

BY LAWS OF THE TEXAS SOCIETY OF [AM1] ORTHOTIC & PROSTHETIC PROFESSIONALS

ARTICLE 1 - Name and Purpose

1.1: NAME - The name of this corporation shall be "The Texas Society of Orthotic and Prosthetic Professionals, Inc." hereinafter called "The Society".

1.2: PURPOSE - To operate as an organization that helps organize and promote the orthotic and prosthetic profession in the State of Texas and to take all such other actions in support of the same. The organization as formed is intended to function as a business league or board of trade within the meaning of Sec. 501(c)(6) of the Internal Revenue Code.

In connection therewith, to solicit, collect, receive, accumulate, administer and disburse funds and property in such a manner as will, in the sole discretion of the Executive Committee, most effectively operate to further the purpose of the corporation.

And otherwise do any or all things hereinabove set forth and all things usual, necessary or proper in furtherance of or incidental to said purpose.[2]

ARTICLE 2 - Definitions

2.1: The term "The Texas Society of Orthotic and Prosthetic Professionals" includes those persons which are principally engaged in the providing of orthotic and/or prosthetic care to patients, and including those persons whose principal endeavor in the orthotic-prosthetic field is the performance of research and/or the providing of formal education.

2.2: The term "practitioner" or "practitioner assistant" refers to an individual practicing the profession of orthotics and/or prosthetics to whom the Texas Department of Licensing and Regulation (hereinafter referred to as TDLR) has awarded the title of Licensed Orthotist, Licensed Prosthetist, Licensed Prosthetist and Orthotist, Licensed Orthotist Assistant, Licensed Prosthetist Assistant or Licensed Prosthetist Orthotist Assistant.

2.3: The term "technician" refers to a person who fabricates, assembles, or services prostheses and/or orthoses under the direction of a licensed orthotist, licensed prosthetist, licensed prosthetist/orthotist, licensed orthotist assistant, licensed prosthetist assistant, or licensed prosthetist/orthotist assistant responsible for the acts of the technician.

ARTICLE 3 - OBJECTIVES

3.1: The objectives of The Society shall be as follows:

- a) To promote high levels of orthotic/prosthetic patient care.

- b) To promote the dissemination and exchange of scientific and technical information which will enable members of The Society to serve their patients, to advance orthotic/prosthetic technology in Texas, and to enhance the standing of its members in the health care community and with the public at large.
- c) To consider and deal with those common intra-professional concerns of its members, including relationships with one another, relationships with government entities, their relationships with any other groups which seek to promote their common welfare and their ability to provide exceptional levels of patient service.
- d) To do anything necessary and proper for the accomplishment of any objectives herein set forth, or which are recognized as appropriate activities for professional societies, all of which shall be consistent with the public interest and that of the orthotic/prosthetic profession.
- e) To conduct and carry on the activities of a non-profit corporation in order to promote attainment of the highest standards of professional and ethical conduct by practitioners.
- f) To provide continuing education which will further enhance the professional and ethical competency of practitioners.

ARTICLE 4 - OFFICES

4.1: The principal office of this corporation shall be that of the Secretary, who is duly elected by the members of The Society in accordance with provisions of these Bylaws.

ARTICLE 5 - MEMBERSHIP

5.1: ELIGIBILITY

Persons eligible for membership are those as defined in Article 2 and who have a principal place of practice in Texas or an adjoining state.

5.2: CATEGORIES OF MEMBERSHIP

- a) ACTIVE - Practitioners or Practitioner Assistants in orthotics and/or prosthetics who are licensed by and are in good standing with the TDLR, and Technicians employed at a TDLR accredited orthotic and/or prosthetic facility, shall be eligible for active membership. Only active members are entitled to vote and/or to hold office in The Society.
- b) ASSOCIATE - Persons not eligible for active membership, but whose activities are such as to make it mutually desirable for them to have a formal affiliation with The Society.

- c) PROCEDURE FOR ADMITTING MEMBERS - All applications for Active and Associate membership shall be presented to the Secretary of The Society in writing, and they shall be and hereby are authorized to admit such applicants to the membership if they are eligible under these Bylaws. If in the opinion of the Secretary an applicant is not eligible for membership, they shall refer the application to the Executive Committee of The Society at its next regular meeting at which time they shall determine by a majority vote whether or not the application shall be accepted.
- d) DURATION OF MEMBERSHIP - Membership in The Society may be terminated by voluntary withdrawal, by a violation of the Bylaws or any agreement, rule or practice properly adopted by The Society. The Executive Committee of The Society may suspend or terminate the membership of any person for cause or reasons which, in the opinion of the Executive Committee, are in the best interest of the Society.
- e) SUSPENSION AND TERMINATION - If in a written and signed communication addressed to the Secretary any member of the Society shall be charged with conduct detrimental to the objects of the association or in violation of its Bylaws, or rules and regulations, the Secretary shall send a copy of the charges to the accused member, who shall be given adequate time to reply, whereupon the Executive Committee shall take such further action as it may deem proper. Such accused member shall have the right to a hearing within a reasonable time, if requested in writing. If suspended or terminated after a hearing before the Executive Committee, the accused member shall have the right of appeal to a hearing before the membership at a duly called meeting, if requested in writing at least 30 days prior to said meeting. If the Executive Committee's action is sustained by two-thirds vote of the members present at any regular or special meeting viewing the action of the Executive Committee, such suspension or termination shall be final, otherwise, the accused member shall be immediately reinstated to full membership status.
- f) EMERITUS STATUS - Those practitioners who have been granted emeritus status by the American Board for Certification or who have retired from practice as recognized by the membership committee shall be eligible for membership in The Society without the usual payment of initiation fee, dues, and may attend the general meetings without payment of registration fees. They shall be entitled to participate in the business sessions but are not entitled to vote.[3]

5.3: VOTING RIGHTS

- a) RIGHTS - The right to vote on matters affecting The Society is reserved to Active Members. Associate and Emeritus Members are entitled to participate in the discussion about matters affecting The Society at both general and special meetings, and shall be recognized for that purpose, but they shall not be entitled to vote on such matters.

- b) VOTING - Each active member shall be entitled to one (1) vote. In the event of their absence they may appoint another active member to vote their proxy by written certification to the Secretary. An active member or officer may hold and/or vote a maximum of 2 proxies plus their own vote.

ARTICLE 6 - FINANCES

6.1: FISCAL YEAR - The Fiscal Year shall begin as of January 1 of each year.

6.2: BUDGET - The Executive Committee shall present at the annual meeting a budget for the current fiscal year.

6.3: DUES - The Executive Committee shall set all dues and other assessments of the membership. All dues shall be due and payable on the first day of the fiscal year, and the Executive Committee shall determine any subsequent date by which the dues for the fiscal year must be paid in order for the member to continue to receive the services of The Society. The Executive Committee shall prescribe the policy under which members who fail to pay their dues shall be dropped from The Society. When so determined, the policy shall be in effect until revised by action of the same or a succeeding Executive Committee. A member who is dropped for failure to pay all dues shall, without further notice, and without hearing, forfeit all the rights and privileges of membership until said dues are paid.

6.4: NEW MEMBERS - New members shall commence payment of dues at time of application.

6.5: REFUNDS - Dues are not refundable.

ARTICLE 7 - MEETINGS

7.1: ANNUAL - There shall be annual meetings of The Society for election of Executive Officers, for receiving the annual reports, and for the transaction of other business.

7.2: SPECIAL - Special meetings of The Society may be called by the Executive Committee, or upon the written request of 10% of voting members of The Society to the President.

7.3: QUORUM - A quorum shall consist of 10% of the voting members in good standing, present in person, or by proxy, at any meeting of The Society.

7.4: MAIL VOTE - When, in the judgement of the Executive Committee, any questions shall arise that should be put to a vote of the voting membership, and when it deems it inexpedient to call a special meeting for that purpose, it may, unless otherwise required by these Bylaws, submit the matter to the membership in writing by mail or email for vote and decision, and the questions thus presented shall be determined according to a majority of the votes received by mail or email within four (4) weeks after such

submission to the voting membership, provided that, in each case, votes of at least two-thirds (2/3) of the voting members shall be received. Action taken in this manner shall be as effective as action taken at a duly called meeting.

7.5: ORDER OF BUSINESS - The Executive Committee shall determine the rules governing the order of business at general and special meetings of The Society. A majority of the voting members present at a general or special meeting may suspend such rules. The presiding officer at any meeting may decide any questions as to the priority of business without debate or vote. The usual parliamentary rules as laid down in the most current version of Robert's Rules of Order shall govern, when not in conflict with these Bylaws.

7.6: NOTICE OF MEETINGS - Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally, by mail or email, to each member entitled to vote at such meeting, not less than fifteen (15) days, by or at the direction of the President, or the Secretary, or the Officers or persons calling the meeting. In case of a Special Meeting or when required by statute or by these Bylaws, the purpose/purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the U.S. Mail addressed to the member at their mailing address or email address as it appears on the records of the corporation, with postage thereon paid. If emailed, the notice of a meeting shall be deemed delivered when sent by email to addressee's email address. Additionally, it is deemed received when a party changes its mailing address or email address and fails to notify the Society of this change and the new address, delivery of Notices marked to the attention of the Addressee at that new address is deemed compliant with the notice obligations under this clause.

ARTICLE 8- OFFICERS

8.1: ELECTIVE OFFICERS - The elective officers of The Society shall be a President, a President Elect, a Vice President, a Treasurer, and a Secretary.

Other offices and officers may be established and appointed by the voting members of The Society at a regular meeting. All officers must hold active membership in The Society.

8.2: TERMS - The elective officers shall take office immediately upon election, and shall serve for a term of two (2) years and until successors are duly elected.

8.3: PRESIDENT - The President shall be the Chief Officer of The Society and shall be present at meetings of The Society (and of the Executive Committee). They shall be a member ex-officio of all the committees. They shall communicate to The Society on such matters and make such suggestions as may in their opinion tend to promote the welfare and increase the usefulness of The Society, and shall perform such other duties as are necessarily incident to the office.

8.4: PRESIDENT ELECT - The President Elect shall perform all duties of the President

during the absence or disability of the President. They shall be members ex-officio of all committees. The President Elect shall automatically succeed to the office of President following their term as President Elect, with the exception of the inaugural year of The Society.^[KB4]

8.5: VICE PRESIDENT - The Vice-President shall perform all duties of the President during the absence of the President and President Elect. They shall be member ex-officio of all committees.

8.6: TREASURER - The Treasurer shall keep an account of all monies received and expended for the use of The Society and shall make disbursements authorized by the Executive Committee or such other persons as the voting members may prescribe. All sums received shall be deposited by them in the bank or banks approved by the Executive Committee, and they shall make a report at the annual meeting or when called upon by the President. Funds may be drawn only on the signature of the Treasurer. The funds, books, and vouchers in their hands shall at all times be subject to verification and inspection by the elective officers of The Society. At the expiration of their term of office, the Treasurer shall deliver to their successor all books, data, monies, and other property of The Society.

8.7: SECRETARY - It shall be the duty of the Secretary to:

- a) Give notice of and attend all meetings of The Society and all committees,
- b) Make provisions for the keeping of a record of all proceedings,
- c) Keep and maintain records of all transactions, and make reports to the Executive Committee activities as may be required from time to time,
- d) Keep a list of the members of The Society,
- e) Establish mechanism for the collection of dues and their payment to the Treasurer,
- f) Keep records as to agents retained by The Society,
- g) Prepare with the concurrence of the Treasurer, an annual report of the transactions and condition of The Society,
- h) Do and perform all other duties incident to the Office of Secretary, as may be required by the Executive Committee. At the expiration of the term of office, the Secretary shall deliver over to their successor all books, data and other properties, or in the absence of a successor these shall be delivered to the Executive Committee.

8.8: IMMEDIATE PAST PRESIDENT - The Immediate Past President shall be the individual who has vacated the position of President through the general election at The Society's Annual meeting and whose term as President has expired. They will serve as an advisor to the Executive Committee and are entitled to chair or be a member of any committee. They are also entitled to voting and all other rights and responsibilities as a full member of the Executive Committee.

8.9: REMOVAL - Any officer elected or appointed may be removed by two-thirds (2/3) vote the Executive Committee whenever in its judgement the best interest of The Society would be served thereby.

8.10: VACANCIES - A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Executive Committee for the unexpired portion of the term.

ARTICLE 9 - ELECTIONS

9.1: The election of The Society Officers shall take place at the time and place of the regular annual meeting of The Society for that year, except for the inaugural year of The Society. Any candidate for an officer's position must reside and/or practice within the state of Texas. Only active members shall be entitled to vote. Candidates who receive a majority of the votes so cast shall be elected. The election shall be by a secret ballot, unless otherwise ordered by a majority of those voting members present at the Annual Meeting or by proxy.

ARTICLE 10 - EXECUTIVE COMMITTEE

10.1: GOVERNMENT - The management, supervision, control and direction of the affairs of The Society shall be vested within the Executive Committee.

- a) The Executive Committee may employ an Executive Director who shall:
1. Implement the policies and procedures of the Texas Society of Orthotic and Prosthetic Professionals as prescribed by the Executive Committee in a written job description.
 2. Be responsible for the operation of the corporate office.
 3. Employ, supervise and terminate such other staff as is deemed necessary by the Executive Committee to carry on the business of the Society.
 4. Assign a staff person to committees as requested by the Executive Committee.
 5. Provide Executive Committee with reports regarding current status of program and financial situations as requested, but not less frequently than quarterly.

10.2: MANAGEMENT - The business of The Society shall be managed by an Executive Committee composed of the President, President Elect, Vice-President, Secretary, Treasurer, and Immediate Past-President.

10.3: TERM - The term of office of the Executive Committee shall be two (2) years.

10.4: DUTIES - The Executive Committee shall be responsible for managing The Society and it is hereby vested with authority to do such acts as are necessary, desirable and legally proper to conduct the business of The Society in accordance with these Bylaws.

10.5: MEETINGS - The Executive Committee may hold regular meetings at such times and places as they shall determine. The President, or a majority of the voting members of The Society may call special meetings of the Executive Committee only after giving fifteen (15) days notice to each Officer. The notice of a special meeting shall state the

time and place, and purpose of the meeting.

10.6: QUORUM - A majority of the Executive Committee shall constitute a quorum for the purpose of conducting business.

10.7: COMPENSATION - No officer or member of The Society shall receive compensation for their services, except that the Executive Committee may provide for reimbursement to any officer or member of expenses properly incurred in connection with their duties.

10.8: GRIEVANCES - The Executive Committee shall address, within the scope of the functions of The Society and these Bylaws, any grievances which shall be submitted for their consideration.

ARTICLE 11 - COMMITTEES

11.1: GENERAL - The President with the approval of the Executive Committee, may create such committees as the President considers to be necessary for the conduct of The Society's business in addition to those specifically authorized in these By-Laws. Committees which are created under this provision shall terminate upon expiration of the term of the President appointing them.

ARTICLE 12 - AMENDMENTS

12.1: The Bylaws may be amended, repealed, or altered, in whole or in part, by two-thirds (2/3) vote of those voting members present either in person or by proxy at any duly organized meeting of The Society, provided that any proposed amendment shall be filed in writing with the Secretary at least thirty (30) days before presented for adoption at any meeting. The Secretary and their notice for the holding of a meeting at which an amendment to these Bylaws shall be presented, shall set forth therein the nature of the proposed amendment.

ARTICLE 13 - BOOKS AND RECORDS

13.1: The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Executive Committee, committees having and exercising any of the authority of the Executive Committee and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of The Society may be inspected by any member, or their agent or attorney, for any proper purpose at any reasonable time. The books and records include but not limited to:

- a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Society including but not limited to the certificate of formation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- b) A copy of all bylaws, including these Bylaws, and any amended versions or

amendments to them.

- c) Minutes of the proceedings of the Executive Committee and committees having any of the authority of the Executive Committee.
- d) A list of the names and addresses of the executive officers and any committee members of The Society.
- e) A financial statement showing The Society's assets, liabilities, and net worth at the end of the five (5) most recent fiscal years.
- f) A financial statement showing The Society's income and expenses for the five (5) most recent fiscal years.
- g) All rulings, letters, and other documents relating to The Society's federal, state, and local tax status.
- h) The Society's federal, state, and local tax information or income tax returns for each of the five (5) most recent tax years. Any executive officer or committee member of The Society may inspect and receive copies of all the corporate books and records required to be kept under the bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to their interest in The Society. They may do so through their attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than five (5) working days after The Society receives a proper written request. The Executive Committee may establish reasonable copying fees, which may cover the cost of materials and labor. The Society will provide requested copies of books or records no later than five (5) working days after receiving a proper written request.

ARTICLE 14 - INDEMNIFICATION

14.1: The Executive Committee is authorized, regardless of the adverse interest of any or all of the Executive Officers to indemnify, reimburse, or otherwise compensate, at The Society's expense, any persons made a party, or who is threatened to be a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, except in an action by or in the right of The Society, by reason of the fact that they or a person whose legal representative or successor, is or was an officer, agent or employee of The Society, or is or was serving at the request of The Society as director, officer or agent of another corporation, partnership, joint venture, trust or other enterprise, for expenses, including attorney's fees and any judgment, money decree, fine, penalty or settlement for which they may have become liable, actually and reasonably incurred by them in connection with the defense or reasonable settlement of any such action, suit or proceeding or any appeal therein, provided that such person has acted in good faith and in a manner that said person reasonably believed to be in or not opposed to the best interests of The Society and with respect to any criminal action proceeding, had no reasonable cause to believe their conduct was unlawful, and except in

relation to matters as to which they, or such person whose legal representative or successor, is determined, in any action, suit or proceeding, to be liable for negligence or misconduct in the performance of their duties to The Society.

ARTICLE 15 - NON PROFIT PURPOSE

15.1: This corporation is not organized for pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director or individual. The balance, if any, of all money received by the corporation from its operations, after the payment in full of all debts and obligations of the corporation, of whatever kind of nature, shall be used and distributed exclusively for charitable, scientific, regulatory and education purposes.

ARTICLE 16 - DISSOLUTION

16.1: The Society may be dissolved by the vote of a two-thirds (2/3) majority of its voting members.

16.2: No part of the net income of The Society may inure to the benefit of any member. Upon the dissolution of The Society, the Executive Committee shall, after paying or making provision for the payment of all liabilities of The Society, distribute all the assets of The Society for one or more exempt purposes within the meaning of section 501(c)(6) or section 501(c)(3) (but only if the purposes and objectives of such organization(s) are similar to the purposes and objectives of the Society) of the United States Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue Code), in such manner as the Executive Committee shall determine.

Adopted by majority vote of the Membership on _____,2019.

Secretary

President

