

Bylaws for The Texas Chapter of The American Academy of Orthotists and Prosthetists

BYLAW I

The name of this nonprofit Chapter shall be The Texas Chapter of The American Academy of Orthotists and Prosthetists, hereinafter called "The Chapter."

BYLAW II

PRINCIPLE OFFICE

The principle office of this Chapter as a domestic nonprofit corporation, shall be that of the Secretary who is duly elected by the members of this Chapter in accordance with the provisions of these Bylaws.

BYLAW III

DEFINITIONS

- (a) The term, "Orthotists and Prosthetists" includes individuals practicing the profession of orthotics and/or prosthetics to whom the American Board for Certification in Orthotics and Prosthetics, Inc., has awarded the title of Certified Orthotist, Certified Prosthetist or Certified Orthotist and Prosthetist, and who is in good standing.
- (b) The term, "Chapter," identifies the geographic area composed of Texas and Adjoining States, from which area the membership of the Chapter is drawn.

BYLAW IV

OBJECTS

The objects of this Chapter is to improve the general welfare of the profession, to improve its service to the public, to cooperate with government officials in furthering the national welfare, to recognize technical competency and achievement, to advance education and research in the

profession, and to promote and maintain an organization for the advancement and welfare of the profession by all proper, suitable, and legal means.

BYLAW V

MEMBERSHIP

(A) Membership:

1) Active Membership: Any Orthotist and/or Prosthetist within the geographical boundaries of this Chapter in Bylaw III above and who is in good standing with The American Academy of Orthotists and Prosthetists is eligible to become a member of this Chapter.

2) Associate Membership: Any ABC Registered Orthotic or Prosthetic Technician or Associate within the geographical boundaries of this Chapter in Bylaw III above and who is in good standing with the American Academy of Orthotists and Prosthetists is eligible to become an Associate Member of this Chapter. Associate members may not vote or hold office.

3) Affiliate Membership: Those individuals who do not meet the requirements for Active Membership or Associate Membership may apply for membership as an Affiliate Member. Individuals in professional fields that are related to the orthotics and prosthetics field may join in this category. This would include Certified Pedorthists, Physical Therapists, Occupational Therapists, Podiatrists, Physicians, Rehabilitation Engineers, Case Managers, and Licensed Orthotists and Prosthetists. Affiliate members may not vote or hold office.

(B) Procedure for Admitting Members. All applicants for Membership shall be submitted to the Secretary of the Chapter in writing or otherwise, and he shall be and hereby is authorized to admit such applicants into the Membership they designate if they are eligible therefore under these Bylaws. If, in the opinion of the Secretary, any applicant is not eligible for Membership, he shall refer the application to the Board of Directors of the Chapter at its next regular meeting at which time they will determine by a majority vote whether or not the application shall be accepted.

(C) Voting.

(1). Each Active Member shall be entitled to one vote relating to the conduct of business which shall be properly brought before Regular or Special Meetings.

(2). Proxies. An Active Member may designate another Active Member as his proxy for any purpose of a Regular or Special Meeting of the Chapter. The Board of Directors shall

determine the form and method for presenting the voting proxies.

(D) Duration of Membership. Membership in this Chapter may terminate by voluntary withdrawal, or as otherwise provided in these Bylaws. All rights, privileges, and interests of a member in or to the Chapter shall cease on termination of membership. Membership shall be nontransferable. Any member may, by giving written notice of such intention, withdraw from membership. Withdrawals shall be effective upon fulfillment of all obligations to the date of withdrawal.

(E) Suspension and Expulsion. If in a written and signed communication addressed to the Secretary any member of the Chapter shall be charged with conduct detrimental to the objects of the association or in violation of its Bylaws, or rules and regulations, the Secretary shall send a copy of the charges to the accused member, who shall be given adequate time to reply, whereupon the Board of Directors shall take such further action as it may deem proper. Such accused shall have the right to a hearing and, if suspended or expelled, shall have the right of Appeal to a hearing and, if suspended or expelled, shall have the right of Appeal to the membership. If the Board's action is sustained by two-thirds vote of the members present at any regular or special meeting viewing the action of the Board, such suspension or expulsion shall be final, otherwise, to be of no effect.

BYLAW VI

FINANCES

(A). Fiscal Year. The fiscal year of the Chapter shall begin ~~December 1~~* January 1st of each year.

(B). Dues. The annual dues required for membership in the Chapter shall be determined by the vote of the members, on recommendation of the Executive Committee. Dues may be varied from year to year, but dues shall be the same for all Members.

(C). Failure to Pay Dues. The failure of a Member to pay any annual dues on or before the expiration of the fourth month of the fiscal year for which they were established shall result in loss of membership in the Chapter.

(D). Membership Liability for Debts. Members of this Chapter shall not be liable for the debts of this Chapter, except to the extent of any unpaid portion of their respective fees and dues.

BYLAW VII

MEETINGS

- (A). Annual Business Meeting. There shall be an annual business meeting of the Chapter, unless otherwise ordered by the Executive Committee, for election of officers, receiving reports, and the transaction of other business. Notice of such meetings, issued by the Secretary, shall be mailed to the last recorded address of each member at least 30 days but no earlier than 60 days before the time appointed for the meeting.
- (B). Special Meetings. Special Meetings of the Chapter may be called at any time by the President, and must be called at any time by the President, or in his absence by the President Elect or Secretary on the written request of a majority of the Board of Directors, or on the written request of not less than 10% members of the Chapter. Fifteen (15) days notice of any special meeting must be given to the members of the Chapter, and the notice must state the object of the meeting.
- (C). Quorum. A quorum at all meetings of the Members shall consist of 10% of the members, present in person or by proxy. If a quorum is not present, the President shall adjourn the meeting for no longer than thirty (30) days.
- (D). Order of Business. The Board of Directors shall determine the rules governing the order of business at general and special meetings of the Chapter. A majority of the Members present at a general or special meeting may suspend such rules. The presiding officer at any meeting may decide any questions as to the priority of business without debate or vote. The usual parliamentary rules as laid down in Roberts Rules of Order shall govern, when not in conflict with these Bylaws.

BYLAW VIII

OFFICERS

- (A). Elective Officers. The elective officers of the Chapter shall be a President, President Elect, Vice President, a Secretary and/or Treasurer. Only members in good standing shall be eligible for elective office. Other officers and offices may be established and appointed by the Members of the Chapter at a regular Annual Meeting.
- (B). Terms. The elective officers shall take office and shall serve for a term of two (2) years or until successors are duly elected. Officers are eligible for re-election. Vacancies in any office may be filled for the balance of the term thereof by the Board of Directors.

(C). President. The President shall be the Chief Officer of the Chapter, and shall be present at meetings of the Chapter and of the Executive Committee. He/she shall be a member ex officio of all the committees. He/she shall communicate to the Chapter such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the Chapter, and shall perform such other duties as are necessarily incident to the office.

(D). President Elect and Vice President. The President Elect and then the Vice President shall perform all duties of the President during the absence of the President. They shall be members ex officio of all committees. They shall serve as ex officio members of the Executive Committee without the right to vote.

(E). Treasurer. The Treasurer shall keep an account of all monies received and expended for the use of the Chapter, and shall make disbursements authorized by the Executive Committee or such other persons as the Chapter Members may prescribe. All sums received shall be deposited by him in the bank and banks approved by the Executive Committee, and he shall make a report at the Annual Meeting or when called upon by the President. Funds may be drawn only on the signature of the Treasurer. The funds, books, and vouchers in his hands shall at all times be subject to verification and inspection by the elective officers of this Chapter. At the expiration of his term of office, the Treasurer shall deliver to his successor all books, money, and other property of the Chapter.

(F). Secretary. It shall be the duty of the Secretary to:

- (1) Give notice of and attend all meetings of the Chapter and all committees.
- (2) Make provision for the keeping of a record of all proceedings.
- (3) Keep and maintain records of all transactions, and make reports to the Board of Directors of his activities as may be required from time to time.
- (4) Keep a list of the members of the Chapter.
- (5) Establish machinery for the collection of dues and the payment to the Treasurer.
- (6) Keep records as to agents retained by the Chapter.
- (7) Prepare, with the concurrence of the Treasurer, an annual report of transactions and condition of the Chapter.
- (8) Conduct all correspondence concerning the Chapter's activities except that which is appropriate to the President.
- (9) Do and perform all other duties incident to the Office of Secretary, as may be required

by the Board of Directors. At the expiration of the term of office, the Secretary shall deliver over to his successor all books and other properties, or in the absence of a successor these shall be delivered to the Board of Directors. The Secretary shall be an ex officio member of the Board of Directors.

(10) Be a registered agent for the Corporation.

BYLAW IX

ELECTIONS

The election of Chapter officers shall take place at the time and place of the regular annual meeting. Only Active Members in good standing shall be eligible for office, and only Active Members shall be entitled to vote. Candidates who receive a majority of the votes so cast shall be elected. The election shall be by a secret ballot, unless otherwise ordered by a majority of those present at the annual meeting.

BYLAW X

BOARD OF DIRECTORS

(A) Government. The management, supervision, control and direction of the affairs of the Chapter shall be vested within the Board of Directors.

(B) Selection. The Board of Directors shall consist of the officers of the Chapter, including the immediate past president.

(C) Duties. The Board of Directors shall be responsible for managing the Chapter, and it is hereby vested with authority to do such acts as are necessary, desirable and legally proper to conduct the business of the Chapter in accordance with these Bylaws.

(D) Meetings. The Board of Directors may hold regular meetings at such times and places as they shall determine. The President, or a majority of the Members of the Chapter, may call special meetings of the Board only after giving fifteen (15) days notice to each Director. The notice of a special meeting shall state the time and place, and purpose of the meeting.

(E) Quorum. A majority of the Board of Directors shall constitute a quorum for the purpose of conducting business. Action may be approved only with the vote of at least a majority of the number of directors required for a quorum.

(F) Expenses. All proper expenses of the Board of Directors incurred while in the discharge of

their duties shall be paid by this Chapter in the usual course of business.

(G) Grievances. The Board of Directors shall adjust, within the scope of the functions of the Chapter and these Bylaws, any grievances which shall be submitted for their consideration.

BYLAW XI

COMMITTEES

(A) General. The President may create such committees as he considers to be necessary for the conduct of the Chapter's business in addition to those specifically authorized in this Bylaw. Committees which are created under this provision shall terminate upon expiration of the term of the President appointing them.

(B) Executive Committee. The President, President Elect, Vice President, Secretary /Treasurer and Immediate Past President of the Chapter shall compose the Executive Committee of the Board of Directors to which the Board of Directors may delegate all or any part of its authority, not prohibited by law.

BYLAW XII

AMENDMENTS

These Bylaws may be amended, repealed, or altered, in whole or in part by two-thirds (2/3) vote of the Active Members present in person or by proxy at any duly organized meeting to the Chapter; provided that any proposed amendment shall be filed in writing with the Secretary at least thirty (30) days before presented for adoption at any meeting. The Secretary, and his/her notice for the holding of a meeting at which an amendment to these Bylaws shall be presented, shall set forth therein the nature of the proposed amendment; provided further that in no event shall an amendment to these Bylaws be made which conflicts with or contradicts the Articles of Incorporation, Bylaws or policies of the American Academy of Orthotists and Prosthetists, Inc.

BYLAW XIII

BOOKS AND RECORDS

The Chapter will keep correct and complete books and records of account. The books and records include:

- (A) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Chapter including but not limited to the certificate of formation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (B) A copy of all bylaws, including these Bylaws, and any amended versions or amendments to them.
- (C) Minutes of the proceedings of the Board, and committees having any of the authority of the Board.
- (D) A list of the names and addresses of the directors, officers, and any committee members of the Chapter.
- (E) A financial statement showing the Chapter's assets, liabilities, and net worth at the end of the five (5) most recent fiscal years.
- (F) A financial statement showing the Chapter's income and expenses for the five (5) most recent fiscal years.
- (G) All rulings, letters, and other documents relating to the Chapter's federal, state, and local tax status.
- (H) The Chapter's federal, state, and local tax information or income tax returns for each of the Corporation's five (5) most recent tax years.

Any director, officer, or committee member of the Chapter may inspect and receive copies of all the corporate books and records required to be kept under the bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Chapter. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than five (5) working days after the Chapter receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor. The Chapter will provide requested

copies of books or records no later than five (5) working days after receiving a proper written request.

BYLAW XIV

NOTICES

(A) Notice by Mail or Telegram. Any notice required or permitted by these Bylaws to be given to a director, officer, or member of a committee of the Chapter may be given by mail or telegram. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records, with postage prepaid. If given by telegram, a notice is deemed delivered when accepted by the telegraph company and addressed to the person at his or her address as it appears on the corporate records. A person may change his or her address in the corporate records by giving written notice of the change to the Secretary of the Chapter.

(B) Signed Waiver of Notice. Whenever any notice is required by law or under the certificate of formation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

(C) Section 10.03. A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

BYLAW XV

SPECIAL PROCEDURES CONCERNING MEETINGS

(A) Meeting by Telephone. The Board of Directors and any committee of the Chapter may hold a meeting by telephone conference call procedures. In all meetings held by telephone, matters must be arranged in such a manner that all persons participating in the meeting can hear each other; the notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice; and a person's

participating in a conference call meeting constitutes his or her presence at the meeting.

(B) Decision Without Meeting. Any decision required or permitted to be made at a meeting of the Board, or any committee of the Chapter may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all the persons entitled to vote on the matter. The original signed consents will be placed in the Chapter minute book and kept with the corporate records.

Furthermore, in accordance with the certificate of formation, action may be taken without a meeting when there are signed written consents by the number of directors, or committee members whose votes would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must be signed and bear the date of signature of the person signing it. A telegram, telex, cablegram, or similar transmission by a director, or committee member, or a photographic, facsimile, or similar reproduction of a signed writing, will be treated as an original being signed by the director, or committee member.

Consents must be delivered to the Chapter. A consent signed by fewer than all directors, or committee members is not effective to take the intended action unless the required number of consents are delivered to the Chapter within 60 days after the date that the earliest dated consent was delivered to the Chapter. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Chapter's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Chapter's principal place of business, the consent must be addressed to the President or principal executive officer.

The Chapter will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that these written consent procedures were followed to authorize the action and filing.

BYLAW XVI

DISSOLUTION

(A) The Chapter may be dissolved by the vote of a two-thirds (2/3) majority of its Members.

(B) No part of the net income of the Chapter may inure to the benefit of any member. Upon dissolution, the property of the association shall be donated to a tax exempt organization of the same class as the Chapter.

Last Revised:

Bylaw V, Section A: 8-9-98

Bylaw V, Section A-2,3 and Section C: 8-5-2000

Bylaw VIII, Section A: 8-5-2000

Bylaw X: 8-5-2000

Bylaw XII, Section B: 8-5-2000

Bylaw XIII: 8-5-2000

*Bylaw VI: 08-13-2016, approved by member vote