the rules established by  
115 CFAS may be suspended or expelled from membership.
- 116 b. A membership may be suspended or revoked by a two-thirds (2/3) vote of the entire membership of  
117 the board of directors by secret ballot at a regular or special meeting of the board.
- 118 c. Loss of membership or other penalties may be imposed as a result of delinquency or non-payment of  
119 dues, fees and financial obligations as set forth in the article on dues, fees, and finances.  
120

121 **Section H. Right of Hearing and Appeal:**

- 122 a. Any member subject to disciplinary action shall have the right to a hearing by a special committee of  
123 three (3) consisting of non-board members appointed by the executive committee. The committee  
124 shall report their recommendations to the board of directors.
- 125 b. The member shall have the right to appeal the decision of the board of directors to the APMA Board  
126 of Inquiry according to procedures adopted by CFAS and the APMA.  
127

128 **Section I. Transfer of Membership:**

129 A member desiring transfer of membership from one association to another must do so  
130 through proper application to APMA, providing the member is in good standing in the  
131 current state association. No member shall be transferred from one association to another until all  
132 dues are current in the association from which the transfer is being made. (APMA bylaws)  
133

134 **Section J. Requirements for Members:**

- 135 a. Each association shall require that every member be a member in good standing of the APMA.  
136 b. A member shall hold membership only in one state, district, territory, or dependency wherein that  
137 member's principal practice or full-time faculty appointment is located. (APMA bylaws)

140 **ARTICLE IV: DUES, ASSESSMENTS, FEES and FINANCES**

141 **Section 1. Dues (funds collected from members for the operation of the CFAS)**

- 142  
143 a. The state dues component shall be proposed by the CFAS board of directors and determined  
144 by the membership at a regular or special meeting of CFAS. A two-thirds (2/3) affirmative vote  
145 shall be required to approve a dues increase/decrease provided notice of at least ninety (90) days  
146 shall have been given to all members prior to the annual meeting or special meeting of the CFAS at  
147 which the increase/decrease will be considered.  
148 b. The membership may, by two-thirds (2/3) vote, authorize the board of directors to modify, alter,  
149 increase or decrease dues by a specific amount without additional membership action.  
150 c. Payment of dues shall be according to the dues schedule of payment used by the APMA.  
151 d. Delinquent: In the event that a member has not paid all of his/her dues at the time the  
152 next dues become payable, the member shall be deemed delinquent for a period of up to three (3)  
153 months.  
154 e. Forfeiture of Membership:  
155 If after the three (3) month delinquent period the member has not paid all of his/her dues, all  
156 membership benefits and privileges will be forfeited and the member would need to reapply as a  
157 new member.  
158  
159

160 **Section 2. Fees/Assessments (funds collected from members to be used only for a specifically defined  
161 purpose)**

- 162 a. All special assessments shall be proposed by the board of directors and determined by the  
163 membership at a regular or special meeting of the CFAS.  
164 b. All special assessments shall be authorized for a one-year period with renewal to be subject to  
165 annual review by the membership at the annual meeting or a special meeting.  
166 c. Registration fees for members, their families and guests, if allowed, at any convention, meeting or  
167 seminar of the CFAS shall be determined by the board of directors.  
168 d. Notice of proposed assessments shall be given to all members at least ninety (90) days prior to the  
169 annual meeting or special meeting at which the assessment will be considered.  
170 e. A two-thirds (2/3) affirmative vote shall be required to approve a special purpose assessment.  
171

172 **Section 3. Rates:**

173 Dues rates shall be stated in the CFAS policies and procedures.  
174

175 **Section 4. Exemptions from Dues and Assessments**

176 The president or his appointee with the approval of the executive committee may be authorized to  
177 excuse the payment of dues and or special purpose assessments, in part or in whole, for such  
178 members for any of the following reasons:

- 179 a. A member called to military duty for the United States on a temporary basis during  
180 times of national conflict, or  
181 b. A member for whom payment of dues and/or special assessments would constitute a hardship

- 182 by reason of physical disability, illness, or other reasons, provided the reasons are  
183 investigated and completion of APMA Form 5.4.
- 184 c. Any DPM as part of an incentive program for membership retention or recruitment.
  - 185 d. Life Member

186  
187 **Section 5. Fiscal Year:**

188 The fiscal year for the CFAS shall be from June 1 through May 30.

189  
190 **Section 6. Audit/Review:**

191 A review or audit of all financial records shall be conducted at the end of each term of office by a  
192 certified public accountant or accounting firm or a financial review/audit committee appointed by the  
193 board of directors consisting of the immediate past president or a board member with no check  
194 writing authority and two (2) non-board members at large.

195  
196 **Section 7. Financial Reports:**

197 A complete financial statement shall be presented at all meetings of the board of directors and at the  
198 annual meeting.

199  
200 **Section 8. Signatories:**

201 The following officers shall have the authority to sign checks on behalf of the CFAS: the president,  
202 the president-elect and the secretary/ treasurer.

203  
204  
205 **ARTICLE V: OFFICERS**

206  
207 **Section 1. Elected Officers**

208 Officers of the CFAS shall be a president, a president-elect, and a secretary-treasurer  
209 elected by the board of directors from the elected directors.

210  
211 **Section 2. Elected Delegates**

212 A delegate shall be elected in odd-numbered years to the American Podiatric Medical  
213 Association House of Delegates by the membership at the annual meeting.

214  
215 **Section 3. Qualifications**

- 216 a. Only a member in good standing shall be eligible to serve as an elected director, officer or  
217 delegate.
- 218 b. Members from the following membership classes shall be eligible to serve as an officer:  
219 Active, Federal Services, Life, Permanently Disabled, Post-Graduate, Non-Practicing and  
220 Senior.
- 221 c. One term on the board of directors, either current or in the past, is required to be nominated  
222 for president-elect.

223  
224 **Section 4. Vacancies**

- 225 a. A vacancy in any office, except the president, shall be filled from the remaining board  
226 members by appointment by the president with the approval of the Board of Directors. The  
227 appointment shall be for the remainder of the term.
- 228 b. In case of a vacancy in the office of president, the president-elect shall serve as president  
229 for the remainder of the term and the vacancy shall be in the office of president-elect. The

230 president-elect after filling the vacancy of president shall continue in the office of president  
231 through the following term for which he was elected to serve as president. The president-  
232 elect appointed to fill a vacancy in that office shall serve for the remainder of that term at  
233 which time a president-elect shall be elected by the membership.

- 234 c. Officers and/or members of the board of directors shall assume the duties and  
235 responsibilities of the president in the following order: president-elect, secretary/treasurer,  
236 immediate past president, ranking member (in number of years served) of the board of  
237 directors, APMA delegate.

## 238 **Section 5. Terms of Office.**

- 239 a. Officers shall be elected in odd-numbered years to serve a term of two years or until their  
240 successors are elected and have assumed office. A person serving more than one-half  
241 (1/2) term shall be considered to have served one (1) full term except the president-elect in  
242 the case of filling the vacancy of president, in which case, he/she will serve the following  
243 term for which he was elected to serve as president.
- 244 b. No director shall serve more than four (4) consecutive two (2) year terms except the  
245 immediate past president who may serve an additional term as immediate past president.  
246 Three (3) years off the board shall be required to be eligible for reelection to a new term on  
247 the board of directors.
- 248 c. Directors and officers shall assume office at the close of the annual meeting.
- 249 d. No current member of the Colorado Board of Podiatric Examiners shall be eligible for  
250 membership on the board of directors.
- 251 e. No member of the board of directors shall be a paid consultant to an insurance carrier.
- 252 f. Loss of active membership status while in office forfeits membership on the board of  
253 directors.
- 254
- 255

## 256 **Section 6. Removal from Office**

257 Any elected officer may be removed from office, the board of directors or a committee position  
258 by a two-thirds (2/3) vote of the board of directors whenever, in their judgment, the removal will  
259 best serve the interest of the CFAS.

260

# 261 **ARTICLE VI: DUTIES OF OFFICERS**

## 262 **Section 1. President. The president shall:**

- 263
- 264 a. Preside at all meetings of the Association and the Board of Directors.
- 265 b. Submit a report at the annual meeting.
- 266 c. Serve as ex-officio member of all committees except the nominating and audit committees.
- 267 d. Appoint all standing and special committee chairman (unless otherwise designated in these  
268 bylaws or specified by the membership) with the approval of the Executive Committee.
- 269 e. Be the official representative of the Association and may appoint a designee when necessary.
- 270 f. Be a signatory on checks and/or contracts.
- 271 g. Serve as APMA alternate delegate or appoint a representative to fill the alternate position.
- 272 h. Perform such other duties as delegated by the board of directors, the executive committee and  
273 these bylaws.
- 274
- 275
- 276
- 277

278 **Section 2. President-elect. The president-elect shall:**

- 279 a. Serve as an aide to the president.
- 280 b. Preside at meetings of the Association and the Board of Directors in the absence of or at the
- 281 request of the president.
- 282 c. Exercise all powers and discharge all duties of the president in the event of the president's
- 283 absence or disability.
- 284 d. Be ex-officio member of all committees except the nominating and audit committees.
- 285 e. Be a signatory on checks.
- 286 f. Serve as chairman of the education committee and the Annual Scientific Conference.
- 287 g. Perform such other duties as delegated by the president, board of directors, the executive
- 288 committee or these bylaws.

289  
290 **Section 3. Secretary-Treasurer. The secretary-treasurer shall:**

- 291 a. Serve as chairman of the Budget/Finance Committee.
- 292 b. Serve as the primary signatory on checks.
- 293 c. Have the authority to approve expenditures and/or disburse funds up to the amount of the
- 294 approved budget without further approval of the president or board of directors.
- 295 d. Have accessible at all official meetings, a current copy of the bylaws, standing rules, policies
- 296 and procedures, and minutes of past three (3) years meetings.
- 297 e. Handle and retain all official correspondence.
- 298 f. Assure that financial records are available for audit.
- 299 g. Perform such other duties as delegated by the president, board of directors, the executive
- 300 committee and these bylaws.

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302  
303 **ARTICLE VII: NOMINATIONS AND ELECTIONS**

304  
305 **Section 1. Nominating Committee**

306 a. Election of Nominating Committee

307 A nominating committee composed of three (3) members, one (1) of whom shall be a member  
308 of the board of directors and two (2) shall be from the membership at large, elected by the  
309 membership by plurality vote at the annual meeting in even-numbered years. No member  
310 shall serve consecutive terms on the committee. The chairman shall be elected by the  
311 committee at a meeting held on the same day as the meeting at which they are elected. In the  
312 case of an incomplete election or a vacancy on the committee, the executive committee shall  
313 appoint a person to fill the position.

314  
315 b. Duties. The Nominating Committee shall:

- 316 1. Nominate one (1) candidate for each open position on the board of directors annually
- 317 and one (1) candidate for APMA delegate in odd-numbered years.
- 318 2. Submit the report of the committee to the board of directors at least thirty (30) days prior
- 319 to the annual meeting and publish to the membership with the notice of the annual
- 320 meeting.
- 321 3. Serve as the election committee at the annual meeting.

322  
323 c. Nominations from the Floor.

324 Nominations may be made from the floor provided the nominee meets the eligibility  
325 requirements and is present.

326  
327 **Section 2. Election of Directors**

- 328 a. Directors shall be elected by ballot at the annual meeting except that when there is but one  
329 (1) nominee for an office, the vote may be by voice. In odd-numbered years there shall be  
330 four (4) directors elected and in even-numbered years there shall be three (3) directors  
331 elected.  
332 b. A delegate to APMA shall be elected by ballot at the annual meeting in odd-numbered  
333 years to serve for a two (2) year term except that when there is but one (1) nominee, the  
334 vote may be by voice.  
335  
336

337 **ARTICLE VIII: MEETINGS OF THE ASSOCIATION**  
338

339 **Section 1. Meetings**

340 a. Annual Meeting

- 341 1. An annual meeting shall be held, the date and time determined by the board of  
342 directors for the purpose of electing directors, APMA delegate, the nominating  
343 committee, receiving reports, and transacting such other business as may properly  
344 come before it.  
345 2. Notice shall be sent to all members at least thirty (30) days prior to the date set.

346 b. Special Meetings

- 347 1. Special meetings may be called by the president, the majority of the board of  
348 directors, or by twenty (20) of the active members of the association.  
349 2. Notice shall be given to all members at least fourteen (14) days but not more than  
350 twenty-one (21) days prior to the date of the special meeting.  
351 3. The notice shall include: date, time, place and items of business to be considered.  
352

353 **Section 2. Resolutions**

354 Resolutions may be submitted by any active member, the board of directors, the executive  
355 committee, or any standing or special committee. Proposed resolutions to be presented at the  
356 annual meeting shall:

- 357 a. Be submitted to the president at least ninety (90) days prior to the convening of the annual  
358 meeting  
359 b. Distributed to all members at least thirty (30) days prior to the convening of the annual  
360 meeting  
361 c. The board of directors shall review all proposed resolutions and recommend to the voting  
362 membership 1) adopt, 2) not adopt, or 3) no recommendation  
363 d. The proposed resolution shall be accompanied by adequate documentation to support  
364 action requested  
365 e. The submitting body or member submitting the resolution shall have a designated member  
366 prepared to speak to the resolution at the annual meeting  
367  
368

369 **Section 3. Emergency Resolution**

- 370 a. Emergency resolutions may be brought to the annual meeting by a two-thirds (2/3) vote of  
371 the voting members present and voting  
372 b. The member(s) or body presenting such resolution shall furnish sufficient copies for all  
373 voting members present.  
374

375 **Section 4. New Business**

376 New business may be brought to the floor at the annual meeting the following requirements  
377 having been complied:

- 378 a. Submitted to the president at least five (5) days prior to the annual meeting date  
379 or  
380 b. By a two-thirds (2/3) vote of the voting members present and voting at the annual meeting  
381

382 **Section 5. Voting Body**

383 The voting body of all meetings of the membership shall be members in good-standing. Refer  
384 to list of voting members in the Article on Members.  
385

386 **Section 6. Quorum**

387 The quorum for all meetings of the membership shall be twenty (20) voting members and at  
388 least two (2) officers present.  
389

390 **Section 7. Proxy Voting**

391 Proxy voting shall be allowed. Rules for proxy voting shall be established by the board of  
392 directors.  
393

394 **ARTICLE IX: BOARD OF DIRECTORS**

395  
396 **Section 1. Composition. The members of the Board of Directors shall be:**

397 Composed of nine (9) members as follows:

- 398 a. Seven (7) elected directors (including the president, president-elect, and  
399 secretary/treasurer),  
400 b. The immediate past president, and  
401 c. The APMA delegate

402 In the event the immediate past president will be serving five (5) terms by virtue of his/her position as  
403 immediate past president, the number of directors shall increase to ten (10) for that term.  
404  
405

406 **Section 2. Powers and Duties. The Board shall:**

- 407 a. Have full power and authority over the affairs of the CFAS during the interim between  
408 annual meetings of the CFAS, except that of modifying any action taken by the  
409 membership at the annual meeting. No debt or liability shall be incurred by the Board  
410 that has not been provided for by the annual budget or approved by a two-thirds (2/3)  
411 vote of the entire membership of the board of directors.  
412 b. Require that the accounts of the CFAS are reviewed/audited by a certified public  
413 accountant or other appropriate agency or individuals approved by the board of  
414 directors at the end of each officer term of office or every two (2) years.  
415 c. Adopt the review/audit report at the first regular meeting of the board of directors  
416 following the completion of the audit/review.  
417 d. (May) Engage the services of an executive director or management staff to manage the  
418 day-to-day affairs of the association.  
419 e. Perform other duties as prescribed in these bylaws and shall perform such other duties  
420 as are delegated to it by the membership.  
421  
422

423 **Section 3. Terms of Office for Directors**

- 424 1. Directors shall serve for a term of two (2) years or until their successors have been elected  
425 and have assumed office. No director shall serve more than four (4) consecutive two (2)  
426 year terms. Following four (4) consecutive terms, a director shall be eligible for election  
427 after a period of three (3) years since his/her last term served.
- 428 2. A director's term of office shall not be extended by virtue of being elected to serve as an  
429 officer of the association or a delegate to APMA except that of the immediate past  
430 president who may serve a fifth (5) term as the immediate past president.
- 431 3. Directors shall take office at the close of the annual meeting.
- 432 4. No current member of the Colorado Board of Podiatric Examiners shall be eligible for  
433 membership on the board of directors.
- 434 5. No member of the board of directors shall be a paid consultant to an insurance carrier.
- 435 6. Loss of active membership status while in office forfeits membership on the board of  
436 directors.

437 **Section 4. Meetings of the Board of Directors.**

438 Regular meetings of the board shall be held at least quarterly, the dates for the term to be set  
439 by the president.  
440  
441

442 **Section 5. Quorum**

443 A majority of the voting members of the board shall constitute a quorum.  
444

445 **Section 6. Special meetings of the Board of Directors.**

446 Special meetings may be called by the president or a majority of the members of the board. At  
447 least seven (7) days notice shall be given members stating date, time, place and agenda  
448 items.  
449

450 **Section 6. Rules and Procedures.**

451 The Board of Directors is authorized to adopt rules and procedures for the transaction of  
452 business and the implementing of programs, provided they do not conflict with the bylaws of  
453 CFAS or the American Podiatric Medical Association.  
454

455 **Section 7. Standing and Special Committees.**

456 The board may create additional standing and special committees as needed to carry out the  
457 goals and purposes of the CFAS.  
458

459 **Section 8. Absences.**

460 Two (2) unexcused absences annually from scheduled meetings of the board of directors shall  
461 be regarded as a resignation from that body. The chair is responsible for excusing members.  
462 Appeal may be made to the Board of Directors.  
463

464 **Section 10. Removal from the Board of Directors**

465 Any elected officer or director may be removed from office and the board of directors, by the  
466 board of directors by a two-thirds (2/3) vote of the board of directors whenever, in their  
467 judgment, the removal will best serve the interest of the CFAS.  
468  
469

470 **Section 11. Vacancy**

471 A vacancy on the board of directors shall be filled by the president with the approval of the  
472 executive committee. The person appointed shall serve for the remainder of the term to which  
473 he/she is appointed.  
474

475  
476  
477 **ARTICLE X: EXECUTIVE COMMITTEE**  
478

479 **Section 1. Composition**

480 The executive committee of the CFAS shall be composed of the president, president-elect, and  
481 the secretary/treasurer.  
482

483 **Section 2. Authority and Duties. The Executive Committee shall:**

- 484 a. Exercise the authority of the board of directors between meetings of the board but only to  
485 the extent:
- 486 1. Necessary to take action on unanticipated business that requires action between board  
487 meetings including the authority to approved expenditures beyond the approved budget;  
488 and
  - 489 2. Action taken is not contrary to the instructions of the board of directors.
- 490 b. Other duties:
- 491 1. Perform the duties delegated to it in these bylaws.
  - 492 2. Formulate and submit recommendations to the board of directors as it may deem  
493 advisable.
  - 494 3. Approve depositories prior to beginning of the fiscal year.
  - 495 4. Approve the employment, fix the salary/compensation and define the duties of the  
496 executive director or management services.
  - 497 5. Review a proposed annual budget prepared by the executive director to be presented  
498 for adoption by the board of directors at the first regular meeting of the board of  
499 directors of the fiscal year.
  - 500 6. Appoint special committees as necessary.  
501

502 **Section 3. Quorum**

503 A majority of the members shall constitute a quorum.  
504

505 **Section 4. Meetings**

506 Shall be at the call of the president or upon the request of two (2) members of the committee.  
507 Two (2) days notice shall be given.  
508

509  
510 **ARTICLE XI: COMMITTEES**  
511

512 **Section 1. Standing Committees**

513 The following shall be the standing committees of the CFAS: Budget/Finance, Bylaws and  
514 Procedures, Education, Ethics, and Nominating and Election.  
515  
516

517 **Section 2. Composition.**

- 518 a. Each standing committee, except as otherwise provided in these bylaws, shall be composed of  
519 a chairman appointed by the president subject to approval of the executive committee.  
520 b. The president and president-elect shall be ex-officio a member of all committees except the  
521 nominating and audit committees.  
522 c. All committees shall be required to report to the board and shall be responsible to report to the  
523 president between meetings of the board as requested.  
524

525 **Section 3. Duties**

526 **Budget/Finance:** The Budget/Finance committee in concert with the Executive Director  
527 shall:

- 528 1. Have general supervision of the finances and investments subject to the approval of the  
529 board of directors.  
530 2. Review the financial status of the organization at least twice during the fiscal year.  
531

532 a. **Bylaws and Procedures.** The Bylaws and Procedures Committee shall:

- 533 1. Review the bylaws, special rules of order, policies and procedures of the CFAS at least  
534 every two years or during each term of office and originate proposed amendments as  
535 needed.  
536 2. Review bylaws, special rules of order, policies and procedures for conformance with  
537 APMA requirements and make changes as appropriate.  
538 3. Review and edit all proposed amendments to these bylaws and submit them with  
539 recommendations of the committee (adopt, do not adopt, or no recommendation) to the  
540 board of directors and the membership as required in the article on amendments.  
541 4. Prepare an up-to-date copy of the bylaws and distribute to all members of the board of  
542 directors and to any member as requested.  
543

544 b. **Education.** The Education Committee shall:

- 545 1. Plan and implement the Annual Scientific Conference.  
546 2. Plan and implement other educational opportunities for the benefit of members.  
547

548 c. **Ethics.** The Ethics Committee shall:

549 The APMA Code of Ethics shall serve as the Code of Ethics of CFAS.

- 550 1. Be composed of three (3) members who shall not be members of the board of  
551 directors.  
552 2. Serve a staggered four (4) year term.  
553 3. Report to the board of directors only.  
554 4. Process complaints received on an approved "*Ethics Complaint Form*" in  
555 accordance with provisions contained in the "*Rules for Disposition of Complaints by*  
556 *the Ethics Committee.*"  
557

558 d. **Nominating** – see article on nominations and election.  
559

560 **Section 4. Term of Office**

561 The term for standing committee chairmen shall be two (2) years or until the appointment of a  
562 successor. Terms of standing committee chairmen shall correspond to the term of elected  
563 officers.  
564

565 **Section 5. Removal**

566 Any standing or special committee chairman or member may be removed from his/her  
567 committee position according to the rules established in the article on board of directors.  
568  
569

570 **ARTICLE XII: ELECTRONIC MEETINGS**

571  
572 The board of directors, the executive committee, standing and special committees are  
573 authorized to meet by conference telephone or interactive technology including but not limited  
574 to: fax, internet, or remote communications by means of which all persons participating in the  
575 meeting can communicate with each other.  
576

577 **ARTICLE XIII: DISSOLUTION**

578  
579 In the event of dissolution, all assets after all obligations have been satisfied or provided shall  
580 be assigned in a manner and to the organizations authorized in accordance with Section 501  
581 (c) (3) of the Internal Revenue Code. None of the funds shall inure to the benefit of individual  
582 members. The association charter shall be returned to the American Podiatric Medical  
583 Association headquarters.  
584

585 **ARTICLE XIV: PARLIAMENTARY AUTHORITY**

586  
587 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall  
588 govern the proceedings of CFAS in all cases to which it is applicable and in which it is not  
589 inconsistent with these bylaws and any special rules of order CFAS may adopt.  
590

591 **ARTICLE XV: PRINCIPLES OF PROFESSIONAL CONDUCT**

592  
593 The principles of professional conduct of the members shall be governed by the Code of Ethics  
594 of the APMA that are incorporated as if they were a portion of these bylaws.  
595

596 **ARTICLE XVI: AMENDMENT**

597  
598 **Section 1. Provisions**

599 These bylaws may be amended by a two-thirds (2/3) vote at any annual meeting of the CFAS or a  
600 special meeting called for that purpose provided the following criteria shall have been complied:

- 601 a. The amendment(s) shall have been proposed by any active CFAS member, the board of  
602 directors, the executive committee or any standing or special committee.
- 603 b. The amendment(s) shall have been submitted to the bylaws committee ninety (90) days prior  
604 to the date of the convening of the annual meeting or the special meeting.
- 605 c. The bylaws committee shall recommend to the voting membership 1) adopt, 2) not adopt, or 3)  
606 no recommendation.
- 607 d. All proposed amendments shall be accompanied by rationale for the proposed change.
- 608 e. A copy of the proposed amendment(s) shall have been distributed to each voting member and  
609 to the board of directors not less than thirty (30) days prior to the convening of the annual  
610 meeting or the special meeting.

- 611 f. The board of directors or the executive committee may by a majority vote authorize the bylaws  
612 committee to submit a revised set of bylaws as a substitute for the existing set of bylaws  
613 following the same procedure as set forth for amendments.  
614  
615

## 616 **Section 2. Requirements**

617 The bylaws of the CFAS shall not be in conflict with the bylaws of the American Podiatric  
618 Medical Association. Provisions required by the American Podiatric Medical Association shall  
619 take effect automatically and shall require no further action by the CFAS. CFAS shall promptly  
620 incorporate such provisions in their bylaws.  
621

622 **Proviso: In the year 2010 three (3) directors shall be elected. Any previously elected director shall**  
623 **serve his complete term for which he/she was elected. The number of members of the board of**  
624 **directors may fluctuate until these elected directors have completed their elected term as director.**  
625