



## **BYLAWS**

*Updated November 13, 2024*

### **ARTICLE I – NAME**

The name of this organization shall be the Midwest Podiatry Conference, hereinafter referred to as “the Conference.” The Conference is a not-for-profit corporation organized under the laws of the State of Illinois.

### **ARTICLE II – OBJECTIVES**

- A. The main objective of the Conference is to promote the art and science of podiatric medicine and the betterment of public health through an annual scientific conference program of continuing education and other professionally oriented instruction for member podiatric physicians.
- B. Other objectives include achieving a better rapport and understanding among the health professions.

### **ARTICLE III – MEMBERSHIP**

There shall be three classes of member state or provincial associations:

#### **A. Founding Members**

The following state podiatric medical associations are designated as Founding Members of the Conference: Illinois, Indiana, and Iowa.

Founding members shall appoint Delegates to serve on the Executive Council (See Article VI) and to serve as officers (See Article IX).

#### **B. Regular Members**

Other state and provincial podiatric medical associations may be invited to join the Conference as members by written invitation from the President upon approval by the Executive Council. Regular Member will qualify for the Midwest Member registration rate discount and will not participate in Founding Member financial distributions or risk.

C. Resignation

A member state or provincial podiatric medical association may resign from the Conference by written notice not within one year in advance of the next annual scientific conference.

**ARTICLE IV – ATTENDANCE**

A. Policy

The annual scientific conference is open to podiatric physicians and others who share the stated objectives of the Conference. Registration fees for the annual scientific conference will be established by the Executive Council. These fees are payable by the individual registrants directly to the Conference.

B. Members

Physician members in good standing of the Conference’s member state or provincial associations shall be considered as members of the Conference.

C. Non-members

Other American Podiatric Medical Association (APMA) members and non-APMA members meeting such requirements as established by the Executive Council may attend the Conference upon payment of the required registration fee.

D. Exhibitors

Authorized representatives of companies exhibiting at the annual scientific conference may be in attendance at designated activities during the annual scientific conference.

The Executive Council shall establish exhibitor fees and shall require companies exhibiting at the annual scientific conference to execute an exhibitor agreement setting forth conditions for such participation.

**ARTICLE V – REPRESENTATION**

Each Founding Member shall designate an individual to represent the state association as its Delegate to the Executive Council. The rights and duties of such designated Delegates, including, but not limited to, the right to vote and hold office, shall be set forth in Article VI below.

## ARTICLE VI – EXECUTIVE COUNCIL

### A. Authority and Responsibility

The affairs of the Conference shall be managed by a board of directors, which shall be referred to as the Executive Council and which shall have supervision, control and direction of the affairs of the Conference, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes and have discretion in the disbursement of its funds. The Executive Council may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

### B. Composition

The Executive Council shall consist of the Delegates appointed by each of the Founding Member associations. Each Delegate shall be a director.

### C. Meetings

The Executive Council may provide by resolution the time, date and place for the holding of a regular annual meeting of the Executive Council and additional regular meetings of the Executive Council without other notice than such resolution.

Special meetings of the Executive Council may be called by, or at the request of, the President or upon a written request to the Secretary by the majority of the delegates. Notice of any special meeting of the Executive Council shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting, provided that notice of any special meeting held by telephone conference call is delivered at least twenty-four (24) hours prior to the call. Attendance of a Delegate at any meeting shall constitute a waiver of notice of such meeting except where a Delegate attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

### D. Quorum

A majority of Delegates shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Council; provided that, if less than a quorum is present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

### E. Manner of Acting

Each Delegate shall have one vote. The act of a majority of the Delegates present at a duly called meeting at which a quorum is present shall be the act of the Executive Council, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. Robert's Rules of Order, Revised, shall govern the procedure at these meetings except when in conflict with the Conference Bylaws, which shall have precedence.

F. Resignation and Removal

Any Delegate may resign at any time by giving written notice to the Secretary. Any Delegate may be removed by the member state association that designated him or her as its Delegate to the Executive Council.

G. Vacancies

In the event of a vacancy in any Delegate position, the member state association that designated the original Delegate shall appoint an individual to serve in the vacated position.

H. Action by Written Consent

Any action requiring a vote of the Executive Council may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the Delegates.

I. Meeting by Conference Call

Any action to be taken at a meeting of the Executive Council may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

J. Compensation

Delegates shall not receive compensation for their service as directors, but the Executive Council, by resolution, may authorize reimbursement for expenses incurred in the performance of their duties.

**ARTICLE VII – Advisory Board**

A. Composition

The Advisory Board shall consist of the president or other designee of each member state or provincial association. In addition, the President of the American Society of Podiatric Medical Assistants (“ASPMA”), or his or her designee, and the Executive Directors of each of the member state or provincial associations may attend meetings of the Advisory Board.

B. Duties

The Advisory Board shall serve as an advisory body to the Executive Council.

### C. Meetings

The Advisory Board shall meet at such times and places as may be determined by the Executive Council, provided that it meets in conjunction with the Executive Council during the Conference no less than annually.

## ARTICLE VIII – ADMINISTRATION

### A. General

All administrative functions of the Conference shall be managed by the staff of the Conference (the “Administrative Staff”) who shall be appointed by and under the direction of the Executive Council.

### B. Expenses

Routine expenses of administering the Conference shall be paid directly by the Conference Coordinator, Conference Certified Public Accounting Firm or Treasurer with Conference funds deposited in a checking account in a bank selected by the Executive Council.

## ARTICLE IX – OFFICERS

### A. Conference Officers

The Conference shall have the following officers: President, Vice-President, Treasurer, and Secretary. Officers shall serve a one-year term, so that a Delegate representing one of the Founding Members shall annually be elected to the office of President according to the following order of rotation: Illinois, Indiana, and Iowa. The Delegates representing the Founding Members next in line for the presidency according to the annual order of rotation shall annually be elected to the offices of Vice-President, Treasurer, and Secretary, in that order. In the event there are only three delegates, one delegate shall assume the position of Treasurer and Secretary.

### B. President

The duties of the President shall include the following:

1. Preside over all meetings of the Executive Council.
2. In cooperation with the Conference Coordinator (who shall be appointed by the Executive Council), prepare the agenda for each meeting, and recommend actions to be taken by the Executive Council.
3. Participate with the Conference Coordinator, the Treasurer and the Administrative Staff in preparation of the annual budget for the Conference.

C. Vice-President

In the absence of the President, the Vice-President shall preside over the meetings of the Executive Council. The Vice-President shall also assist the President in carrying out other responsibilities as needed.

D. Treasurer

The Treasurer shall safeguard all assets of the Conference, report at all meetings of the Executive Council and shall recommend fiscal management policies for adoption by the Executive Council.

E. Secretary

The Secretary shall be responsible for having the business of all meetings recorded and for safeguarding official documents and statements of the Executive Council. Original copies of these minutes, documents, statements, and other materials shall be kept on permanent file in the Conference administrative office.

**ARTICLE X – FINANCE**

A. Fiscal Year

The fiscal year of the Conference shall be determined from time to time by the Executive Council.

B. Annual Audit

The Executive Council shall designate a certified public accounting firm, on the recommendation of the Treasurer and the Administrative Staff, to conduct an annual audit of the Conference financial records. This audit report should be distributed no more than 90 days after the close of the fiscal year to all Conference Delegates.

C. Annual Budget

The annual budget for the Conference shall be prepared by the Treasurer, the Conference Coordinator and the Administrative Staff for review and approval by the Executive Council.

D. Policies and Procedures

The Treasurer shall recommend for the approval of the Executive Council the adoption of administrative and fiscal practices and policies necessary to safeguard the management of Conference assets.

E. Bonding

The Executive Council shall provide for the bonding of such officers of the Conference as it may from time to time determine.

F. Audit Committee

The President in consultation with the Executive Council, the Conference Coordinator and the Administrative Staff may appoint an Audit Committee. If appointed the Audit Committee shall consist of 2 podiatric physicians, one from the Executive Council and one from the Advisory Board and the Treasurer.

The Administrative Staff member designated by the Executive Council shall be an ex officio member of the committee without vote. Among the responsibilities of the Audit Committee are to respond to the auditor on the annual audit, to review periodically the monthly financial statements, to review the accounting procedures and provide other general oversight to the financial activities of the Conference.

G. Proceeds from the Annual Scientific Conference

After the collections of all amount's receivable to the Conference and the payment of all expenses of the annual scientific conference, the Executive Council shall designate ten (10%) of any proceeds as equity for the Conference, not subject to the annual distribution to member associations. These funds shall be held in reserve solely for the purpose of protecting against liabilities of future annual scientific conferences.

The proceeds resulting from the annual scientific conference will be divided among the founding member associations in the following manner:

The total number of registered physician member attendees from each member state or province shall be divided by the total registration number of registered physician member attendees to determine a percent of member state or province participation. Ninety percent (90%) of the net proceeds shall be distributed by multiplying the determined percent of a member state or province participation by the net proceeds.

Any deficiencies resulting from the annual scientific conference will be divided among the member associations in the following manner:

The total number of registered physician member attendees from each member state or province shall be divided by the total registration number of registered physician member attendees to determine a percent of member state or province participation. One Hundred percent (100%) of the net proceeds shall be distributed by multiplying the determined percent of a member state or province participation by the net deficiency.

A Physician Member is categorized as Midwest Member (practicing podiatrist) and Resident/Preceptee/Fellow.

The distribution of such amounts payable or the collection of such money amounts receivable shall be accomplished as soon as practical after the annual scientific conference, but in no case should these amounts remain unpaid or uncollected by the close of the fiscal year in which they occurred.

#### **ARTICLE XI – MEETING SITE**

The Conference hotel meeting site and dates for the next Conference shall be selected by a committee consisting of the Executive Council, the Administrative Staff and the Conference Coordinator.

#### **ARTICLE XII – SCIENTIFIC PROGRAM**

During or immediately after the annual scientific conference, the President may appoint a Scientific Chair who shall be responsible for structuring the academic program for the Conference. The Scientific Chair shall recommend programs and faculty members for the Conference, which shall be subject to review and approval by the Executive Council.

#### **ARTICLE XIII – AMENDMENTS TO THE BYLAWS**

These Bylaws may be amended by the Executive Council acting at a special or regularly scheduled meeting, provided that the proposed amendments shall be distributed to all directors no less than 10 days before the Executive Council meeting where such amendments are to be considered.

#### **ARTICLE XIV – USE OF ELECTRONIC COMMUNICATION**

Unless otherwise prohibited by law, any action to be taken or notice delivered under these bylaws may be taken or transmitted via electronic mail or other electronic media.

#### **ARTICLE XV – DISSOLUTION OF THE CONFERENCE**

In the event of the dissolution of the Conference, the equity of the Conference shall be distributed to the member associations at the time of dissolution in the same manner outlined in Article X, Section G, based on attendance at the last annual scientific conference prior to the dissolution.