# AMENDED AND RESTATED BYLAWS OF KENTUCKY ORTHOTIC AND PROSTHETIC ASSOCIATION, INC.

## BYLAW I

## NAME

The name of this corporation shall be the Kentucky Orthotic and Prosthetic Association, Inc. hereinafter called "Association."

## BYLAW II

## PRINCIPAL OFFICE

The principal office of The Association shall be that of the agent for service of process.

## BYLAW III

## DEFINITIONS

The term "orthotists, prosthetists and pedorthotists" includes individuals practicing the profession of orthotics, prosthetics or pedorthotics.

## BYLAW IV

## OBJECTS

The objects of the Association will include but not be limited to the following:

A. To improve the general welfare of the profession, to improve its services to the public, to cooperate with the government officials in furthering its welfare, to recognize technical competency and achievement, to advance education and research in the profession, and to promote and maintain an organization for the advancement and welfare of the profession by all proper, suitable, and legal means.

B. To consider and deal with those common intra-industrial problems of management, such as those in the production, distribution, employment and financial functions of the members of the Association; to secure cooperative action in advancing the common purpose of the members; to foster equity in the business practices; and to

promote activities aimed at enabling the profession to conduct itself with the greatest economy and efficiency.

C. To disseminate information of general economic, social and governmental character, to analyze objects relating thereto, and to secure and present the views of the members of the Kentucky Orthotic and Prosthetic Association, Inc. to other organizations, to the government and to the public.

D. To cooperate with other professional entities and organizations including the Regional Extensions of the American Orthotic and Prosthetic Association.

E. To do anything necessary and proper for the accomplishment of any objects which shall be recognized as proper and lawful objects of professional associations, all of which shall be consistent with the public interest, as well as the interest of those professions.

F. To assist state governing bodies in the formation and regulations of professional standards and conduct.

## BYLAW V

## ASSOCIATION MEMBERSHIP

A. Active. Any person actively engaged directly in the Orthotic and/or Prosthetic profession, including clinicians who are Licensed by the Kentucky Medical Board of Licensure and Supervision and other professional roles that support Orthotic and Prosthetic care provision including but not limited to assistants, technicians, fitters, business development managers, care coordinators, administrators, operations staff, etc.

B. Associate. Persons, firms or corporations not eligible for active Membership, but whose activities are such as to make it mutually desirable for them to have a formal affiliation with this Association may apply for Associate Membership.

C. Procedure for Admitting Members. All applicants for membership shall be submitted to the Secretary of the Association in writing or otherwise, and he/she shall be and hereby is authorized to admit such applicants into the membership if they are eligible therefore under these Bylaws. If, in the opinion of the Secretary, any applicant is not eligible for membership, he/she shall refer the applicant to the Board of Directors of the Association at its next regular meeting at which time they will determine by a majority vote whether or not the application shall be accepted.

D. Emeritus Status. Those practitioners who have been granted emeritus status by the American Board for Certification shall be eligible for membership in the Association without the usual payment of initiation fee or dues, and may attend the general meetings without payment of registration fees. They shall be entitled to participate in the business sections but are not entitled to vote.

E. Voting.

1. Voting Rights. Each Active Member shall be entitled to one vote relating to the conduct of business which shall be properly brought before General or Special Meetings of the Association. 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 vote on such matters.

2. Proxies. A Member may designate another Member as his/her proxy for any purpose at a General or Special Meeting of the Association. The Board of Directors shall determine the form and method for presenting the voting proxies.

3. Duration of Membership. Membership in this Association may terminate by voluntary withdrawal, or as otherwise provided in these Bylaws. All rights, privileges, and interests of a member in or to the Association shall cease on termination of membership. Membership shall be nontransferable. Any Member may, by giving written notice of such intention, withdraw from membership. Withdrawals shall be effective upon fulfillment of all obligations to the date of withdrawal.

4. Suspension and Expulsion. If in written and signed communication addressed to the Secretary any member of the Association shall be charged with conduct detrimental to the objects of the Association or in violation of its Bylaws, 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 Board of Directors shall take such further action as it may deem proper. Such accused shall have the right to a hearing and, if suspended or expelled, shall have the right of appeal to the membership. If the Board of Director's action is sustained by two-thirds vote of the Active Members present at any General or Special Meeting viewing the action of the Board of Directors, such suspension or expulsion shall be final.

## BYLAW VI

MAIL VOTE

When, in the judgment of the Executive Committee, any questions shall arise that should be put to the vote of the 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 email for vote and decision, and the question thus presented shall be determined according to a majority of the vote received by email within four weeks after such submission to the membership. Action taken in this manner shall be as effective as action taken at a duly called meeting.

## BYLAW VII

## FINANCES

A. Fiscal Year. The fiscal year of the Association shall begin on January 1 of this year.

B. Dues. The annual dues required for membership in the Association shall be established at one of the General Meetings each fiscal year by majority vote on recommendation of the Executive Committee. Dues may vary from year to year but dues shall be the same for all Members. The annual dues of the Associate Members shall be one half (50%) of that assessed the Active Members.

C. Failure to Pay Dues. Members who fail to pay dues or assessments in any fiscal year will be ineligible to hold office or vote at any subsequent General or Special Meeting until reinstated.

D. Reinstatement. Any Member who is behind on payment of dues or assessments may be reinstated by paying those dues. Any Member who has relocated out of the geographic area of this Association may be reinstated by paying the current dues and assessments for the current fiscal year.

E. Membership Liability for Debts. Members of this Association shall not be liable for the debts of this Association, except to the extent of any unpaid portion of their respective fees and dues.

## BYLAW VIII

## MEETINGS

A. General Meetings. The Association shall hold one meeting each fiscal year for the transaction of business and at the Meeting shall elect the officers who will take office at the beginning of the following fiscal year.

B. Special Meetings. Special Meetings of the Association shall be held at the call of the President upon written request of 10% of the Active Members of the Association.

C. Notice of Meetings. Notice of General Meetings shall be emailed by the Secretary of the Association to each Active Member and Associate Member at least thirty (30) days prior to the date appointed for the meeting; notice of Special Meetings shall be emailed by the Secretary of the Association to each Active Member and Associate Member at their last recorded email address at least fifteen (15) days in advance and it shall contain the statement of the time and place of the Special Meeting and information to the subjects to be considered.

D. Quorum. A quorum shall consist of 10% of the Active Membership in good standing present in person or by proxy at any General or Special Meeting. If a quorum is not present no business may be conducted and the Executive Committee must decide if, when and where the next meeting will take place.

E. Order of Business. The Board of Directors shall determine the rules governing the order of business at General and Special Meetings of the Association. A majority of the Active 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 Robert's Rules of Order shall govern, when not in conflict with these Bylaws.

## BYLAW IX

## OFFICERS

A. Elective Officers. The elective officers of the Association shall be President, President Elect, Secretary, and Treasurer. Only active Members in good standing shall be eligible for elective office. Other officers and offices may be established and appointed by the Active Members of the Association at the Annual Meeting. There must be a minimum of one prosthetist, orthotist, or pedorthist on the board in any given term.

B. Terms. The elective officers shall take office and shall serve for a term of four (4) years. A newly elected officer will begin as the Treasurer of the Association in their first year as an officer. Then, in subsequent years, the officer will become the Secretary, the President Elect and then the President in their fourth year in office unless a vote of the

Active Members changes this order, or until successors are duly elected. Officers are eligible for re-election. Vacancies in any office may be filled for the balance of the term thereof by the Board of Directors.

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

D. President Elect. The President Elect shall perform all duties of the President during the absence of the President. The President Elect shall be a member ex officio of all committees. The President Elect shall be in charge of the continuing education function of the Association.

E. Secretary. The Secretary shall keep the official minutes of all meetings of the Association; shall conduct all correspondence concerning the Association activities except that which is appropriate for the President to conduct in the discharge of their duties.

F. Treasurer. 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 the regular 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 a voucher showing evidence of expenditure signed by the Treasurer. The funds, accounts, and vouchers in possession of the Treasurer shall be available at all times for inspection and verification by the President or any Active Member. At the expiration of the term of office, the Treasurer shall deliver all books, monies, records and other property of the Association to his successor, or in the absence of the Treasurer Elect, to the President.

## BYLAW X

## ELECTIONS

The election of Association officers shall take place annually at the time and place of the regular annual meeting. Only Active Members in good standing shall be eligible for office, and only Active Members shall be entitled to vote. Candidates who receive a

majority of the votes cast shall be elected. The election shall be by a secret ballot, unless otherwise ordered by a majority of those present at the General Meeting.

## BYLAW XI

## BOARD OF DIRECTORS

A. Government. The management, supervision, control and direction of the affairs of the Association shall be vested within the Board of Directors.

B. Selection. The Board of Directors shall consist of the officers of the Association, including the immediate past president.

C. Duties. The Board of Directors shall be responsible for managing the Association, and it is hereby vested with authority to do such acts as are necessary, desirable and legally proper to conduct the business of the Association in accordance with these bylaws.

D. Meetings. The Board of Directors may hold regular meetings at such times and places as they shall determine, and the requirement that prior notice shall be given may be waived on the record of the meeting. The President, or a majority of the Board of Directors of the Association, may call special meetings of the Board only after giving 14 days notice to each Director. The notice of a special meeting shall state the time and place, and purpose of the meeting.

E. Director Quorum. A majority of the Board of Directors shall constitute a director quorum for the purpose of conducting business.

F. Expenses. All proper expenses of the Board of Directors incurred while in the discharge of their duties shall be paid by this Association in the usual course of business.

G. Grievances. The Board of Directors shalladjudge, within the scope of the function of the Association and these bylaws, any grievances which shall be submitted for their consideration.

## BYLAW XII

## COMMITTEES

A. General. The President may create such committees as considered to be necessary for the conduct of the Association's business in addition to those specifically

authorized in these Bylaws. Committees which are created under this provision shall terminate upon expiration of the term of the President appointing them.

B. Executive Committee. The President, President Elect, Secretary, and Treasurer of the Association shall compose the Executive Committee of the Board of Directors to which the Board of Directors may delegate all or any part of its authority, not prohibited by law.

## BYLAW XIII

## AMENDMENTS

These bylaws may be amended, repealed, or altered in whole or in parts by a majority vote of the Active Members present in person or by proxy at any duly organized meeting of the Association. In no event, shall any amendment to these bylaws be made which conflicts with or contradicts the Charter of the Association; provided, further, that any proposed amendment shall be filed in writing with the Secretary at least 14 days before presented for a vote at any Meeting. The Secretary, in the 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.

## BYLAW XIV

## DISSOLUTION

A. The Association may be dissolved by the vote of a two-thirds (2/3) majority of its Active Members.

B. No part of the net income of the Association may inure to the benefit of any Member. Upon dissolution, the property of the Association shall be donated to a tax exempt organization of the same class as the Association.