



Bylaws of the Florida Association of Orthotists & Prosthetists, Inc.

ARTICLE I: NAME

SECTION I. The name of the organization shall be the "Florida Association of Orthotists & Prosthetists, Inc", hereinafter called "the Association".

ARTICLE II: DEFINITION

SECTION I. The Association may include those persons principally engaged in the business of making and/or fitting Orthotic and Prosthetic devices, as described in Florida Statutes 468 Part XIV.

ARTICLE III: OBJECTIVES

SECTION I. The objectives of the Association shall include, but are not necessarily limited to:

1. Consideration and dealing with those common intra-professional relationships and problems of the profession which may arise in the State of Florida, including those of management; to secure cooperative action in advancing the common purposes of its members; to foster equity in professional standards, and to promote activities to enable the profession to conduct itself with the greatest economy and efficiency.
2. Dissemination of business information of a general economic, social and governmental character; to advise and present the views of the members and the Association to the organizations, to local governments, agencies and the general public.
3. Assisting State-governing bodies in the formation of regulations of professional standards and conduct.
4. Doing anything necessary and proper for the accomplishment of any objects herein set forth, or which shall be recognized as proper and lawful objects of the professional association, all of which shall be consistent with the public interest, as well as in the interest of this profession.

ARTICLE IV: OFFICES

SECTION I. The official office of the Association, as an incorporated Association, shall be that of the Treasurer, who is duly elected by the members of the Association, in accordance with the provisions of these Bylaws.

ARTICLE V: MEMBERSHIP

SECTION I. Membership in the Association consists of the following categories:

1. Active Member:

Any person licensed by the State of Florida as an Orthotist, Prosthetist, or Prosthetist-Orthotist, whose license is current and in good standing with the DOH, is eligible to become an Active Member. An Active Member has full voting privileges and may serve on the Board of Directors.

2. Affiliate Member:

Any person licensed by the State of Florida as an Orthotic Fitter, Orthotic Fitter Assistant, or Pedorthist, whose license is current and in good standing with the DOH, is eligible to become an Affiliate Member. An Affiliate Member has voting privileges on all matters except amendments to the Articles of Incorporation (“Articles”) or Bylaws. An Affiliate Member may not serve on the Board of Directors or submit a motion for consideration or a vote by the membership.

3. Associate Member:

Any person Registered by the State of Florida as a Orthotic or Prosthetic Resident, and certified by, and in good standing with, a national orthotist/prosthetist credentialing body, whose educational and training standards are based on Commission on Accreditation of Allied Health Education Programs (CAAHEP) and/or the National Commission on Orthotic and Prosthetic Education (NCOPE) guidelines; and American Board for Certification in Orthotics and Prosthetics (ABC) Certified Fitter-Mastectomy individual(s) are eligible to become an Associate Member. Associate Members may not submit motions for vote, do not have voting privileges, and may not serve on the Board of Directors.

SECTION II. Voting Rights. The right to vote on matters affecting the Association, with the exception of submitting a motion or voting on amendments to the Articles/Bylaws by the Affiliate Members, is reserved to Active and Affiliate Members. Active and Affiliate Members will be referred to as “Voting Members” within these Bylaws. Associate Members are entitled to participate in the discussions about matters affecting the Association at both general and special meetings, and shall be recognized for that purpose, but they shall not be entitled to submit motions or vote.

SECTION III. Voting.

1. Each Voting Member shall be entitled to one (1) vote. In the event of the member's absence, he/she may appoint another Voting Member to vote his/her Proxy by written certification to the Secretary on the form included with the written notice. The Secretary must receive the certification of Proxy by the deadline date noted on the Proxy certificate, or before the start of any State or special called meeting. A Voting Member, or Director, may hold and/or vote a maximum of two (2) Proxies, plus his or her own vote. Affiliate Members may not submit motions or vote on amendments to the Articles/Bylaws.

Motions made concerning the routine business of the Association proposed on the floor at a properly noticed meeting of the Association must be in writing on a Motion Pad with the printed name, signature, date, and FAOP Member Number. All Motions must be handed to the Secretary before voting. The Motion must be seconded, after limited discussion the motion is called for a vote.

2. Voting by Mail. In the event the Board of Directors deems it necessary to conduct a vote by mail, each Voting (Active and Affiliate) Member shall be sent, at least thirty (30) days prior to the deadline for tabulation, by regular mail at the last known address, Voting Members are responsible to provide the FAOP official office with any change of address, a Ballot and the official notification of the proposed change to the business which the Board determines requires a vote by the Voting Members. In lieu of an actual printed copy of any proposed changes to motions requiring a vote, the Board may present the proposed language in a digital format such as a website, email, or any other form of electronic information transfer. The digital format shall be clearly labeled and correspond to the written ballot sent to voting members.
 - b. Voting on Bylaws by Mail (Active Members only). In the event the Board of Directors deems it necessary to conduct a vote on Bylaw changes by mail, each Active Member shall be sent, at least thirty (30) days prior to the deadline for tabulation, by regular mail at the last known address, Active Members are responsible to provide the FAOP official office with any change of address, a Ballot and the official notification which the Board determines requires a vote by the Active Members. In lieu of an actual printed copy of any proposed changes to the bylaws, the Board may present the proposed language in a digital format such as a website, email, or any other form of electronic information transfer. The digital format shall be clearly labeled and correspond to the written ballot sent to Active Members.
3. Ballots. The Ballot shall be completed and signed by the Voting Member and returned to the Board at the official office of the Association by regular mail, postmarked prior to the stated deadline. The Secretary and at least one additional Board Member shall register each vote against a master list of all Voting Members in good standing, to assure there is no duplication of the ballot. A proposed change or question shall prevail by receiving the affirmative vote of a majority of the votes cast. In the event less than fifty percent plus one (50% +1) of the Voting Members cast a vote, the change or question shall be voided. Ballots relating to Articles/Bylaw changes only apply to Active Members. The Board may then elect to either resubmit the change or question to the voting members, or to table the change or question.

SECTION IV. Duration of Membership.

1. Membership in the Association may be terminated by voluntary withdrawal, by violation of Bylaws or any agreement, rule or practice properly adopted by the Association, by failure to pay dues as described herein, or any other conduct prejudicial to the interests of the Association. Expulsion shall be by two-thirds (2/3) vote of the entire membership, provided that a statement of charges shall have been mailed by Registered Post to the last recorded address of the member at least thirty (30) days prior to the time final action is taken thereon.
2. Membership in the Association is annual, beginning on January 1 and expiring on December 31 of each year. Membership dues become payable on October 1, of the preceding year, and become past due on January 1 of the current year. Membership privileges will expire on December 31 if not paid by this date. Membership can be reestablished with payment by June 30 of the current year. Memberships shall not be prorated. The Board of Directors shall establish the fees and may adjust these membership dues deadlines, as appropriate, by resolution. In addition, upon a majority vote, the Board may decide to reject any application or renewal of membership.

ARTICLE VI: FINANCES

SECTION I. The Board of Directors, in consultation with the membership, shall set the dues as required to finance the proper operation of the Association. The Treasurer shall present an accounting of finances at each regular meeting. If requested for a summary of accounting at any other time, the Treasurer has thirty (30) days to respond.

SECTION II. Failure to Pay Dues.

1. A member who is dropped for failure to pay dues shall, without further notice and until such time as payment is made and membership is reestablished under Article V, forfeit all rights and privileges of membership.

ARTICLE VII: MEETINGS

SECTION I. The Association shall hold at least one (1) general meeting in each year for the transaction of business. The election of the Board of Directors shall take place at a general meeting in every odd-numbered year.

SECTION II. Special meetings of the Association shall be held at the call of the President or upon written request of one-fifth (1/5) of the Active Members to the President.

SECTION III. Notice of Meetings. Notice of general meetings shall be in writing at least thirty (30) days in advance of said meeting, mailed to the last recorded address of each member. Special meetings shall be called by notification, in writing, to each member at least ten (10) days in advance of said meeting.

SECTION IV. Quorum. A quorum shall consist of one-fifth (1/5) of the Voting Members in good standing, in person or by Proxy. If a quorum is not present, the President shall adjourn the meeting. A quorum is necessary at any general or special meeting in order to conduct business.

ARTICLE VIII: ORDER OF BUSINESS

SECTION I. The presiding Board Director shall determine the order of business of any meeting of the Association.

SECTION II. The parliamentary rules as laid down in Robert's Rules of Order, shall govern all proceedings during Association meetings.

ARTICLE IX: BOARD OF DIRECTORS

SECTION I. Designation.

The Board of Directors shall consist of the Directors of the Association. The Directors of the Association shall be the President, the President-Elect, the Secretary, the Treasurer and the Immediate-Past President. All Board of Directors of the Association must be Active Members whose license is current and in good standing with the DOH. The Board of Directors will have control and management of the affairs of the Association with the approval of the Voting Members in accordance with the Bylaws.

SECTION II. Term of Office. The terms of the Board of Directors of the Association shall be for two (2) years, and Board of Directors shall be elected at the general meeting of the Association as stated in Article VII, Section I. Each Board of Director may be removed from office by the affirmative vote of the majority (50% +1 vote) of the total Voting Membership. Board Directors may resign by giving thirty (30) days written notice to the Board

The term of each Board of Director begins upon election. Immediate outstanding Board of Directors will serve as a mentor to the newly elected individual for a period of 90 days post-election. In the event a position on the Board becomes vacant, the President may nominate, and the remainder of the Board may consider for confirmation, an individual to fulfill the remainder of the term of the vacated seat until the next election. In the event the President's seat is vacated, the President-elect will assume the Presidency for the remainder of the current term. In addition, the President-elect will remain the President for his originally elected term of office unless there is a nomination from the floor during an election year for the Presidency.

In the event of a meeting cancellation during an election year due to unforeseen circumstances, or a manmade or natural disaster, each current Board Director may continue in their position until a new election is held and new Board of Directors are seated.

SECTION III. President's Duties. The President shall preside at the general meetings of the Association and shall serve as an ex-officio member of all committees of the Association. The President may appoint a person from the Active membership to fill any vacancy which may occur on the Board of Directors of the Association caused by death, resignation, or otherwise, until the next election shall be held to fill the vacancy.

He/she shall perform any duties incident to office, and/or prescribed by the Board of Directors. The President shall keep the President-Elect informed of all major items affecting the Association. The President shall appoint Chair and/or members of each committee of the Association, except for those committees which have pre-designated members.

SECTION IV. President-Elect's Duties. The President-elect shall succeed to the Presidency at the time when the President's term of office has been fulfilled. Additionally, the President-Elect shall, in the absence or disability of the President, perform all the duties and exercise all the powers of the President. The President-elect will remain the President for his/her originally elected term of office.

SECTION V. Secretary's Duties. The Secretary shall keep the official minutes of all meetings of the Association's activities and the proceedings of the Board of Directors' meetings.

A copy of all minutes and proceeding shall be transmitted by the Secretary to the Treasurer for storage, safekeeping, and archiving within the Association's files at the official office of the Association.

The current Secretary shall hand over to the incoming Secretary and to the Treasurer a complete copy of the recorded minutes and any other materials that may be helpful in the performance of the duties of the new Secretary within 30 days of election.

SECTION VI. Treasurer's Duties. The Treasurer shall receive and disburse all funds of the Association and shall maintain an accounting thereof which shall be presented for approval to the membership at all general meetings. The Treasurer shall deposit funds in a bank or banks, a trust company or other depository approved by the President. All disbursements for the benefit of the Association shall be made, when possible, by check drawn on the Association's account, and each disbursement will be supported by a voucher showing evidence of expenditure signed by the Treasurer.

The fund's accounts and vouchers in the possession of the Treasurer shall be available for inspection and verification by the President or any Active Member. At the expiration of his/her term of office, the Treasurer shall deliver all books, moneys, records and any property of the Association over to his/her successor, or in the absence of a Treasurer-Elect, to the President. The Treasurer shall furnish, at the Association's expense, a fidelity bond approved by the Board of Directors, in such sum as the Board shall prescribe.

In order for a smooth continuation of Association business in the event of the incapacitation of the Treasurer, the Board shall appoint a Board Director as an additional signatory to all financial accounts of the Association. The appointed Board Director shall not have control of the financial records, except in the event of the incapacitation of the Treasurer, and only for the period until a new Treasurer is either appointed or elected. The Treasurer shall maintain an up-to-date inventory listing of all assets and equipment purchased and owned by the Association. At each general meeting of the Association, the Treasurer shall present to each Board Director a written report of the finances of the Association, to include a breakdown of the Association's income, expenses and reserves.

ARTICLE X: COMMITTEES

SECTION I. General. The President may create such committees as are considered to be necessary for the conduct of the Association's business, in addition to any specifically authorized objective. Committees created under this provision shall terminate on the expiration of the term of the President appointing them, unless otherwise specified. Committees, both standing and appointed, shall appoint a Member to record the minutes of its proceeding. These minutes shall be sent to the Secretary for inclusion in the Association's recorded history and forwarded to the official office of the Association for archival.

SECTION II. Standing Committees. Standing committees shall be:

1. Nominating Committee. The Nominating Committee shall consist of the three (3) most Immediate Past-Presidents available. They shall present one (1) nominee for each elected office at the meeting for elections. Additionally, the Board of Directors may accept a nomination from the floor, from any Voting Member in good standing, for any Board of Director position.
2. Membership Committee. The Membership Committee shall encourage practitioners to become participating members of the Association.
3. Government Liaison Committee. The Government Liaison Committee shall present the views of the practitioners in the State of Florida to appropriate governmental agencies in order to get proper service for the physically challenged population served.
4. Finance Committee. The Finance Committee shall consist of the Board of Directors of the Association. The committee will be responsible for the financial oversight of the Association's assets and financial management.

ARTICLE XI: AMENDMENTS

SECTION I. Amendments and Changes. These Bylaws may be amended, repealed or altered in whole, or in part, by an affirmative majority (50% + 1) vote of at least one-half (1/2) of the Active Members, provided the proposed change or changes are submitted by ordinary mail to each Active Member at his/her last recorded address at least thirty (30) days prior to the date of the meeting to consider such changes. Affiliate Members may not submit a motion or vote on amendments to the Bylaws.

ARTICLE XII: COMPENSATION, CONFIDENTIALITY AND CONFLICTS

SECTION I. Compensation. No Director or member of the Association shall receive compensation for his/her services, except that the Treasurer may provide to any Board Director expenses properly incurred in connection with Association duties. (Board Meetings, Fees or Dues, Travel, Member Meetings, Committee Meetings, etc.)

SECTION II. Confidentiality and Conflicts. The membership recognizes that its Board of Directors is entrusted to act for the benefit of the entire membership and to discharge their duties in good faith and in the manner that each believes to be in the best interest of the Association. To that end, each Director shall sign a statement of confidentiality to agree that the confidential business information and trade secrets of the Association remain confidential and are not shared outside the Association. In addition, any Director that conducts themselves in a manner, or is involved with any other action, or inaction, that conflicts with the best interests of the Association, may be removed from their position by a vote of a majority of the other Directors at any regular or special meeting of the Board. In addition, any Director may be removed by the membership as otherwise provided in these Bylaws. Any Board Director which is removed for any of the above reasons from their position becomes effective immediately.

ARTICLE XIII: EFFECTIVE DATE

SECTION I. Approval by Active Members. These Bylaws shall become effective on September 15, 2014, after the Association's Articles have been amended in order to permit limited voting privileges to be given to Affiliate Members as described herein.

April 5, 2014