BYLAWS
OF
AMERICAN BOARD OF PODIATRIC MEDICINE, INC.

Article I

NAME

The name of the corporation shall be the AMERICAN BOARD OF PODIATRIC MEDICINE, INC. (hereinafter designated as the "Board" or "ABPM").

Article II

MISSION; PURPOSE; DEDICATION OF ASSETS

Section 1. Mission. The mission of ABPM is to assess, certify and verify a standard of competence of duly licensed podiatric physician Diplomates and maintain the integrity of board certification in Podiatry.

Section 2. Specific Purpose. This corporation has been formed under the General Not for Profit Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose described above.

Section 3. Dedication of Assets. The property of this corporation is irrevocably dedicated to professional and educational purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member of this corporation, or to the benefit of any individual. Upon the winding up and dissolution of this corporation, and after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for professional and educational purposes and that has established its tax-exempt status under Section 501(c)(6) at the Internal Revenue Code. This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code. The corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Code of 1954 (or the corresponding provision of any future United States internal revenue law) or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, of 1954 (or the corresponding provision of any future United States internal revenue law).

Article III

OFFICES

The Board shall have and maintain a registered office and a registered agent, as required by law, and may have such other offices as the Board of Directors may from time to time determine.

Article IV

MEMBERS

Section 1. Membership:

Classes, Categories, and Status:
There shall be five (5) classes of members:

A. Board Eligible
B. Diplomate (four, 4 Categories):
    a. Regular
    b. Emeritus
    c. Founder
    d. Honorary
C. Inactive
D. Suspended
E. Revoked

Status:
The membership classes, as described in the Policy Manual, are as follows:

A. Board Eligible
B. Active Diplomate
C. Inactive Diplomate
D. Suspended Diplomate
E. Revoked Diplomate
F. Honorary Diplomate

Lifetime Certificate Holders:
Diplomates certified in 1993 or prior hold lifetime certificates. Active Diplomates in this group are required to report CME, hold an active license, and re-credential every ten (10) years via a self-assessment examination.

Time Limited Certificate Holders:
Diplomates certified in 1994 or thereafter hold time-limited certificates. Active Diplomates in this group are required to report CME, hold an active license, and re-credential via the ABPM Time Limited Certificates program set forth in the ABPM policy manual ("Policy Manual"). Enrollment in the ABPM continuous certification program is required, and the Diplomate will then abide by the program requirements contained therein as defined in the Policy Manual.

Section 2. Certificates: The Board of Directors shall issue certificates attesting to the Diplomates' admission to the Board. These certificates may have a time limitation and shall remain the sole property of the Board.

Section 3. Resignation: Members may resign from the Board at any time by giving notarized written notice to ABPM's headquarters office.

Section 4. Termination of Membership: Membership in the Board may be terminated for cause. Violation of these Bylaws or any rule, or policy of the Board as specified in the Policy Manual shall be cause for termination.

Section 5. Application for Reinstatement: The Board of Directors has the responsibility to determine when, or if, evidence is sufficient to warrant reinstatement of a Diplomate as per the guidelines set forth in the Policy Manual.

Honorary Diplomate:

The status of Honorary Diplomate may be granted to an individual who does not otherwise meet the certification requirements upon the affirmative vote of two-thirds majority of eligible voting Directors. An Honorary Diplomate is an honorary title for an individual who has made a noteworthy achievement in podiatry or sustained noteworthy contributions to the Board. An Honorary Diplomate shall not hold any rights or privileges of Active Diplomates, except that they may attend the Annual Meeting of Members as a non-voting guest of the Board. Honorary Diplomates shall be a lifetime certificate unless revoked according to the same manner in which it was awarded and shall not be required to pay certification or annual fees. An Honorary Diplomate may use the post-nominal DABPM (Hon. Causa) and must not misrepresent the status as a duly-issued certification.

Article V

DUES, FEES AND ASSESSMENTS

Fees for examinations and for each class and category of membership within the Board, as well as the time for paying same shall be determined by the Board of Directors. Annual registration fees are not refundable.

Article VI

MEETING OF MEMBERS

Section 1. Annual Meeting: The annual meeting of the members shall be held at such date and time as shall be determined by the Board of Directors.

Section 2. Purpose: The purpose of the annual meeting of the members is to:

a) receive reports from the Board of Directors on the activities of the Board;
b) provide members an opportunity to express their opinions on matters affecting the Board

Notice of any new business, motions, or propositions to be brought before the annual meeting shall be submitted to the Secretary and President at least 30 days prior, which the Secretary shall publish at least twenty-one (21) days before the date of the annual meeting. The order of business for a meeting shall be determined in advance by the President.

Section 3. Special Meetings: Special meetings of the members may be called by the President or the Board of Directors. Special meetings shall be held at such date, time and place as shall be determined by the Board of Directors.

Section 4. Notice of Meetings; Place of Meeting: Notice of the date, time and place of any annual or special meeting shall be delivered not less than sixty (60) days before the date of the meeting, to each member entitled to vote at such meeting. The notice shall be given either personally; by electronic transmission by the Board; by first-class, registered or certified mail; or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the

books of the Board or at the address given by the member to the corporation for purposes of notice. The Board may authorize Members who are not present in person to participate by electronic transmission or electronic video communication, pursuant to Section 5 of Article VI of these Bylaws.

Section 5: Meetings by Electronic Transmission or Electronic Video Screen Communication. A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Board, or by electronic video screen communication, if the requirements of this Section 5 are satisfied:

(a) The Board implements reasonable measures to provide members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings; and

(b) if any member votes or takes other action at the meeting by means of electronic transmission to the Board or electronic video screen communication, a record of that vote or action is maintained by the Board.

"Electronic transmission by the Board" means a communication delivered by (1) facsimile transmission or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that member on record with the Board, (2) posting on an electronic message board or network which the Board has designated for those communications, together with a separate notice to the member of the posting, or (3) other means of electronic communication; providing that (1) such member has provided an unrevoked consent to the use of those means of transmission to conduct a meeting of members, and (2) such means of transmission creates a record that can be retained, retrieved, and reviewed, and that may later be transferred into a tangible and legible form. Any request by the Board for such consent shall include a notice that absent such consent of the member, the meeting of members shall be held at a physical location.

"Electronic transmission to the Board" means a communication delivered by (1) facsimile transmission or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the Board has provided from time to time to members for sending communications to the Board, (2) posting on an electronic message board or network which the Board has designated for those communications, and which transmission shall be deemed validly delivered upon the posting, or (3) other means of electronic communication; providing that (1) the Board has adopted reasonable measures to verify that the sender is the member purporting to send the transmission, and (2) the transmission creates a record that can be retained, retrieved, and reviewed, and that may later be transferred into a tangible and legible form

Section 7: Quorum: The quorum for the transaction of business shall be at least fifteen percent (15%) of the eligible voting diplomate membership. If such quorum is not achieved at the annual meeting of members, business will be conducted via electronic ballot subsequent to said meeting.

Section 8. Voting: On any matter to be voted upon at any meeting of members, each Active Diplomate shall be entitled to one (1) vote. Adoption of any motion shall be by a simple majority of the voting members, provided that a quorum is attained.

Section 9. Mail or Electronic Ballots: Any business can be approved by mail or electronic ballot. Approval shall be granted upon a simple majority of the ballots received, provided a quorum is attained, except where otherwise provided by law, the articles of incorporation of the Board, or these Bylaws, by the date specified on the ballot.

Article VII

BOARD OF DIRECTORS

Section 1. General Powers: The property, business and affairs of the Board shall be managed by its Board of Directors. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and consistent with these Bylaws and the Policy Manual and may in the execution of the power granted it, appoint such agent or agents as it may deem necessary.

Section 2. Number, Tenure and Qualifications: The Board of Directors shall consist of a minimum of eight (8) voting Diplomates and one (1) Public Member, who shall serve as a full voting member of the Board. The term of elected Directors shall be four (4) years and no Director shall serve as such for more than two (2) consecutive full four (4) year terms. The Public Member is not subject to term limits. The Examination Committee Chair, should they not be an elected Director, shall serve as an Ex-Officio Member of the Board of Directors. The Executive Director shall be a member of the Board without a right to vote.

Section 3. Public Member Eligibility: The Public Member shall not be a podiatric physician, shall represent the non-employer consumer interest, shall have no immediate family member who is a podiatric physician, and shall have no financial, employment, or other material interest in any podiatric-related industry or organization that would create a conflict of interest.

(a) Appointment and Term: The Public Member shall be appointed by the Board of Directors and shall serve a term of one (1) year.

(b) Duties and Responsibilities: The Public Member shall have the same fiduciary duties, voting rights, and obligations as other members of the Board and shall be subject to the Board's conflict of interest, confidentiality, and ethics policies.

Section 4. Election: Prior to the annual meeting of the Board of Directors the eligible Diplomates may elect Directors by the method approved by the Board of Directors to hold office until their successors are elected and assume their position or until their resignation, or removal, or they are otherwise unable to fulfill an unexpired term. In the event of a tie vote the existing Board of Directors shall elect, by closed ballot, the new Director from among those having received an equal number of votes. Candidates for office shall be nominated under the procedures set forth in Article IX, Section 2 of these Bylaws and shall assume their positions at the annual meeting of members.

Section 5. Resignation: Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date; the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Removal: Director(s) may be removed by the affirmative vote of two-thirds (2/3) of the eligible voting Diplomates. Notice of such action shall be delivered to all eligible voting Diplomates. Such removal shall be without prejudice to the contract rights, if any, of the Director(s) removed. The Board of Directors shall have the power and authority to remove a Director and declare his or her office vacant if he or she is unable to carry out the duties required of Director due to medical or mental incapacitation. The vote to remove a Director must be unanimous by the remaining Directors on the Board of Directors.

Section 7. Vacancies: Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Board of Directors. Each Director appointed to fill a vacancy shall hold office for the unexpired term of their predecessor in office.

Section 8. Annual Meetings: The Annual Meeting of the Board of Directors shall coincide with the Annual Meeting of Members unless otherwise determined by the Board of Directors.

Section 9. Regular Meetings: The Board of Directors shall hold regular meetings at such places and times as may be designated by the Board of Directors.

Section 10. Special Meetings: Special meetings of the Board of Directors may be held at the call of the President or at the request of any three (3) Directors. Such meetings will be held virtual or at such places and times as designated by the requesting Director(s).

Section 11. Notice of Meetings: Notice of special meetings provided within a reasonable time frame.

Section 12. Quorum: A majority of the voting Directors entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 13. Manner of Acting: The act of a majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the articles of incorporation, or by these Bylaws.

Section 14. Virtual Participation at Meetings: The Board of Directors or any committee or subcommittee designated by the Board of Directors may take any action permitted or authorized by these Bylaws by means of remote conferencing**,** however facilitated. Participation in a meeting pursuant to this section shall be equivalent to presence in person at such meeting.

Section 15. Compensation. Directors shall be compensated for their services only as outlined in the Policy Manual. In addition, Directors may be reimbursed for such actual expenses, in reasonable amounts approved by the Board, according to the processes set forth in the Policy Manual. This Section 14 shall not be construed to preclude any Director from serving the Corporation in any other capacity, such as an agent, employee, or otherwise, and receiving compensation for those services.

Article VIII

OFFICERS AND EXECUTIVE DIRECTOR

Section 1. Officers: The officers of the Board shall consist of a President, a Vice President, a Secretary, a Treasurer and the Immediate Past President. The Board of Directors may elect or appoint such other officers from among themselves as shall be deemed necessary that shall have the authority to perform such duties as may be prescribed for them by the Board of Directors.

Section 2. Election and Term of Office: The President, Vice President, Secretary and Treasurer shall be elected annually by and from the eligible voting Directors. The term of service shall be one (1) year. No officer may serve more than two (2) consecutive terms in each office. Such officers shall assume office at the conclusion of the annual meeting of the members.

Section 3. Removal: Any officer may be removed by a two-thirds (2/3) vote of the eligible voting Directors whenever, in their judgment doing so would serve the best interests of the Board. Such removal shall be without prejudice to the contract rights, if any, of the officer who is removed as identified in Article VII, Section 14. Election to an office shall not of itself create contract rights.

Section 4. Resignation: Officers may resign at any time by giving written notice to the President of the Board. In the case of resignation by the President notice shall be tendered to the Vice President. Resignations shall take effect at the time tendered unless otherwise specified therein.

Section 5. Vacancies: Vacancies in any office shall be filled by the President, at any regular meeting or at a special meeting called for such purpose. Each officer appointed to fill a vacancy shall hold office for the unexpired term of their predecessor in office or until their resignation, or removal, or they are otherwise unable to fulfill an unexpired term.

Section 6. President: The President shall be the principal elected officer of the Board and shall in general oversee all business and affairs of the Board in the manner prescribed by the Board of Directors. The President shall preside at all meetings of the Board of Directors and serve Ex-Officio as a non-voting Director, except when required to break a tie vote among the Board. The President shall be an Ex-Officio Member of all committees. The President may sign, with another proper officer of the Board authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where doing so is expressly delegated by the Board, these Bylaws, or by statute to some other officer or agent of the Board.

Section 7. Vice President: In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall act "in pro per" for the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. Secretary: The Secretary shall record or delegate the recording of the minutes for the meetings of the members and ~~of~~ the Board of Directors, ensuring that all notices are duly given in accordance with the provisions of these Bylaws or as required by law:

(a) Oversee custodianship of the Board's records, and
(b) perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

The administrative duties of the Secretary may be assigned, in whole or in part, to the Executive Director by the Board of Directors.

Section 9. Treasurer: The Treasurer shall oversee an account of all monies received and expended by the Board and disbursements per the Board of Directors as specified in the Policy Manual. The Treasurer shall direct and verify that all sums received shall be deposited or invested in such fiduciary accounts authorized by the Board of Directors. The Treasurer is responsible for the strategic allocation of monies from the Board's accounts to ensure operating funds are available when needed. The Treasurer shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

The administrative duties of the Treasurer may be assigned, in whole or in part to the Executive Director by the Board of Directors.

Section 10. Immediate Past President: The Immediate Past President shall perform such duties as may be designated by the President or Board of Directors. Upon termination of his or her term of office as President the incumbent shall become Past President for the term of the incoming President. If the Immediate Past President's term on the Board of Directors has expired, he or she shall serve on the Board as an officer in an Ex-Officio capacity. A President who has been removed or resigns shall not serve as Immediate Past President.

Section 11. Executive Director: The administrative duties and day-to-day operation of the Board shall be delegated to a staff head or firm employed or appointed by the Board of Directors. The Executive Director shall be responsible to the Board of Directors and shall act in accord with these Bylaws and the Policy Manual.

Section 12. Compensation of Officers. The salaries of officers, if any, shall be fixed from time to time by resolution of the Board of Directors or Committee to whom the Board of Directors has delegated this function, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director. In all cases, any salaries received by officers shall be reasonable and given in return for services rendered for the corporation which relate to the performance of the public benefit purposes of the

corporation. No salaried officer serving as a Director shall be permitted to vote on his or her own compensation as an officer.

The Board of Directors shall periodically review the fairness of compensation, including benefits, paid to every person, regardless of title, (i) once such person is hired, (ii) upon any extension or renewal of such person's term of employment, and (iii) when such person's compensation is modified.

Article IX

COMMITTEES

Apart from the Executive Committee and Standing Committees, the President, with the approval of the Board of Directors, shall appoint such committees as may be necessary for the proper conduct and management of the Board. Appointment and/or dismissal of committee Chairs shall be made by the President. Unless otherwise specified, the Chairperson of the committee or subcommittee shall appoint its members. Apart from the Executive Committee, any member may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interests of the Board shall be served. A majority of members shall constitute a quorum for action at any meeting unless otherwise specified.

Standing Committees of the Board shall be:

Section 1. Executive Committee: Shall be a standing committee of the Board but will hold no regular meetings of its own accord. The role of the Executive Committee shall be to represent the Board of Directors to external entities when deemed appropriate by the Board of Directors such as meeting at which it is infeasible for the entire Board of Directors to be present. The Executive Committee shall have authority to represent the Board of Directors, but no decisions or recommendations of the Executive Committee shall be binding on the Board unless ratified by majority vote of the full Board of Directors.

The members of the Executive Committee shall normally be the President, Vice-President, Secretary, Treasurer, and Immediate Past President of the Board of Directors unless the circumstances of its call to duty warrant changes in its composition to include individuals with specific familiarity or expertise in the matter(s) at hand. The Executive Committee's composition for any given assignment will be determined by the President in consultation with the Executive Director. The President shall chair the Executive Committee whenever he or she is a member and will appoint the Chair when not serving as a member.

Section 2. Nominating Committee: Shall consist of at least three (3) members, one (1) of whom shall be the Immediate Past President of the Board of Directors who shall serve as Chairperson. The Nominating Committee shall recommend a slate of candidates for open positions on the Board of Directors to the Board of Directors. Upon receiving the Committee's recommendation, the Board of Directors shall determine a slate of candidates and present it to the voting members at least one hundred and twenty (120) days prior to the Annual Meeting of the Board of Directors. Additional nominations may be made by the submission of petitions, each of which must be endorsed by at least 5% of the voting membership. Such petitions shall be obtained from Board Headquarters, must abide by the procedure and eligibility requirements of the Nominating Committee as outlined in the Policy Manual and must be received by the Executive Director no later than ninety (90) days prior to the Annual Meeting of the Board of Directors. If valid nomination petitions are received, the Diplomate(s) noted therein shall be added to the slate approved by the Board of Directors and submitted to the membership for voting at least thirty (30) days prior to the annual meeting.

The Nominating Committee shall recommend a slate of Officers for the Board of Directors at sixty (60) days prior to Annual Meeting of the Board of Directors.

Section 3. Budget Committee: Shall consist of at least three (3) Diplomates, one (1) of whom shall be the Treasurer of the Board of Directors who shall serve as Chairperson. The committee shall prepare an annual budget for the operation of the Board. The committee shall also make recommendations concerning the investment of the Board's funds and shall perform other duties as specified in the Policy Manual.

Section 4. Credentials Committee: Shall consist of at least three (3) members, one (1) of whom shall be the Vice- President of the Board of Directors who shall serve as Chairperson. The committee shall review issues of ethics, licensure, re-registration and assessments to determine members' compliance with Board policy and procedures and make recommendations to the Board of Directors for appropriate action and shall perform other duties as specified in the Policy Manual.

Section 5. Examination Committee: Shall be comprised of the committee Chair, appointed by the President, the sub-section Chairs overseeing specific examinations and case review processes, and the subcommittee members. The Examination Committee is responsible for the development and administration of all examinations administered by the Board. The committee is also responsible for the development of materials to assist candidates in understanding the structure and requirements of the examinations.

Section 6. Bylaws Committee: Shall consist of at least three (3) Diplomates, one (1) of whom shall be the Immediate Past President who shall serve as Chairperson. The committee shall periodically review the Bylaws and Policy Manual and make recommendations to the Board of Directors for modifying them to maintain relevance to contemporary conditions. It shall act as an advisory body whenever such matters are referred to it by the Board of Directors.

Section 7. Privileging Committee: Shall consist of at least three (3) Diplomates, one (1) of whom shall be a Director who shall serve as Chairperson. The General Counsel shall serve on the committee in addition to

the Diplomats. The committee shall investigate and take appropriate action to identify and address discrimination with respect to Board Certification.

Section 8. Communications Committee: Shall consist of at least three (3) Diplomates. The committee shall be responsible for public relations, marketing and facilitating the communications from the Board to members, profession and public.

Section 9. Other Committees: Other committees or subcommittees, standing or ad hoc, may be created or terminated by a resolution adopted by a majority vote of the Board of Directors.

Section 10. Term: Service on committees shall be annual unless Committee member resigns, is relieved by the Chairperson or the committee is terminated.

Section 11. Chairperson: The Chairperson of each committee or subcommittee shall be responsible for the overall function of the committee and will make regular reports to the Board of Directors regarding committee activity. The Chairperson will also submit an annual budget for their respective committee or subcommittee as required.

Section 12. Vacancies: Vacancies in the membership of any committee or subcommittee shall be filled in the same manner as the original appointments.

Section 13. Meetings of Committees or Subcommittees: Each committee or subcommittee Chairperson shall determine the time and place of meetings and the notice required with consultation with Headquarters and the Executive Director.

Section 14. Rules: Each committee or subcommittee may adopt procedural rules consistent with these Bylaws or with the Policy Manual.

Article X

CONTRACTS, CHECKS, DEPOSITS AND FUNDS, BONDING

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the Board, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Board and such authority may be general or confined to specific instances.

Section 2. Corporate Seal: The corporate seal of the Board shall be as depicted in the policy manual and will contain such elements as is required by law. Said seal may be used by causing it or a facsimile or equivalent thereof to be impressed or affixed or reproduced.

Section 3. Depositories: All funds of the Board shall be deposited to the credit of the Board in such financial institutions as the Board of Directors may designate.

Section 4. Checks, Drafts, Notes, Etc.: All checks, drafts or other orders for the payment and all notes or other evidences of indebtedness issued in the name of the Board shall be signed by such officer or officers, or agent or agents of the Board and in such manner as shall be determined by resolution of the Board.

Section 5. Bonding: The Board of Directors shall provide for the bonding of such officers and employees of the Board as it may determine appropriate.

Section 6. Delivery of Notice: Any notices required to be delivered pursuant to these Bylaws shall be deemed to be delivered when transferred or presented in person or deposited in the United States mail addressed to the person or entity at the address as it appears on the records of the Board, in the manner specified in the Policy Manual.

Article XI

RECORDS

The Board shall keep, correct, and complete financial records, and shall also keep any minutes of the proceedings of its members, Board of Directors, and committees or subcommittees having any of the authority of the Board of Directors. The Board shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. As specified in the Policy Manual, records of the Board may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

Article XII

FISCAL YEAR

The fiscal year of the Board shall be established by the Board of Directors.

Article XIII WAIVER

OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the General Not For Profit Corporation Act or under the provisions of the articles of incorporation or the Bylaws of the Board, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Article XIV

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

The Board shall indemnify each officer, director, employee or agent of the Board, including every former director, officer, employee or agent, and any person who may have served at the request or by the election or appointment of the Board as a director, officer, employee or agent of another corporation, partnership,

joint venture, trust, or enterprise, against expenses actually and reasonable incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, or are threatened to be made parties or a party, by reason of being or having been a director(s), officer(s), employee(s), or agent(s) of the Board or a director(s), officer(s), employee(s) or agent(s) of such other corporation, if such person acted in good faith and in a manner he or she reasonable believed to be in, or not opposed to, the best interests of the Board and except in relation to matters as to which any such director, officer or former director or officer or persons shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of their duty to the Board and to such matters as shall be settled by agreement predicated on the existence of such liability. As used in this Article XIV, the term "expenses" shall include attorney's fees, court costs, judgments, fines and penalties, amount paid in settlement (unless paid to the Board) and other expenses actually and reasonably incurred in connection with the defense or settlement of any action, suit or proceeding.

The foregoing right of indemnification shall not be exclusive of any other rights to which any officer, director, employee or agent may be entitled and this indemnification shall be in addition to and not in limitation of any other privilege or power of the Board to indemnify its officers, directors, employees or agents.

The Board may purchase and maintain insurance on behalf of any person referred to in the preceding paragraphs of this Article against any liability incurred by them in any such capacity, or arising out of their status as such, whether or not the Board would have the power to indemnify them against such liability under the provision of this Article or otherwise.

Article XV

DISSOLUTION

Upon the dissolution of the Board, and after payment of all indebtedness of the Board, any remaining funds, investments and other assets of the Board shall be distributed to such organization or organizations which are then qualified as exempt from taxation under section 501 (c) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future Internal Revenue Law of the United States), but only if the purposes and objectives of such organization(s) are similar to the purposes and objectives of the Board, as may be determined by vote of the then voting members of the Board.

Article XVI

AMENDMENTS

Proposals to alter, amend or repeal these Bylaws may be made and adopted at any annual or regular meetings of the Board of Directors, or at a special meeting called for that purpose, by the affirmative vote of a majority of the Directors present at the meeting, provided that the proposed changes have been submitted to the Directors at least thirty (30) days prior to the meeting. Ratification of proposed amendments becomes effective upon affirmative vote of eligible Diplomates subject to the following:

(a) Proposed changes shall be transmitted to each voting Diplomate
(b) shall become effective upon approval by a two-thirds vote of those members returning ballots, if
(c) not less than fifteen percent (15%) of the members return ballots, and

(d) the voting period remains open for not less than thirty (30) days.
(e) If less the 15% of the members return ballots by the 30th day, the amendments can be ratified by a vote of 2/3 of the Board of Directors

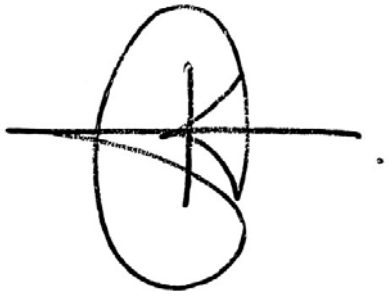
Article XVII

PARLIAMENTARY AUTHORITY

The deliberations of the Board of Directors, committees and subcommittees shall be governed by the parliamentary rules and usages contained in the then current edition of "Roberts' Rules of Order" when not in conflict with the Bylaws of the Board. The Board's General Legal Counsel or other person designated by the President, shall act as Parliamentarian responsible for advising the meeting chair on issues of Parliamentary procedure.

ADOPTION

These bylaws are adopted on the 13th of November, 2023.



Katerina Grigoropoulos, DPM
Secretary
American Board of Podiatric Medicine