



**BYLAWS**

**FLORIDA PODIATRIC MEDICAL SOCIETY, INC.  
(Approved on 8/18/21)**

**A Florida Not-for-Profit Corporation**

**ARTICLE I  
OFFICES**

- A. Principal Office:  
The principal office of the Florida Podiatric Medical Society, Inc. (the "Corporation") in the State of Florida shall be located at 410 North Gadsden Street, Tallahassee, Florida 32301.
- B. Other Offices:  
The Corporation may have such other offices, either within or without the State of Florida, as the Board of Trustees may from time to time determine.
- C. The Corporation shall be referred to herein by name as the "Corporation."

**ARTICLE II  
PURPOSE**

- A. Statement of Purpose:  
The Corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue Law. Without in any way limiting the foregoing general purposes, the specific purposes of the Corporation are to:
1. Engage directly in the support of such purposes;
  2. Make distributions to other organizations for use in support of such purposes;
  3. Promote and encourage development and improvement of medical technology primarily in the field of Podiatric Medicine and research therein, by preparation and review of grant applications, providing shared technical services;

4. Encourage, solicit, receive and administer gifts and bequests of property and funds for educational scholarships and Postgraduate training, scientific, educational and charitable purposes, all for the advancement of educational objectives; and to that end

a. take and hold, either absolutely or in trust for any of said purposes, funds and property of all kinds, subject only to any limitations or conditions imposed by law or the instrument under which received;

b. buy, sell, lease, convey and dispose of any such property and invest and reinvest any proceeds and other funds, and to deal with and expend the principal and income for any of said purposes;

c. act as trustees; and, in general,

d. exercise any and all powers, including trust powers, which a not-for-profit corporation organized under the laws of Florida for the foregoing purposes can be authorized to exercise.

5. Upon specific approval of the Board of Trustees, borrow such sums, on such terms and with such security if any, as may be prescribed in such approval, but no trust asset may be pledged or committed in a manner that would violate the trust under which said assets are held; and

6. Engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.

Except as limited by the Corporation's Articles of Incorporation and these Bylaws, the Corporation will have and exercise all rights and powers in furtherance of its purposes as now or may hereafter be conferred on not-for-profit corporations pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law (including, without limitation, Florida Statute Section 381.504).

B. Limitations on Activities:

1. Distributions:

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual, and no Director or Officer of the Corporation, or any other private individual, will be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, that the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, in the manner set forth in Article II.B.4.

2. Compliance with Code:

Notwithstanding any other provision of these Bylaws, the Corporation will not conduct or carry out any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization's contributions, which are deductible under Section 170(c)(2) of the Code. The Corporation will not engage in investments or conduct other activities which would cause the Corporation to become a private foundation, as such term is defined in Section 509 of the Code.

3. Contributions:

The Corporation will not accept contributions from any entity or person in an amount or of a type which would cause the Corporation to become

a private foundation, as such term is defined in Section 509 of the Code. The Corporation will spend each and every contribution or gift received by the Corporation for the purposes as set forth in Section II.A. before January 1 of the fifth calendar year which begins after the date such contribution is made or otherwise in accordance with Section 170(b)(1)(A)(vi) of the Code.

4. Dissolution:

Upon the dissolution of the Corporation, the Board of Trustees, after paying or making provisions for the payment of all of the liabilities of the Corporation out of the assets thereof, will distribute all residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, literary or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or corresponding sections of any prior or future Code, or to the federal, state or local government exclusively for public purposes. Any assets not so disposed of will be disposed of by a court of competent jurisdiction exclusively for such charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as such court determines.

**ARTICLE III  
TRUSTEES**

A. Number:

The authorized number of Trustees of the Corporation shall be set from time to time by resolution of the Trustees, provided that the number shall not be less than three. A majority of the Trustees shall be appointed or elected by the Florida Podiatric Medical Association ("FPMA"), a Florida Corporation, by action of its Executive Board. The Vice President and Treasurer of the Executive Committee of the FPMA shall automatically serve as Trustees.

B. Term of Office:

The Trustees' term of office shall be two (2) years, except for those Trustees appointed through their position on the Executive Committee of the FPMA.

C. General Power:

Except as otherwise provided in the Articles of Incorporation or by law, the powers of the Corporation shall be exercised, its properties controlled and its affairs conducted by the Board of Trustees, which may, however, delegate the performance of any duties or the exercise of any powers to such Officers and Agents as the Board of Trustees may designate from time to time by resolution.

D. Officers of the Board of Trustees:

The Officers of the Board of Trustees shall include a Chairman, Vice Chairman, and Secretary, all of whom shall be elected annually by the Board of Trustees at their meeting. The Treasurer shall automatically be the appointed member from the FPMA, who serves as Treasurer of the Executive Committee of the FPMA.

E. Duties of Officers of the Board of Trustees:

1. Chairman:

The Chairman of the Board shall preside at all meetings of the Board of Trustees and shall have the powers and perform the duties usually

pertaining to such office, including the power to appoint committee members and to designate a chairman of each committee in accordance with Article III.D., and shall have such other powers and perform such other duties as may be from time to time prescribed by the Board of Trustees.

2. Vice Chairman:

The Vice Chairman of the Board shall, in the absence of the Chairman, perform the duties and exercise the powers of the Chairman. In addition, the Vice Chairman shall have such powers and perform such duties as may be from time to time prescribed by the Board of Trustees.

3. Secretary:

The Secretary of the Board will contemporaneously be Secretary of the Corporation. The Secretary will keep minutes of meetings of the Board of Trustees in a book provided for that purpose, see that notices are duly given in accordance with these Bylaws, be custodian of fund records and the Seal of the Corporation, see that the Seal of the Corporation is properly affixed to all documents the execution of which on behalf of the Corporation is duly authorized, and in general perform all duties incidental to the Office of Secretary and such other duties as may from time to time be assigned to the Secretary by the Chairman or by the Board of Trustees.

4. Treasurer:

The Treasurer of the Board, appointed due to their position as Treasurer of the FPMA, shall contemporaneously be Treasurer of the Corporation. The Treasurer will have charge and custody and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever, deposit all monies in the name of the Corporation in such banks and depositories as are selected by the Board of Trustees and in general perform all duties incidental to the Office of Treasurer and such other duties as may from time to time be assigned to the Treasurer by the Chairman or by the Board of Trustees.

F. Other Officers:

Any other officer of the Board of Trustees may be elected by the Board of Trustees and shall perform such duties as may be assigned to them by the Board of Trustees.

G. Regular Meetings:

An annual meeting of the Board of Trustees will be held each year for the purpose of electing Officers of the Board of Trustees and for the transaction of such other business as may come before such Board of Trustees. The Board of Trustees will also have regular meetings, the frequency of which is consistent with the needs of the Corporation. The Board of Trustees may by resolution prescribe the time and place for the holding of regular meetings and may provide that the adoption of such resolution will constitute notice of such regular meetings. Regular meetings may be held via teleconference or at a location agreed upon by electronic vote of the Board of Trustees. If the Board of Trustees does not prescribe the time and place for the holding of regular meetings, such regular meetings will be held at the time and place specified by the Chairman in the notice of such regular meeting.

H. Special Meetings:

Special meetings of the Board of Trustees may be called by or at the direction of the Chairman, or the written request of one-third of the Trustees, such meetings to be held at such time and place as will be designated

in the notice thereof, provided that the place of meeting will be in the State of Florida or by teleconference.

I. Notice:

Except as otherwise provided herein, notice of the time and place of any regular or special meeting of the Board of Trustees will be delivered via email to the Board of Trustees' email addresses. Any member of the Board of Trustees may waive notice of any meeting. The attendance of a member of the Board of Trustees at any meeting will constitute a waiver of notice of such meeting, except where a member of the Board of Trustees attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees need be specified in the waiver of notice of such meeting.

J. Quorum:

A simple majority of the Trustees of the Board of Trustees will constitute a quorum for the transaction of business at any meeting of the Board of Trustees, unless otherwise specifically provided by law, the Articles of Incorporation or these Bylaws. Attendance will be either in person or by telephonic connection whereby the distant Trustee(s) and those Trustees present in person hear and may speak to and be heard on the matters raised therein. If less than a majority of the Trustees of the Board of Trustees are present at such meeting, no action shall be taken until a quorum is present.

K. Manner of Acting:

1. Formal Action by Board of Trustees:

The act of the majority of the Trustees of the Board of Trustees present at a meeting at which a quorum is present will be the act of the entire Board of Trustees, unless the act of a greater number is required by statute, the Articles of Incorporation or these Bylaws.

2. Informal Action by Board of Trustees:

No action of the Board of Trustees will be valid unless taken at a meeting at which a quorum is present, except that any action which may be taken at a meeting of the Board of Trustees may be taken without a meeting if a consent in writing (setting forth the action so taken) is signed by all Trustees of the Board of Trustees.

L. Resignations and Removal:

Any Trustee of the Board of Trustees may resign from the Board of Trustees at any time by giving written notice to the Chairman or the Secretary and, unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective. Any Trustee of the Board of Trustees may be removed from office at any time with or without cause by a majority vote of the Executive Board of FPMA.

M. Vacancies:

Any vacancy occurring in the Board of Trustees will be filled by a majority vote of the Executive Board of FPMA. A Trustee appointed to fill a vacancy will be elected for the unexpired term of such Trustee's predecessor in office.

N. Compensation:

Trustees of the Board of Trustees, as such, will not receive any stated salaries for their services, but by resolution of the Board of Trustees

a reasonable amount may be allowed as reimbursement of expenses incurred in tending to their authorized duties.

O. Procedure:

The Board of Trustees may adopt its own rules of procedure which will not be inconsistent with the Articles of Incorporation, these Bylaws or applicable law. In the absence of the Board of Trustees adopting its own special rules of procedure as provided for herein, the Board of Trustees will conduct its affairs in a manner which is fair and equitable to all Trustees and follow Roberts Rules of Order.

**ARTICLE IV  
LIAISONS**

A. Designation:

The Board of Trustees will designate liaisons for the Corporation including, but not limited to, the following:

1. Convention;
2. Finance;
3. Postgraduates;
4. Philanthropy;
5. Scholarship.

B. Duties of Liaisons:

The liaisons will report to the Board on relevant activities in their areas and present reports or propositions to the Board which the Board may take action on.

C. Powers:

All of the Liaisons described above will serve in an advisory capacity to the Board of Trustees regarding those aspects of the business and affairs of the Corporation to which they have been delegated responsibility.

**ARTICLE V  
INDEMNIFICATION OF TRUSTEES, OFFICERS AND OTHERS**

A. Indemnification:

The Corporation will defend and indemnify any Trustee or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than an action, suit or proceeding by or in the right of the Corporation, by reason of the fact that such person is or was a Trustee or Officer of the Corporation or is or was serving as a trustee, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise at the request of the Corporation, against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith and in a manner such person reasonably

believed to be in, or not opposed to, the best interest of the Corporation, and in criminal actions or proceedings, without reasonable cause for belief that such conduct was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent will not in itself create a presumption that any such Trustee or Officer did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, that such Trustee or Officer had reasonable cause to believe that such conduct was unlawful.

2. By or in the right of the Corporation to procure a judgment in its favor by reason of such persons being or having been a Trustee or Officer of the corporation, or by reason of such person's serving or having served at the request of the Corporation as a trustee, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation. Such person will not be entitled to indemnification in relation to matters as to which such person has been adjudged to be liable for gross negligence or willful or wanton misconduct in the performance of such person's duties to the Corporation unless, and only to the extent that, the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court will deem proper.

B. Authorization:

Any indemnification under Article VII, unless pursuant to a determination by a court, will be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Trustee or Officer seeks indemnification were properly incurred and that such Trustee or Officer acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he or she had no reasonable ground for belief that such action was unlawful. Such determination will be made by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding.

C. Limitation:

The foregoing rights of indemnification will not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

**ARTICLE VI  
MISCELLANEOUS**

A. Contracts:

The Board of Trustees may authorize any Officer or Agent of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

B. Checks, Drafts, Etc.:

All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation will be signed by such Officer or Officers, Agent or Agents of the Corporation and in such manner as are from time to time determined by resolution of the Board of Trustees.

C. Deposits:

All funds of the Corporation will be deposited from time to time to the credit of the Corporation in one or more such banks, trust companies, securities firms or other depositories as the Board of Trustees from time to time designates, upon the terms and conditions fixed by the Board of Trustees. The Board of Trustees may from time to time authorize the opening and keeping, with any such depository as it designates, of general and special bank accounts or other forms of account and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as it deems necessary.

D. Gifts:

The Board of Trustees may accept on behalf of the Corporation any contributions, gifts, bequests or devises for and consistent with the general purposes, or for and consistent with any specific purposes, of the Corporation.

E. Books and Records:

The Corporation will keep correct and complete books and records of account and will also keep records of the actions of the Corporation, which records will be open to inspection by members of the Board of Trustees and the Executive Board of the FPMA at any reasonable time.

F. Fiscal Year; Accounting Election:

The fiscal year of the Corporation will coincide with the fiscal year of the Florida Podiatric Medical Association.

G. Seal:

The corporate seal of the Corporation will be circular in form with the words "Florida Podiatric Medical Society, Inc., a corporation not-for-profit," in the outer edge thereof.

H. Loans to Trustees:

No loans will be made by the Corporation to Trustees.

I. Revocability of Authorizations:

No authorization, assignment, referral or delegation of authority by the Board of Trustees to any Committee, Officer, Agent or other Official of the Corporation, or any other organization which is associated or affiliated with, or conducted under the auspices of the Corporation will preclude or excuse the Board of Trustees from exercising the authority required to meet its responsibility. The Board of Trustees will retain the right to rescind any such authorization, assignment, referral or delegation in its sole discretion.

J. Voting of Shares Owed by the Corporation:

As ordered by the Board of Trustees, the President, the Secretary and the Treasurer will have full power and authority on behalf of the Corporation to attend, to vote and to grant proxies to be used at any meeting of shareholders of any corporation or otherwise exercise rights of any entity in which the Corporation may hold stock or otherwise be a member.

K. Vote by Presiding Officer:



The person acting as presiding officer at any meeting held pursuant to these Bylaws will be entitled to vote only in case of a tie.

L. Gender and Number:

Whenever the context requires, the gender of all words used herein will include the masculine, feminine, neuter and common, and the number of all words will include the singular and plural thereof.

M. Sections and Other Headings:

The Section and other headings contained in these Bylaws are for reference purposes only and do not affect the meaning or interpretation of these Bylaws.

**ARTICLE VII  
AMENDMENTS TO BYLAWS**

The power to make, alter, amend or repeal these Bylaws is vested solely in the Board of Trustees; provided, however, that the text of any proposal to alter, amend or repeal these Bylaws must be given to all Trustees with the notice of the meeting at which the proposal is to be considered. Any revision of the Bylaws must be approved by a majority vote of the Board of Trustees present at a meeting called for such purpose.

Proposed changes will be presented to the Executive Board of the FPMA at their next Board meeting.