

**Bylaws of the  
American Board of Foot and Ankle  
Surgery (ABFAS)  
(November 2023)**



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# Bylaws of The American Board of Foot and Ankle Surgery

## ARTICLE I – NAME

The American Board of Podiatric Surgery, incorporated as a District of Columbia not-for-profit corporation, shall be known as the American Board of Foot and Ankle Surgery (“ABFAS”) or any other name approved by the membership and pursuant to these bylaws.

## ARTICLE II – PURPOSE

The purpose of ABFAS is to protect and improve the health and welfare of the public by the advancement of the art, science, and practice of podiatric foot and ankle surgery, including through the following objectives:

1. To encourage, through formal training programs, to attain the competencies necessary for the successful practice of the art and science of foot and ankle surgery.
2. To verify that candidates are qualified to enter the board certification process of ABFAS.
3. To act and manage the certification process of legally licensed, actively practicing podiatrists, to ascertain their fitness and competency in the art and science of foot and ankle surgery.
4. To grant certification status to those candidates who have successfully completed all the required elements of the evaluation of competency and proficiency in the art and science of foot and ankle surgery.
5. To verify the continual maintenance of competency and proficiency in the art and science of foot and ankle surgery after the 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 foot and ankle surgery.

## ARTICLE III – ORGANIZATION

Section 1. NONPROFIT CORPORATION - ABFAS 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 under the applicable laws of the District of Columbia, upon payment of all indebtedness of the corporation.

Section 3. CORPORATE SEAL - The corporate seal shall remain in the possession of the Executive Director of ABFAS at the offices of the corporation. The Corporate seal shall be inscribed “American Board of Podiatric Surgery, Inc., District of Columbia, 1975” and may be modified by unanimous Board approval.

1  
2 **ARTICLE IV – MEMBERSHIP**  
3

4 Section 1. TWO SECTIONS OF MEMBERSHIP - ABFAS shall consist of two (2) sections of  
5 members which shall be collectively referred to as “members” or “Diplomates.”  
6

7 (A) American Board Section. One section shall be called the American Board Section, and its  
8 members shall be referred to as “Diplomates of the American Board of Foot and Ankle  
9 Surgery” (hereinafter referred to as the American Board Section). The American Board  
10 Section members shall satisfy or shall have satisfied the requirements for certification as  
11 enumerated in the then existing ABFAS Bylaws and Policies  
12

13 (B) Ambulatory Section. The other section shall be called the Ambulatory Section, and its  
14 members shall be referred to as “Diplomates of the American Board of Ambulatory Foot  
15 Surgery, a Section of the American Board of Foot and Ankle Surgery” (hereinafter referred  
16 to as the Ambulatory Section). The Ambulatory Section members are Diplomates of the  
17 American Board of Ambulatory Foot Surgery (hereinafter referred to as the former  
18 ABAFS), including those persons who were admitted as Diplomates of the former ABAFS  
19 pursuant to the ABPS and the former ABAFS plan of merger.  
20

21 An Ambulatory section member may become an American Board Section member pursuant  
22 to the certification requirements enumerated in Article X, Section 1.  
23

24 Section 2. ANTI-DISCRIMINATION - Membership in ABFAS shall not be denied on the basis of  
25 age, gender, color, race, religion, disability, national origin, ethnic origin, or sexual orientation.  
26

27 Section 3. RETIRED AND INACTIVE MEMBERSHIP STATUS - The Board of Directors shall  
28 issue policies regarding members who wish to change status to retired or inactive. Members having  
29 either retired or inactive status shall not have the right to vote.  
30

31 Section 4. ADMINISTRATIVE DIPLOMATE - The Board shall maintain policies regarding  
32 members who are engaged primarily in an administrative capacity directly related to the profession.  
33 Members having this status shall have the right to vote.  
34

35 **ARTICLE V – MEETINGS OF MEMBERS**  
36

37 Section 1. ANNUAL MEETINGS - The annual meeting of the members of ABFAS shall be held at  
38 the time and place designated each year by the Board of Directors.  
39

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

44 Section 3. NOTICE OF MEETINGS - Members of ABFAS shall receive written notice no less than  
45 thirty (30) days before the date of any meeting. Such notice shall state the place, date, and hour of the  
46 meeting and the purpose for which the meeting has been called.  
47

48 Section 4. QUORUM - The quorum for the transaction of business at any regular or special meetings  
49 of members shall be fifty (50) members in good standing, whether represented in person or by proxy.  
50

1 Section 5. PROXIES - At all meetings of members of ABFAS, a member may vote by proxy executed  
2 in writing by the member or by the member's authorized agent or representative, effective only for a  
3 single meeting specified in the written proxy.

4  
5 Section 6. VOTING - All Diplomates in good standing of ABFAS shall have one (1) vote on matters  
6 of ABFAS. If a diplomate is a member of both sections of ABFAS, the Diplomate shall have only one  
7 (1) vote on ABFAS matters. Voting on all matters may be conducted in person, by mail, by any means  
8 of electronic transmission, or by any other means permitted by law.

9  
10 Section 7. VOTES REQUIRED FOR MEMBER ACTION - A simple majority of the votes cast will  
11 constitute an affirmative vote, unless otherwise stated in these bylaws. Directors shall be elected by a  
12 plurality of the votes cast.

13  
14 Section 8. ORDER OF BUSINESS - The Board of Directors shall establish the order of business for  
15 the annual meeting. Unless otherwise provided in these bylaws or by policy issued by the Board of  
16 Directors, Robert's Rules of Order shall govern the order of business.

17  
18 (A) Record Date. For the purpose of determining the members entitled to notice of or to vote at  
19 any meeting of members, the record date shall be the close of business on the day prior to  
20 the day on which notice of the meeting of members is sent.

21  
22 (B) Waiver of Notice. Whenever any notice is required to be given under these bylaws, a waiver  
23 of such notice in writing signed by the person or persons entitled to the notice, whether  
24 signed before or after the time stated in the notice, shall be deemed equivalent to such  
25 notice. Attendance at any meeting, in person or, in the case of a member, by proxy, without  
26 objection to the manner in which notice of the meeting has been given, shall be deemed a  
27 waiver of notice thereof; except that where such attendance is for the express purpose of  
28 objecting at the beginning of such meeting to the transaction of any business because the  
29 meeting is not lawfully called or convened, then such attendance shall not constitute a  
30 waiver of notice.

31  
32 (C) Chair of Members Meeting. The President, or President-elect, shall call meetings of  
33 members to order, and shall act as chair of such meetings. The Secretary shall act as  
34 secretary of all meetings of members; or the chair of the meeting may appoint any person to  
35 act as secretary of the meeting.

## 36 37 **ARTICLE VI – BOARD OF DIRECTORS**

38  
39 Section 1. FUNCTIONS AND DUTIES - The management of the corporation shall be vested in a  
40 Board of Directors (sometimes referred to as the "Board"). The Board shall consist of nine (9) voting  
41 members, plus the Executive Director (ex officio, without vote) and the Immediate Past President (ex  
42 officio, without vote unless completing a board term). Except as specifically provided in the  
43 corporation's Articles of Incorporation, or these Bylaws, all rights, powers, duties, and responsibilities  
44 related to the management and control of the corporation's property, activities, and affairs are vested in  
45 the Board of Directors. In addition to the power and authority expressly conferred upon it by the Articles  
46 of Incorporation and these Bylaws, the Board of Directors may take any lawful action on behalf of the  
47 corporation that is not by law, by the Articles of Incorporation, or by these Bylaws required to be taken  
48 by some other party.

1 Except as otherwise set forth expressly in these bylaws or as authorized in advance by Board resolution,  
2 no Director, Executive Director, or group of Directors may enter into a contract or agreement binding  
3 the corporation, financially or otherwise, or purport to speak on behalf of the Board or the corporation.  
4

5 Section 2. BOARD ELECTIONS

- 6
- 7 (A) NOMINATIONS: At least six (6) months prior to the beginning of the ABFAS fiscal year,  
8 the Nominating Committee will provide to the Board the names of at least one more than  
9 the number of members for the position of director as there are positions available,  
10 including expiring and vacant positions. The Board of Directors shall develop policies and  
11 procedures to address the process of identifying nominees.  
12
- 13 (B) SECRET BALLOT. Voting for Directors shall take place by secret ballot. Each member in  
14 good standing shall be entitled to one vote for each of the positions to be filled. The  
15 nominees who receive the highest number of votes shall be deemed elected.  
16
- 17 (C) TIE. In the event of a tie vote, the existing Board of Directors, but not including  
18 incumbents running for a second term, shall select a new director from among those  
19 members nominated who had an equal number of votes cast in their favor.  
20
- 21 (D) ASSUMPTION OF DUTIES. The new directors shall take office effective September 1 of  
22 the year of their election.  
23

24 Section 3. VACANCY - For any vacancy occurring on the Board, the President shall appoint a  
25 member in good standing of ABFAS to fill the vacancy, subject to an affirmative vote of the majority of  
26 the remaining Board of Directors. The person so appointed shall hold office for the remaining duration  
27 of the unexpired term of the vacant position.  
28

29 Section 4. TENURE AND QUALIFICATIONS - Directors shall be elected for a three-year term or to  
30 any unexpired portion of the term of a vacant position. No director may be elected to more than two (2)  
31 consecutive, elected terms. However, service filling the remainder of a vacant and unexpired term prior  
32 to an election shall not constitute one of the two consecutive terms for the period of the aforementioned  
33 limitation. To be eligible for the election to the Board of Directors, the nominee must have been a  
34 member of ABFAS for at least three (3) years prior to the date the member would begin to serve as a  
35 director. ABFAS members must maintain active status to be eligible for election to, and for continued  
36 membership on, the Board of Directors.  
37

38 Section 5. MEETINGS OF THE BOARD OF DIRECTORS - At the call of the President, the Board  
39 of Directors shall hold general meetings, at least annually, at such time and place as selected by the  
40 President. The Board of Directors shall hold special meetings at other times as the affairs of the Board  
41 make necessary or desirable, upon the call of the President, or a majority of the Board of Directors.  
42

43 Section 6. QUORUM - A majority of the number of directors then in office shall constitute a quorum for  
44 the transaction of business at any meeting of the Board of Directors.  
45

46 Section 7. VOTING - Board resolutions require a simple majority of all Board of Directors present. A  
47 unanimous vote is required for votes conducted without a meeting, whether by mail or electronic  
48 methods. The written consent or consents to such action shall be filed with the minutes of the Board's  
49 proceedings.  
50



1 Section 8. ELECTRONIC MEETINGS. The Board of Directors may participate in any meeting of the  
2 Board by means of telephone, videoconference, or any means of communication by which all persons  
3 participating in the meeting are able to hear one another, and such participation shall constitute presence  
4 in person at the meeting.

5  
6 Section 9. RESIGNATION AND REMOVAL

7  
8 (A) A director may resign by giving written notice to the President or the Executive Director.  
9 Unless otherwise specified in the resignation, the resignation shall take effect upon receipt,  
10 and acceptance of the resignation shall not be necessary to make it effective.

11 (B) Removal

12  
13  
14 (1) A director may be removed from office by vote of two-thirds of the other directors then  
15 in office determining that the acts or omissions of such director are of such a nature that  
16 it is inappropriate for them to continue to serve as a director and representative of  
17 ABFAS. The Board may in its discretion adopt policies and guidelines related to the  
18 process for initiating and approving the removal of directors, including whether a  
19 director whose removal has been proposed is entitled to be heard by the Board.

20  
21 (2) Vacancies caused by removal of a director may be filled in the manner specified in  
22 Section 3 of this Article VI.

23  
24 Section 10. CONFIDENTIALITY AND CONFLICTS OF INTEREST - At the commencement of each  
25 term of office, each director shall sign an agreement stating that the director will not disclose any  
26 confidential information. If a question is raised as to the confidentiality of certain information,  
27 confidentiality will be determined by a vote of the directors, in consultation as needed with ABFAS  
28 legal counsel. Discussions during board meetings are deemed confidential, unless otherwise agreed upon  
29 by vote of the Board.

30  
31 **ARTICLE VII – OFFICERS AND DUTIES**

32  
33 Section 1. NUMBER - The four officers of the corporation shall be the President, President-elect,  
34 Secretary-Treasurer, and Immediate Past President.

35  
36 Section 2. ELECTION - The President-elect and Secretary-Treasurer of the corporation shall be  
37 elected by the Board of Directors from amongst the Board of Directors members at the first meeting  
38 after the ballot election of the directors. The President-elect from the prior year will become the  
39 President; the President from the prior year will become the Immediate Past President. A Board member  
40 is ineligible to be nominated or elected to be the President-elect if entering the third year of their term  
41 serving on the Board, or if at the beginning of the term had been removed from the Board or from their  
42 position as an officer.

43  
44 Section 3. ASSUMPTION OF DUTIES - The officers shall take office effective September 1 of the  
45 year of their election

46  
47 Section 4. TERM - Officers shall be elected for one-year terms and may be reelected for one  
48 additional term.

49

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

4 (A) President. – The President shall preside at all meetings of the Board of Directors and of the  
 5 members of ABFAS. Except for those duties delegated to the Executive Director, the  
 6 President shall perform such other duties as are consistent with the office in addition to  
 7 those that are specifically prescribed by these Bylaws as then revised.  
 8

9 (B) President-Elect. – The President-elect shall perform all duties of the President in the  
 10 President’s absence or inability to act. The President-elect shall assume the office of  
 11 President in case of a vacancy in that office for any cause. The President-elect shall  
 12 generally assist the President in the performance of their duties.  
 13

14 (C) Secretary-Treasurer. – The Secretary-Treasurer shall be responsible for maintaining full  
 15 and complete records of all proceedings of ABFAS; acting as custodian of all ABFAS  
 16 monies and holding, investing, or conveying the funds at the direction of the Board of  
 17 Directors; and carrying out such other duties as are consistent with their office. The  
 18 Secretary-Treasurer may delegate an appropriate ABFAS staff person to manage the day-  
 19 to-day finances of ABFAS, subject to the Secretary-Treasurer and the Board’s oversight.  
 20

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

26 Section 7. VACANCY OF AN OFFICER - In the event that a vacancy arises of any officer, the Board  
 27 of Directors shall appoint another member of the Board of Directors to fill the unexpired term of the  
 28 vacant position.  
 29

### 30 **ARTICLE VIII – EXECUTIVE DIRECTOR**

31  
 32 Section 1. AUTHORITY - The Board of Directors shall employ a chief executive of ABFAS, called  
 33 the Chief Executive Officer or Executive Director, who shall, subject to the direction and control of the  
 34 Board, supervise and control all the assets, business, and affairs of ABFAS.  
 35

36  
 37 Section 2. DUTIES OF THE EXECUTIVE DIRECTOR - The Executive Director shall be the  
 38 executive head of ABFAS responsible for implementing Board-issued policies and for managing the  
 39 day-to-day operations of ABFAS. The Executive Director shall hire all employees, plan, organize, and  
 40 direct the staff, programs, and activities of ABFAS. The Executive Director shall cooperate with, advise,  
 41 and coordinate the activities of all committees and shall be an ex-officio member of all standing  
 42 committees and the Board of Directors without voting privileges. Further duties may be prescribed by  
 43 the Board of Directors.  
 44

### 45 **ARTICLE IX – COMMITTEES**

46  
 47 Section 1. STANDING COMMITTEES - The Board of Directors, by resolution adopted by a majority  
 48 of the Board of Directors in office, may designate and appoint one or more standing, special, or ad hoc  
 49 committees, or task forces, for a tenure designated by resolution. The President may designate and  
 50 appoint one or more special or ad hoc committees or task forces for a tenure corresponding to the tenure

1 of office of the President. The committees and task forces shall have and exercise the authority  
 2 established by resolution or by these bylaws. The Executive Director may designate and appoint one  
 3 more task forces for a tenure corresponding to the initiative for which the task force is designated. The  
 4 creation of, delegation of authority to, or action by a committee or task force shall not operate to relieve  
 5 the Board of Directors, or any individual Director, of any responsibility under these bylaws or law. In  
 6 addition, the standing committees of ABFAS shall include:

7  
 8 (A) Executive Committee. – The Executive Committee shall consist of the President, President-  
 9 elect, Immediate Past President, and Secretary/Treasurer. The Executive Committee shall have the  
 10 power to execute the policies and directions of the Board and shall oversee the financial affairs of the  
 11 Board. The Executive Committee has the power and authority to transact business of an emergency or  
 12 unusual nature that occurs between meetings of the Board of Directors and for which a special meeting  
 13 is impractical or inefficient. The Executive Committee shall report all such actions at the next regularly  
 14 scheduled Board of Directors meeting, and those transactions shall be subject to the ratification of the  
 15 Board of Directors.

16  
 17 (B) Examinations Committee. – The Examinations Committee shall consist of members of  
 18 ABFAS. The Board of Directors shall determine the size, membership, and chair of the committee upon  
 19 recommendation of the President-elect. This committee shall be composed of qualified members of  
 20 ABFAS who shall also represent the broad geographical distribution of the membership. This committee  
 21 shall be responsible for the preparation, administration, and evaluation of ABFAS examinations. It shall  
 22 continually strive to upgrade the methodology used for the evaluation of such candidates.

23  
 24 (C) Nominating Committee. – The Board of Directors, upon recommendation of the President-  
 25 elect, shall annually appoint a Nominating Committee which shall be composed of three (3) members of  
 26 ABFAS, two (2) of whom shall not be current Directors. The Immediate Past President shall be a  
 27 member of and shall chair the Nominating Committee. The duties of the committee shall be to propose  
 28 to the membership the names of candidates for election.

29  
 30 Section 2. LIMITATIONS OF POWER – Each committee and task force shall serve at the pleasure of  
 31 the Board, President, or Executive Director. Neither a committee nor a task force member, nor the  
 32 committee or task force as a whole, may enter into a contract or agreement binding ABFAS or purport to  
 33 speak on behalf of ABFAS or the Board. Such actions may only be taken upon a resolution adopted by  
 34 the Board. A non-member may participate in committees or task forces at the invitation of the  
 35 committee or task force chair, subject to Board direction, but non-members shall not have the right to  
 36 vote on the committee or task force.

## 37 38 **ARTICLE X – REQUIREMENTS FOR CERTIFICATION AND BOARD QUALIFIED STATUS**

39  
 40 Section 1. REQUIREMENTS FOR BOARD CERTIFICATION AND BOARD QUALIFIED. Board  
 41 certification or Board Qualified status may be conferred upon candidates who (1) have graduated from a  
 42 college of podiatric medicine that has been accredited by the Council on Podiatric Medical Education of  
 43 the American Podiatric Medical Association; (2) hold a current and unrestricted license granted by a  
 44 state, district, or other United States jurisdiction, or by a Canadian province; (3) have successfully  
 45 completed the post-doctoral requirements under one of the categories established by ABFAS and; (4)  
 46 have not been convicted of either a felony related to the delivery of a healthcare item or service or any  
 47 offense which causes their license to practice podiatry to be revoked in any state.  
 48

1 Section 2. FEES - The Board of Directors shall determine the amount of the application and  
2 registration fees. These fees must be paid in full prior to participating in an examination for Board  
3 Qualified status or Board certification.

4  
5 Section 3. ETHICAL REQUIREMENTS - Board certification or Board qualification shall be  
6 conferred on and be maintained by those podiatrists who subscribe and adhere to the principles of  
7 professional conduct embodied in the Code of Ethics of the American Podiatric Medical Association,  
8 provided that membership in any professional organization shall not be required as a condition for  
9 certification.

10  
11 Section 4. ADVERTISING OF BOARD CANDIDACY AND/OR STATUS - Candidates, individuals  
12 holding Board Qualified status and members must abide by the Advertising Policies established by ABFAS.  
13 False advertising of Board Qualified and/or Board status, or advertising deemed by ABFAS to be not in  
14 compliance with the Advertising Policies shall be a basis for the Board of Directors to impose those sanctions  
15 set forth in the Advertising Policies, including, without limitation, the denial of the right of a candidate to sit  
16 for the Board qualification or certification examinations for a period of time to be determined by the Board of  
17 Directors or the revocation of a member's Diplomate status.

18  
19 Section 5. CONTINUING EDUCATION/MAINTENANCE OF PODIATRIC SURGICAL  
20 COMPETENCE - Members are required to participate in continuing education programs as determined  
21 by the Board of Directors. Such participation shall, at a minimum, be consistent with the requirements  
22 for continuing education within their state of licensure. Members are also required to participate in  
23 programs to maintain surgical competence and to increase their knowledge in the art and science of  
24 podiatric surgery.

## 25 26 **ARTICLE XI – EXAMINATIONS**

27  
28 Section 1. NOTICE - Notice of the annual examination shall be given at least six (6) months in  
29 advance of such examination. Such notice shall provide information regarding the time, place, and date  
30 that is fixed by the Board of Directors for such examinations.

31  
32 Section 2. POLICIES - The Board of Directors shall have the authority to set examination policies  
33 regarding time limits for which applications and case documentation are valid, and the requirements,  
34 qualifications, and fees for the reexamination of any candidate who failed an examination for admission  
35 to ABFAS.

36  
37 Section 3. DETERMINATION OF PASSING SCORES - The Board of Directors shall have the  
38 authority to determine passing scores on examinations. The decision of the Board of Directors  
39 concerning the successful completion of an examination shall be final.

40  
41 Section 4. CONTENT - All examinations shall be comprehensive and shall include a broad scope of  
42 content relevant to current practice of foot and ankle surgery.

## 43 44 **ARTICLE XII – DIPLOMATE CERTIFICATE**

45  
46 Section 1. SEAL AND INSCRIPTION - A suitable certificate bearing the seal of the American Board  
47 of Foot and Ankle Surgery shall be inscribed for each candidate who satisfies the requirements for  
48 certification.

49

1 Section 2. TYPE - Candidates completing the requirements for certification shall receive the  
2 appropriate certificate pursuant to ABFAS policy.

3  
4 Section 3. OWNERSHIP - The certificate shall remain the property of ABFAS and shall be returned  
5 to ABFAS if for any reason the certified status of the member has been revoked.

6  
7 Section 4. TIME LIMIT - All certificates issued after 1990 for certification in foot surgery or  
8 certification in foot and reconstructive rearfoot and ankle surgery shall carry a time limit of ten (10)  
9 years for which the certificate is active.

## 10 11 12 **ARTICLE XIII – STATEMENT OF BOARD QUALIFIED**

13  
14 Section 1. LETTER AND SEAL - An appropriate letter bearing the seal of the American Board of  
15 Foot and Ankle Surgery shall be provided to those candidates who have satisfied the requirements for  
16 Board Qualified status as herein provided.

17  
18 Section 2. TIME LIMIT - Board Qualified candidates shall have a time limit of seven (7) years during  
19 which the status is active. If a Board Qualified candidate does not complete the certification process  
20 within seven (7) years after the becoming board qualified, all rights and privileges of Board Qualified  
21 status shall cease unless the Board of Directors have granted an extension.

## 22 23 **ARTICLE XIV – REVOCATION AND SUSPENSION**

24  
25 Section 1. AUTHORITY - The Board of Directors shall have the authority to revoke or suspend any  
26 “Diplomate of the American Board of Foot and Ankle Surgery,” “Diplomate of the American Board of  
27 Podiatric Surgery,” and “Diplomate of the American Board of Ambulatory Foot Surgery” certificate,  
28 and any “Board Qualified” letter or status, and such person shall cease to be a member of, or have any  
29 status with ABFAS for the following reasons:

- 30
- 31 (A) If the individual has failed to pay any fee provided in these Bylaws or approved by the  
32 Board.
  - 33
  - 34 (B) If the individual has failed to pay a special assessment as provided in these Bylaws.
  - 35
  - 36 (C) If the individual is convicted of either a felony related to the delivery of a healthcare item  
37 or service or any crime involving moral turpitude.
  - 38
  - 39 (D) If the individual’s license to practice podiatry is revoked in any state, province, or  
40 governmental body.
  - 41
  - 42 (E) If the individual misrepresents facts or provides false information in connection with an  
43 application for certification, continuous certification, or other ABFAS status or documents.
  - 44
  - 45 (F) If the individual advertises their certification status to the public in a false, deceptive, or  
46 misleading manner.
  - 47
  - 48 (G) If the individual fails to complete any applicable continuous certification requirements  
49 within the time frame set forth in these Bylaws.
- 50

- 1 (H) If the individual has cheated on any examination administered by the ABFAS.  
 2  
 3 (I) If the individual has committed a material violation of the Code of Ethics of the American  
 4 Podiatric Medical Association.  
 5  
 6 (J) If the individual is adjudicated in a final judgment of a court or final ruling of an arbitrator  
 7 to have committed professional malpractice in the practice of podiatry or podiatric surgery  
 8 involving gross negligence or willful misconduct.  
 9  
 10 (K) If the individual is adjudicated in a final judgment in any criminal, civil or administrative  
 11 proceeding to have committed fraud in the conduct of the practice of podiatry or podiatric  
 12 surgery, including reimbursements received from public or private third-party payers.  
 13

14 Section 2. HEARING - Prior to revocation of diplomate status, the member shall be entitled to a  
 15 hearing before the Board of Directors and may be represented by counsel. The Board of Directors shall  
 16 establish policies regarding the process for hearings.  
 17

18 Section 3. REVOCAION OR SUSPENSION WITHOUT HEARING - The Diplomate status for a  
 19 member who has been convicted of either a felony related to the delivery of a healthcare item or service  
 20 or any crime involving moral turpitude, or whose license to practice podiatry is revoked in any state, or  
 21 province, or governmental entity, or who has failed to timely pay annual fees and/or special assessments,  
 22 may be revoked by the Board of Directors without any hearing or appeal process applying to such  
 23 revocations.  
 24

25 Section 4. REINSTATEMENT - The Board of Directors has the responsibility to determine when or  
 26 if evidence is sufficient to warrant reinstatement of a member and his certificate and whether such  
 27 reinstatement may require additional examination and evaluation of the applicant's professional  
 28 competency, in keeping with these Bylaws.  
 29

#### 30 Section 5. RESIGNATION

31 - A member may resign from ABFAS for whatever cause by returning the certificate to the Executive  
 32 Director.  
 33

### 34 **ARTICLE XV – ANNUAL FEES FOR ABFAS MEMBERS**

35  
 36 Section 1. REQUIREMENT - All members of ABFAS shall be required to pay an annual fee. The  
 37 Board of Directors shall establish the annual fee. Such fees shall be due and payable by September 1 of  
 38 each calendar year.  
 39

40 Section 2. SUSPENSION FOR FAILURE TO PAY FEE - Any member of ABFAS who has not paid  
 41 the annual fee by September 1 shall be required to pay a penalty established by the Board of Directors  
 42 and will not show in any lists of ABFAS-certified members. Any member who has failed to pay the  
 43 annual fee and penalty by October 15 shall be automatically suspended and may have the diplomate  
 44 status revoked.  
 45

### 46 **ARTICLE XVI – ANNUAL FEES FOR BOARD QUALIFIED STATUS**

47  
 48 Section 1. REQUIREMENT- All Board Qualified individuals shall be required to pay an annual fee.  
 49 The Board of Directors shall establish an annual fee. Such fees shall be due and payable by September 1  
 50 of each calendar year.

1  
2 Section 2. SUSPENSION FOR FAILURE TO PAY FEE- Any Board Qualified individual who has  
3 not paid the annual fee by September 1 shall be required to pay a penalty as established by the Board of  
4 Directors. Any Board Qualified individual who has failed to pay the annual fee and penalty by October  
5 15 shall be automatically suspended.

6  
7 Section 3. REVOCAATION - The Board of Directors shall have authority to revoke Board Qualified  
8 status for failure to pay the annual fee.

## 9 10 **ARTICLE XVII – CONTINUOUS CERTIFICATION REQUIREMENTS**

11  
12 Section 1. CERTIFIED PRIOR TO 1991 - Diplomates of ABFAS certified prior to 1991 shall be  
13 required to complete the ABFAS continuous certification requirements every ten (10) years to maintain  
14 certification status.

15  
16 Section 2. CERTIFIED AFTER 1990 - Diplomates of ABFAS certified after 1990 shall be required to  
17 successfully complete the ABFAS continuous certification requirements every ten (10) years to maintain  
18 certification certificate.

## 19 20 **ARTICLE XVIII – FINANCES**

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

24  
25 Section 2. FEES - ABFAS shall support its activities through fees to be established by the Board of  
26 Directors.

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

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

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

41  
42 Section 6. EXPENDITURES – All ABFAS expenditures must be for purposes authorized by the  
43 Articles of Incorporation or these Bylaws. The Board of Directors may authorize the establishment of  
44 bank accounts and authorize the Executive Director to deposit funds into and withdraw funds from such  
45 accounts subject to any limitations established by the Board.

## 46 47 **ARTICLE XIX – INDEMNIFICATION**

48  
49 Section 1. NON-DERIVATIVE ACTIONS - Subject to all of the other provisions of this article and  
50 to the full extent permitted by applicable law, ABFAS shall indemnify any person who was or is a party

1 or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding,  
2 whether civil, criminal administrative or investigative and whether formal or informal (other than an  
3 action by or in the right of ABFAS) by reason of the fact that the person is or was a director or officer of  
4 ABFAS, or is or was serving at the request of ABFAS as a director, officer, partner, trustee or employee,  
5 or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture,  
6 trust or other enterprise, whether for profit or not for profit, against expenses (including attorneys' fees),  
7 judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by them in  
8 connection with such action, suit or proceeding, but only if the person acted in good faith and in a  
9 manner the person reasonably believed to be in or not opposed to the best interests of ABFAS, and with  
10 respect to any criminal action or proceeding, if the person had no reasonable cause to believe their  
11 conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement,  
12 conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption  
13 that the person did not act in good faith and in a manner which the person reasonably believed to be in  
14 or not opposed to the best interests of ABFAS, and, with respect to any criminal action or proceeding,  
15 had reasonable cause to believe that their conduct was unlawful.

16  
17 Section 2. DERIVATIVE ACTIONS - Subject to all of the provisions of this article and to the full  
18 extent permitted by applicable law, ABFAS shall indemnify any person who was or is a party to any  
19 threatened, pending or completed action or suit by or in the right of ABFAS to procure a judgment in its  
20 favor by reason of the fact that the person is or was a director or officer of ABFAS, or is or was serving  
21 at the request of ABFAS as a director, officer, partner, trustee, employee, or agent of another foreign or  
22 domestic corporation, partnership, limited liability company, joint venture, trust or other enterprise,  
23 whether for profit or not for profit, against expenses (including actual and reasonable attorneys' fees)  
24 and amounts paid in settlement incurred by the person in connection with such action or suit if the  
25 person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the  
26 best interests of ABFAS. However, indemnification shall not be made to any claim, issue or matter in  
27 which such person has been found liable to ABFAS unless and only to the extent that the court in which  
28 such action or suit was brought has determined upon application that, despite the adjudication of liability  
29 but in view of all circumstances of the case, such person is fairly and reasonably entitled to  
30 indemnification for the expenses which the court considers proper.

31  
32 Section 3. EXPENSES OF SUCCESSFUL DEFENSE - To the extent that a person has been  
33 successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1  
34 or 2 of this article, or in defense of any claim, issue or matter in the action, suit or proceeding, the person  
35 shall be indemnified against expenses (including actual and reasonable attorneys' fees) incurred by such  
36 person in connection with the action, suit, or proceeding and in any action, suit or proceeding brought to  
37 enforce the mandatory indemnification provided by this section.

38  
39 Section 4. DEFINITION - For the purposes of Sections 1 and 2, "other enterprises" shall include  
40 employee benefit plans, "fines" shall include any excise taxes assessed on a person with respect to an  
41 employee benefit plan; and "serving at the request of ABFAS" shall include any service as a director,  
42 officer, employee, or agent of ABFAS which imposes duties on, or involves services by, the director or  
43 officer with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted  
44 in good faith and in a manner the person reasonably believed to be in the interest of the participants and  
45 beneficiaries of an employee benefit plan shall be considered to have acted in a manner "not opposed to  
46 the best interests of ABFAS" as referred to in Sections 1 and 2.

47  
48 Section 5. CONTRACT RIGHT – LIMITATION ON INDEMNITY - The right to indemnification  
49 conferred in this article shall be a contract right. Except as provided in Section 3 of this article, ABFAS



1 shall have no obligations under this article to indemnify any person in connection with any proceeding,  
 2 or part thereof, initiated by or on behalf of such person without authorization by the Board of Directors.  
 3

4 **Section 6. DETERMINATION THAT INDEMNIFICATION IS PROPER** - Any indemnification  
 5 under Section 1 or 2 of this article (unless ordered by court) shall be made by ABFAS only as authorized  
 6 in the specific case upon a determination that indemnification of the person is proper in the  
 7 circumstances because the person has met the applicable standard of conduct set forth in Section 1 or 2,  
 8 whichever is applicable. Such determinations shall be made in any of the following ways:  
 9

- 10 (A) By a majority vote of a quorum of the Board of Directors consisting of directors who are not  
 11 parties or threatened to be made parties to such action, suit or proceeding.  
 12  
 13 (B) If a quorum described in clause (A) above is not obtainable, then by a majority vote of a  
 14 committee of directors who are not parties or threatened to be made parties to the action.  
 15 The committee shall consist of not less than two disinterested directors.  
 16  
 17 (C) By independent legal counsel, chosen by a majority of directors who are not parties or  
 18 threatened to be made parties to the action (or, if there are no such directors, then by a  
 19 majority of all directors), in a written opinion.  
 20

21 **Section 7. PROPORTIONATE INDEMNITY** - If a person is entitled to indemnification under  
 22 Section 1 or 2 of this article for a portion of expenses, including attorneys' fees, judgments, penalties,  
 23 fines, and amounts paid in settlement, but not for the total amount thereof, ABFAS shall indemnify the  
 24 person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for  
 25 which the person is entitled to be indemnified.  
 26

27 **Section 8. EXPENSES ADVANCE** - Expenses incurred in defending a civil or criminal action, suit or  
 28 proceeding described in Section 1 or 2 of this article may be paid by ABFAS in advance of the final  
 29 disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the  
 30 person involved to repay expenses if it is ultimately determined that the person is not entitled to be  
 31 indemnified by ABFAS. The undertaking shall be an unlimited general obligation of the person on  
 32 whose behalf advances are made but need not be secured.  
 33

34 **Section 9. NON-EXCLUSIVITY OF RIGHTS** - The indemnification or advancement of expenses  
 35 provided under this article is not exclusive of other rights to which a person seeking indemnification or  
 36 advancement of expenses may be entitled under contractual arrangement with ABFAS. However, the  
 37 total amount of expenses advanced or indemnified from all sources combined shall not exceed the  
 38 amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.  
 39

40 **Section 10. FORMER DIRECTORS AND OFFICERS** - The indemnification provided in this article  
 41 continues as to a person who has ceased to be a director or officer and shall inure to the benefit of heirs,  
 42 executors, and administrators of such person.  
 43

#### 44 **ARTICLE XX – AMENDMENTS**

45  
 46 **Section 1. PROCESS FOR AMENDMENT** - These Bylaws may be amended or repealed in whole or  
 47 in part as follows:  
 48

- 49 1. On a resolution by (a) a majority action of the Board of Directors then in office, or (b) a  
 50 written proposal signed by one hundred (100), or ten (10) percent of, Members, whichever is

1 less, and that resolution is approved by a simple majority of votes cast by voting Members, with  
2 the effective date of the amendment being the date of the vote, if completed during a member  
3 meeting, or the date that members are notified that their ballots must be submitted, if completed  
4 by mail or electronic means.

5

6 2. When amendments are put to a vote at a general meeting or ballot, written notice of the  
7 proposed amendment shall be sent to all voting Members at least thirty (30) days prior to the  
8 meeting or deadline for submission of ballots.

9

10

11 *Last Amended: November 21, 2023*