



# American College of Foot and Ankle Surgeons

## BYLAWS

Adopted by the membership January 4, 2006; Effective March 1, 2006

### ARTICLE 1 – NAME

The name of this corporation shall be the American College of Foot and Ankle Surgeons (hereinafter referred to as the *College* or *ACFAS*).

### ARTICLE 2 - OBJECTIVES

The American College of Foot and Ankle Surgeons is dedicated to promoting the art and science of foot and ankle surgery for the public welfare, the continued improvement of standards of education, and the practice of foot and ankle surgeons.

### ARTICLE 3 - MEMBERSHIP

**3.1. CLASSIFICATION:** The members of this organization shall be classified as Voting Members and Non-Voting Members.

#### **3.2. QUALIFICATIONS OF VOTING MEMBERS:**

**3.2.1. FELLOW:** To be eligible for admission to the College as a Fellow the Candidate shall be a graduate of a college of podiatric medicine accredited by the Council on Podiatric Medical Education (CPME) of the American Podiatric Medical Association (APMA), shall hold a current, valid license to practice podiatric medicine and surgery as required by the location of the Candidate's practice and/or his/her place or type of employment, shall be a member in good standing of the APMA, and shall be a Diplomate of the American Board of Podiatric Surgery (ABPS). Fellows shall be entitled to all of the rights and privileges of the College, including the right to hold elective office. Certification by the ABPS is a condition of continued membership as a Fellow.

**3.2.2. ASSOCIATE:** To be eligible for admission to the College as an Associate the Candidate shall be a graduate of a college of podiatric medicine accredited by the CPME of the APMA, shall hold a current, valid license to practice podiatric medicine and surgery as required by the location of the Candidate's practice and/or his/her place or type of employment, shall be a member in good standing of the APMA, and shall have successfully completed the written examination for Board Qualified status offered by the ABPS. Associates shall be entitled to all of the rights and privileges of the College, but are not eligible to hold elective office. Maintenance of Board Qualified status is a condition of continued membership as an Associate.

**3.2.3. EMERITUS MEMBER:** To be eligible for Emeritus membership status, a Fellow or Associate

Member shall have retired from or curtailed a full-time practice in accordance with such policies as adopted by the Board of Directors, or have been forced into curtailment because of illness. Emeritus Members are entitled to the rights and privileges of the College but are not entitled to hold elective office. Emeritus Member dues shall be determined by the Board of Directors.

**3.2.4. LIFE MEMBER:** To be eligible for Life membership status, an Associate or Fellow Member shall have been an active member in good standing for fifteen (15) consecutive years and shall have completely retired from practice. Life Members shall be entitled to the rights and privileges of the College but are not entitled to hold elective office.

#### **3.3. QUALIFICATIONS OF NON-VOTING MEMBERS**

**3.3.1. HONORARY MEMBER:** To be eligible for Honorary membership, an individual shall have made an outstanding contribution to the advancement of the art and science of foot and ankle surgery or have performed a distinguished service for the College. Honorary Members may be recommended by the Board of Directors or by the membership. Honorary Members are elected by a two-thirds vote of the Board of Directors. Honorary Members shall receive publications from the College and shall be eligible for admission to meetings and such other services as are provided by the College. They shall not be entitled to hold office nor shall they be obligated to pay dues.

**3.3.2. INTERNATIONAL MEMBER:** To be eligible for International membership, a Candidate must be a practitioner in any country other than the United States who devotes a substantial portion of his/her practice to foot and ankle surgery. International Members shall not be entitled to hold elective office.

**3.3.3. RESIDENT MEMBER:** To be eligible for Resident membership, a Candidate must be a podiatric resident enrolled in a surgical residency or fellowship program that has been granted provisional status or has been approved by the CPME. Resident Members shall pay dues as determined by the Board of Directors. Resident Members shall not be entitled to hold elective office. Such membership shall terminate upon leaving the residency or no more than six (6) months after completing such residency, during which time application for regular membership is to be made. Resident Members shall not use any designation after their name to show College membership.

**3.3.4. NON-PRACTICING MEMBER:** To be eligible for Non-Practicing membership in the College, an Associate or Fellow shall have been a member in good standing for five (5) years and shall not have been engaged in the practice of podiatric medicine for a minimum of one (1) year. Application for non-practicing member status approval must be made annually. Non-Practicing Members shall pay one-half of the annual fees for dues, and are entitled to all of the rights and privileges of the College but are not entitled to hold elective office. The Non-Practicing Member shall have the affirmative obligation to notify the College upon re-entry into podiatric medicine and at such time shall be reassigned to the appropriate category of membership.

**3.4. APPLICATION AND ELECTION TO MEMBERSHIP:** Admission of applicants for membership shall be in accordance with policies as determined by the Board of Directors. The applicant shall by such application subscribe to those ethical principals adopted by the Board of Directors.

**3.5. ANTI-DISCRIMINATION:** Membership in any category of ACFAS shall not be denied or abridged on the basis of gender, color, creed, race, religion, disability, ethnic origin, national origin, sexual orientation, age, or for any other reason unrelated to character or competence.

#### **ARTICLE 4 - COMPONENT DIVISIONS**

**4.1. ORGANIZATION:** Component Divisions will be organized as part of the College by the Board of Directors. The Divisions shall include the states as follows:

- Division 1 - California, Hawaii, Guam
- Division 2 - Alaska, Idaho, Montana, Washington, Oregon, Wyoming, Canada
- Division 3 - Texas, Louisiana, Arkansas, Oklahoma
- Division 4 - Nevada, Utah, Arizona, Colorado, New Mexico
- Division 5 - Florida
- Division 6 - Illinois, Iowa, Missouri, Minnesota, Wisconsin, Kansas, North Dakota, South Dakota, Nebraska
- Division 7 - Michigan
- Division 8 - Maine, Connecticut, Vermont, New Hampshire, Rhode Island, Massachusetts
- Division 9 - Greater New York
- Division 10 - Western New York
- Division 11 - District of Columbia, Maryland, Virginia, Puerto Rico, Virgin Islands
- Division 12 - Delaware, New Jersey, Pennsylvania
- Division 13 - Ohio, Indiana, Kentucky, West Virginia
- Division 14 - North Carolina, South Carolina, Georgia, Alabama, Mississippi, Tennessee

A component Division may be organized as part of the College by the Board of Directors in a foreign country where none exists as long as the membership of that Division meets the requirements of the Bylaws, as outlined in Section 4.2. The Board of Directors shall have the power to create, supervise, and when necessary, suspend or dissolve component divisions.

**4.2. APPLICATION:** For those Divisions that are not functional as of the date of approval of these Bylaws, an application to become a Division must include the following:

**4.2.1.** A petition signed by at least twenty (20) members of the ACFAS, the majority of whom shall be Fellows of the College practicing in the area that encompasses the Division.

**4.2.2.** A statement signed by all initial applicants certifying the intent of the applicants to uphold the rules, regulations, and policies of the ACFAS.

**4.2.3.** A list of members and officers. Only a Fellow may serve as the president of a Division.

The final decision to approve any new Divisions will be made by the Board of Directors.

**4.3. BYLAWS:** A component Division shall adopt and adhere to bylaws which are consistent with the ACFAS Bylaws.

**4.4. ADMINISTRATIVE REQUIREMENTS:** Each Division shall be responsible for filing for incorporation with the appropriate state agency, for obtaining tax exempt status from the Internal Revenue Service, and for filing annual reports and information returns with the appropriate state and federal agencies. Each Division of ACFAS shall submit copies of its state annual reports and federal annual information returns to the Board of Directors no later than thirty (30) days after the reports have been submitted to the appropriate state and federal authorities.

**4.5. DUES:** The Division Presidents Council (DPC) shall submit for approval by the Board of Directors the proposed amount of uniform dues to be charged the members of all Divisions. These dues shall be utilized in any manner deemed appropriate by the Division. Collection of Division dues will be administered by ACFAS and specified on the ACFAS dues statement. Payment of Division dues is mandatory and failure to pay will result in forfeiture of ACFAS membership.

**4.6. FINANCIALS:** No less than thirty (30) days prior to the annual meeting of the Division Presidents Council, each Division shall submit a financial report to the Board of Directors.

**4.7. SUSPENSION OR DISSOLUTION OF COMPONENT DIVISION:** The ACFAS Board may suspend or dissolve a component Division at any time without membership approval. If the ACFAS Board deems it necessary to dissolve the entire Component Division system, it shall make such recommendation to the membership. For the vote to be declared valid, voting shall be conducted in the same manner as amending the bylaws in Section 12.2.

**4.8. ACTIVITIES:** Within each component Division, activities should include, but not necessarily be limited to, the following:

**4.8.1.** Supporting Resident Members and local student chapters.

**4.8.2.** Supporting, promoting, and presenting local scientific programs for member edification.

**4.8.3.** Supporting the national organization by: 1) promoting ACFAS membership to eligible non-ACFAS podiatric physicians, 2) providing input to the ACFAS Board of Directors through the DPC as described in Section 6.2 of these Bylaws, and 3) providing funding for national ACFAS endeavors when appropriate.

**4.8.4.** Providing local assistance with national ACFAS projects, programs, and publications.

**4.9. NO LIABILITY** - Each Division is a separate legal entity, apart from the College. The College is not responsible for the debts or obligations of Divisions, and no Division is liable for the debts or obligations of the College.

**4.10. AFFILIATION AGREEMENT** - Each Division shall execute an Affiliation Agreement confirming the terms of its relationship with ACFAS.

**4.11. DIVISION PRESIDENTS COUNCIL** - The Council shall consist of the Presidents of each Division, or his/her designee. Each Division will have one vote and only the Division President or designee may vote on behalf of the Division. The purposes of the Council is to enhance the role of Divisions in ACFAS and to ensure approved activities and policies, as determined by the Board of Directors, are implemented equitably in all Divisions. The Council shall elect a Chair for a two-year term commencing at the ACFAS Annual Meeting who will conduct all meetings and shall serve as a full voting member of the Board of Directors. In the event the Chair is unable to serve, the Council shall elect a successor for the balance of the two-year term.

## **ARTICLE 5 - MEETINGS OF MEMBERS AND VOTING**

**5.1. DATE AND LOCATION OF ANNUAL MEETING:** The annual meeting of the ACFAS membership shall be held at a date, time, and location as determined by the Board of Directors.

**5.2. SPECIAL MEETINGS:** A special meeting of the membership may be called by the President, by a two-thirds vote of the Board of Directors, or by a written petition of twenty (20) percent of the entire ACFAS membership eligible to vote. This meeting shall be called for a determined time and place, to conduct only such business as is stated in the call.

**5.3. OFFICIAL CALL:** Notification of annual or special meetings shall be made as follows:

**5.3.1. ANNUAL MEETING:** The Executive Director shall send written notice of the time and place for the annual meeting to each member of the College at least thirty (30) days prior to such meeting.

**5.3.2. SPECIAL MEETINGS:** The Executive Director shall send written notice of the time and place for any special meeting, together with an explanation of the business to be considered, to each member of the College at least thirty (30) days prior to any such meeting.

**5.4. QUORUM** - At least four (4) percent of the entire ACFAS membership eligible to vote must be present in order to constitute a quorum at any annual or special meeting of the College. Voting shall be in person and shall not be exercised by proxy. Except as otherwise provided in these Bylaws, the act of a majority of the membership at a meeting where a quorum is present shall be the act of the membership.

**5.5. MAIL VOTE** - The Board of Directors may send to the membership of ACFAS a special mailing, by United States mail or electronic mail, describing an issue or issues to be voted upon with a ballot included. This mail ballot vote may be taken without an annual or special meeting of the membership. Passage of the mail ballot shall occur when a majority of those responding vote affirmative, provided that at least ten (10)

percent of the entire ACFAS membership eligible to vote respond.

**5.6. PETITIONS:** The membership may petition the Board of Directors to bring before the general membership of the ACFAS any issue at any time.

**5.6.1. MECHANISM:** At least ten (10) percent of the entire ACFAS membership eligible to vote must sign the petition for it to be considered valid.

**5.6.2. CONTENT:** The petition must elaborate only a single issue to be presented to the ACFAS membership.

**5.6.3. PRESENTATION TO THE MEMBERSHIP:** The Board of Directors must present the petition to the membership for a vote no longer than sixty (60) days from receipt of the valid petition.

**5.6.4. VOTING:** The vote on the petition shall be conducted at a meeting or as prescribed in Section 5.4 of these Bylaws.

## **ARTICLE 6 – BOARD OF DIRECTORS**

**6.1. AUTHORITY** - The Board of Directors shall have supervision, control, and direction of the affairs of the College, shall determine its policies or changes therein within the limits of the law and these Bylaws, shall actively prosecute its objectives, and shall have direction in the disbursement of its funds. It may adopt such regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate and appoint such agents as it may consider necessary.

**6.2. COMPOSITION** - The Board of Directors shall be comprised of the President, President-Elect, Secretary-Treasurer, Immediate Past President, and six (6) at-large directors who shall be elected in accordance with these Bylaws and policies adopted by the Board of Directors. The Chair of the Division President's Council shall serve as a director as described in Chapter IV. The Executive Director shall be an ex-officio member, but without vote.

**6.3. QUALIFICATIONS:** All Directors must be Fellows in good standing. Loss of ACFAS membership while in office shall result in forfeiture of membership on the Board of Directors. Directors may not serve as Directors of any other podiatric organization during their term as Directors. Election to and acceptance of such a position during an individual's term shall result in forfeiture of membership on the Board of Directors.

**6.4. ELECTIONS:** Nominees for election to the Board of Directors shall be made by the Nominations Committee, as described in Section 8.2 of these Bylaws or by petition of the membership.

Candidate(s) shall be submitted to the membership for a mail ballot vote no less than seventy-five (75) days prior to the annual meeting. An opportunity for a write-in vote shall be provided on the ballot for each available position.

**6.4.1. NOMINATIONS COMMITTEE:** Nominees selected by the Nominations Committee shall be presented to the Executive Director no less than ninety (90) days prior to the annual meeting.

**6.4.2. PETITION BY THE MEMBERSHIP:** Any Fellow in good standing may be nominated by written petition of no less than ten (10) percent of the entire

ACFAS membership who are eligible to vote. The petition must be presented to the Executive Director no less than ninety (90) days prior to the annual meeting. Once the petition is validated, this nominee will be automatically placed on the election ballot in alphabetical order with those non-incumbent candidates selected by the Nominations Committee

**6.5. DETERMINATION OF ELECTION RESULTS:** Those nominees for each position receiving the highest number of votes to fill a Director position shall be declared a new Director of the College, to take office at the annual meeting. In the event of a tie vote, the existing Board of Directors shall meet either in person or by a telephonic meeting within ten (10) days of the announcement of an inconclusive tie election and select, by a majority secret ballot vote, a new Director from among those nominees who had the most but equal number of votes cast in their favor.

**6.6. TENURE:** At-large Directors are elected for three (3) year terms, ending at an annual meeting. Terms shall be staggered so that no more than two terms expire each year. An at-large Director may not serve more than two (2) consecutive, full three (3) year terms. If a Director who has been appointed to fill a vacancy on the Board according to Section 6.8. is elected to the Board according to Sections 6.4. and 6.5., his/her term as an appointed member of the Board shall not count toward the maximum allowable tenure of a Board member as described herein.

**6.7. ELECTION BALLOT:** If a Director runs for a second three (3) year term, he/she shall be listed as an incumbent on the election ballot. If more than one incumbent Director is running for reelection in the same year, these Directors shall be listed on the ballot in alphabetical order. Incumbent candidates shall be listed above non-incumbent candidates on the ballot.

**6.8. VACANCY AND REMOVAL:** Between annual elections, the President, subject to the approval of the Board of Directors by an affirmative vote of two-thirds of the entire Board of Directors, shall appoint a Fellow of ACFAS to fill a vacancy occurring on the Board of Directors, caused by death, resignation, expulsion, or other reason, for the remainder of the vacant term. The membership may remove any Director for neglect of duty, misconduct, and/or lack of fitness to serve upon an affirmative vote of two-thirds of those members of the College eligible to vote.

**6.9. MEETINGS:** The Board of Directors shall meet at the time and place of the annual meeting of the College. Interim meetings shall be called by the President, and shall be called by him/her if requested by a majority of the members of the Board. The President shall determine the time and place for each Interim meeting. Notice of any Interim meetings shall be given to all members of the Board at least ten (10) days in advance of the meeting.

**6.10. REIMBURSEMENT:** Members of the Board of Directors shall be reimbursed for their approved expenses incurred while carrying out official College business in a manner consistent with the policies contained in the ACFAS Official Guide to Reimbursement

**6.11. QUORUM:** A majority of the voting members of the Board shall constitute a quorum. Except as otherwise provided by law or in these Bylaws, the affirmative vote of a majority of

the members of the Board present at any meeting at which a quorum is present shall constitute action by the Board of Directors.

## **ARTICLE 7 - OFFICERS**

**7.1. NUMBERS AND TITLE:** The officers of this organization shall be a President, President-Elect, Secretary-Treasurer and Immediate Past-President.

**7.2. ELIGIBILITY:** Only Fellows in good standing serving on the Board of Directors shall be eligible to serve as elected officers.

**7.3. ELECTIONS:** The Executive Committee shall nominate one person each for the offices of Secretary-Treasurer and President-Elect. The officers shall be elected by the current Board Members by secret written or electronic ballot no less than twenty-eight (28) days prior to the annual meeting. If the nominated candidate is not elected, the Executive Committee shall tender additional nominations until a candidate is elected.

**7.4. TENURE:** Officers shall serve a one-year term until the next annual meeting, but may continue to serve beyond the next annual meeting until their successors are elected and installed.

**7.5. STIPEND:** The President and President-Elect shall each receive an annual stipend, the amount of which shall be determined by the Board of Directors subject to the approval of the membership by return ballot.

**7.6. INSTALLATION:** The installation of officers shall be at the annual meeting.

**7.7. VACANCIES:** In the event that the office of the President becomes vacant, the President-Elect shall become President and serve until such time as the President resumes his/her office. If the President is unable to resume his/her office and the President-Elect assumes the office of President during the first six (6) months of the President's term of office, he/she (the President-Elect) shall assume the office of Immediate Past-President at the conclusion of the then-present term. If the President-Elect assumes the office of President during the last six (6) months of the President's term of office, he/she (the President-Elect) shall assume the office of President at the conclusion of the then-present term. A vacancy in other offices shall be filled from the membership of the Board of Directors for the unexpired term by a majority vote of the Board. This vote must be taken within ten (10) days of the vacancy either in person or by teleconference. The vote shall be conducted by secret ballot. In the event that the offices of President and President-Elect become vacant at the same time, the Board shall meet either in person or via teleconference within ten (10) days and hold elections by secret ballot to fill these unexpired terms. Each of these elected officers shall serve only until the next annual meeting at which time the Board shall hold elections by secret ballot for officers as prescribed in Section 3 of this Chapter.

**7.8. REMOVAL OF AN OFFICER BY BOARD OF DIRECTORS:** The Board of Directors may remove any officer for neglect of duty, misconduct in office and/or a lack of fitness to serve by an affirmative vote of two-thirds of the members of the Board of Directors. Any vacancy thus created shall be filled in a manner consistent with Section 7 of this Chapter.

**7.9. DUTIES:**

**7.9.1. PRESIDENT:** It shall be the duty of the President to: 1) serve as chair of the Board of Directors, the Executive Committee and the membership, 2) recommend committee appointments and designate chairs for approval by a majority of the Board of Directors, 3) vote only in the event of a tie, and 4) perform duties incident to the office of President and such other duties as may be assigned from time to time by the Board of Directors.

**7.9.2. PRESIDENT-ELECT:** It shall be the duty of the President-Elect to succeed to the office of President, to perform duties incident to the office of President-Elect and such other duties as may be assigned from time to time by the Board of Directors.

**7.9.3. SECRETARY-TREASURER:** It shall be the duty of the Secretary-Treasurer to: 1) supervise the recording and keeping on file of the minutes of the meetings of the College and the Board of Directors, 2) oversee the management of all funds and property of the College, and 3) perform other duties as are incident to this office or as may be prescribed by the Board of Directors.

**7.9.4. IMMEDIATE PAST PRESIDENT:** It shall be the duty of the Immediate Past-President to assist the President and perform other duties as are prescribed by the Board of Directors.

**7.9.5. EXECUTIVE DIRECTOR:** The Board shall employ a salaried staff executive officer who shall have the title of Executive Director and whose conditions of employment shall be specified by the Board. The Executive Director shall be the chief executive officer of the College and be responsible for all management functions as prescribed by the Board of Directors and shall be responsible to the Board. The Executive Director shall employ, establish titles, define tasks, supervise, evaluate, and may terminate the employment of staff necessary to carry out the work of ACFAS, and determine compensation within the approved budget.

**ARTICLE 8 - STANDING AND SPECIAL COMMITTEES**

**8.1. EXECUTIVE COMMITTEE:** The Executive Committee shall consist of the President who shall serve as chair, President-Elect, Secretary-Treasurer, Immediate Past-President, and the Executive Director who shall serve without vote. Between meetings of the Board of Directors, the Executive Committee shall, except as otherwise provided by law or these Bylaws, have the powers of the Board of Directors. Appointment of the Executive Committee, and the delegation of authority to it, does not relieve the Board of Directors of its responsibilities and duties as provided by law or these Bylaws. A member of the Executive Committee shall serve until the next annual meeting of the College and until his/her successor to the position has been elected.

**8.2. NOMINATIONS COMMITTEE:** The President, with the approval of the Board of Directors, shall appoint a Nominations Committee which shall be responsible for nominating Fellows for election to the at-large positions of the Board of Directors. The Committee shall consist of the Immediate Past-President as chair, a member of the Board of Directors, two at-large Fellows, and three (3) seated members of the Division President's Council, who are Fellows of the College. The Committee shall solicit

recommendations from the College membership and the Board of Directors. The Committee shall nominate at least one more candidate than the total number of available positions. Nominations must be presented to the Executive Director no later than ninety (90) days prior to the annual meeting.

**8.3. OTHER COMMITTEES:** The President, with the approval of the Board of Directors, may appoint such other committees or task forces as are necessary and which are not in conflict with other provisions of these Bylaws, and the duties and terms of any such committees shall be prescribed by the Board of Directors upon their appointment.

**ARTICLE 9 – FINANCES**

**9.1. DUES:** The annual dues for each class of members shall be determined by the Board of Directors. The Board of Directors may prescribe procedures for the waiver of dues, delinquency of dues, reinstatement of membership, non-reinstatement of membership, and related matters.

**9.2. SPECIAL ASSESSMENT:** The Board of Directors shall have authority to implement special assessments as necessary for College operations. Failure to pay the special assessment within sixty (60) days of billing shall be cause for termination of membership.

**ARTICLE 10 - INDEMNIFICATION OF DIRECTORS AND OFFICIAL REPRESENTATIVES**

The College shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the College), because he or she was a Director, Officer, employee or agent of the College, or is or was serving at the request of the College as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the individual in connection with such action, suit or proceeding, if: (a) he or she acted in good faith; (b) he or she acted in a manner he or she reasonably believed to be in or not opposed to the best interests of the College; and (c) with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the College, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. However, no indemnification shall be made in respect of any claim, issue or matter as to which such person was negligent or engaged in misconduct in the performance of his or her duty to the College.

To the extent that a Director, Officer, employee or agent of the College has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to herein, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually

and reasonably incurred by the individual in connection therewith.

**ARTICLE 11 - PRINCIPLES OF PROFESSIONAL CONDUCT**

**11.1. PRINCIPLES:** ACFAS admits and retains in its membership only those surgeons who agree to practice by the professional standards adopted by the College. Those standards shall be contained in a document entitled Principles of Professional Conduct of the American College of Foot and Ankle Surgeons, which may be amended from time to time. All members are expected to adhere to these standards.

**11.2. REVOCATION OF MEMBERSHIP:** The Board of Directors may consider revocation of membership of any ACFAS member for failure to abide by the Principles of Professional Conduct of the ACFAS; license revocation, suspension or any disciplinary action by a state Board of Registration that results in practice restrictions; falsification of any information in the application for membership in the College; and failure to maintain Board certification, or other actions contrary to the best interests of ACFAS.

**11.3. PROCEDURE FOR REVOCATION:** Except in cases of revocation based on failure to make required payments, for which revocation may be determined by ACFAS staff, the Board shall establish a Hearing Committee, which shall inform the member of grounds for revocation and afford the member an opportunity to submit evidence in person or in writing. The Hearing Committee's decision shall be final unless appealed by the member to the Board of Directors under procedures adopted by the Board.

**ARTICLE 12 - AMENDMENTS TO THE BYLAWS**

**12.1. MECHANISM:** All proposed amendments to these Bylaws shall be presented to the Board of Directors for the purpose of preparing them for presentation to the membership for consideration. Amendments to the Bylaws may be proposed in any of the following three mechanisms:

**12.1.1. By the Board of Directors.** Members of the Board of Directors may propose amendments to the Bylaws. A majority of the Board members must approve the proposed amendment(s) at any regular or special meeting of the Board.

**12.1.2. By the Division President's Council.** The Division President's Council, by majority vote, may submit a proposed amendment(s) to the Bylaws.

**12.1.3. By the Membership.** Any member may submit a proposed amendment(s) to the Bylaws. Any proposed amendment submitted by a member must be accompanied by signatures of four (4) percent of the voting membership.

**12.2. WRITTEN BALLOT:** Proposed amendments to the Bylaws shall be sent to the membership with a written or electronic ballot to indicate approval or disapproval of the proposed changes. Passage of the proposed amendments requires two-thirds of the ballots received. A minimum of ten (10) percent of the total College membership eligible to vote must return ballots in order to validate the vote on an amendment to the Bylaws.

**ARTICLE 13 - RULES OF ORDER**

The deliberations of the College, its annual meeting, Board of Directors, councils, and committees shall be governed by the parliamentary rules and usages contained in the then current edition of Roberts Rules of Order, Newly Revised, when not in conflict with the Bylaws of the American College of Foot and Ankle Surgeons.

---

**Amended** July 1986, June 1987, November 1991, November 1992, November 1993, December 1994, September 1995, December 1995, October 1996, December 1996, December 1997, December 1999, January 2002, January 2006 (effective March 2006).