

**BY-LAWS
OF
THE TEXAS ASSOCIATION OF
ORTHOTIST~~s~~ & PROSTHETIST~~s~~
As proposed April 7th, 2010,**

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ARTICLE I: Name

Section I. The name of the organization shall be "The Texas Association of Orthotists & Prosthetists", hereinafter called the "Association".

Article II: Objects

Section I. The objects of the Association shall include but are not necessarily limited to the following:

- (1) 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 purposes of the members, foster equity in business practices, and to promote activities aimed at enabling the profession to conduct itself with the greatest economy and efficiency;
- (2) To disseminate information of a general economic, social, and governmental character, to analyze subjects related thereto, and to secure and present the views of the Members ~~hip~~ to other organizations, to the government, and to the public.
- (3) To cooperate with other professional entities and organizations.
- (4) 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 the orthotic/prosthetic professions.
- (5) To assist State governing bodies in the formation and regulations of professional standards of conduct.

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Article III: Offices

The principal office of this Association shall be that of the Secretary.

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Article V: Membership

Section I. Active- Active membership shall be limited to those persons actively engaged directly in the Orthotic and/or Prosthetic profession and who reside or are engaged in business in the State of Texas.

Section II. Associate- Associate membership shall be open to those persons within or without the State of Texas who have an interest in the profession of Prosthetics or Orthotics.

Section III. Admission Application for membership shall be submitted in writing to the Membership Committee along with an application fee in an amount established by the Board of Directors. The Membership Committee may accept a qualified candidate for active or associate membership. Any application for membership which the Committee does not accept shall be sent to the Board of Directors, which shall review the application and make final determination whether or not it shall be accepted.

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Section IV. Suspension or Termination: The Board of Directors may recommend suspension or termination of the membership of any person for cause or reasons which, in the opinion of the Board, are in the best interest of the Association. Continuation of membership must be considered at the next regular meeting of the Association.

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Section V. 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 Association membership in the Association without the usual payment of application fees or dues and may attend the general meetings without payment of registration fees.

Article V: Finances

Section I. Fiscal Year- The fiscal year shall begin on January 1st.

Section II. Dues: Dues for Active Members shall be set by the Board of Directors. Dues for Associate Members shall be "less than" one half (50%) that assessed active members. No member whose dues are in arrears for any amount may vote or hold office in the Association. If a member does not renew his membership within ninety (90) days on or around April 1st depending on Leap Year after the beginning of the fiscal year, that membership shall terminate. Any membership that has terminated for failure to renew may be reinstated within sixty (60) on or around May 30th days of such termination without payment of a new application fee.

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Section III. Quorum: a quorum shall consist of one-sixth (1/6) 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

Section IV. Dues are not refundable.

Article VI: Meetings

Section I. General Meetings: The Association shall hold at least one (1) meeting each fiscal year for the transaction of business and shall at these meetings in odd numbered years elect the officers who will assume office 30 days after the close of the meeting in which they were elected so as to allow the current board members to conduct any final business associated with the meeting in question. The general meetings should be held on a Saturday and in an alternating pattern among centers of population in Texas so as to accommodate the greatest number of members.

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Section II. Special Meetings- Special meetings of the Association shall be held at the call of the President upon the written request of one-seventh (1/7) of the active members of the Association. .

Section III. Notice of Meetings- Notice of General meetings shall be mailed by the Secretary of the Association, or other persons as designated, to each member's last recorded address, ordinary or electronic at least thirty (30) days prior to the date appointed for the meeting; notice of Special Meetings shall be mailed by the Secretary, or designee, of the Association to each Member's last recorded address, ordinary or electronic- at least 15 days (15) prior to the date appointed for the meeting. Notice of any meeting shall contain a statement of the time and place of the Meeting and information about the subject(s) to be considered.

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Section IV. Voting Right- The right to vote is reserved to active members. Associate Members are entitled to participate in the discussion about the matters affecting the Association at both General and the Special Meetings, and shall be recognized for that purpose, but they shall not be entitled to vote on such matters.

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Section V. Proxies- An Active Member may designate another Active Member as his proxy for the purposes of a General or Special Meeting of the Association. No member may cast more than his own vote and two (2) by proxy. The Board of Directors shall determine the form and method for presenting the voting proxies.

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Article VII- Order of Business

Section I. The presiding officer shall determine the rules for governing the order of business of any meeting of the Association.

Section II. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

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Article VIII- Officers

Section I. Designation- The officers of the Association shall be the President, the President-Elect, the Vice-President, the Secretary, and the Treasurer. These officers plus the Immediate Past President shall constitute the Board of Directors of the Association. All members of the Board of Directors must hold current Active Membership in the Association. The Officers shall constitute the Executive Committee of the Association.

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Section II. Term- The terms of the Officer's of the Association shall be for two (2) years, and they shall be elected at the General Meeting of the Association designated for the purpose in these bylaws. Each Officer shall hold office until his successor is duly elected and qualified. The election qualification shall be on the date of the election. All newly elected officers shall assist in their elected offices until such time as stated in Article VI section 1 of these bylaws.

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Section III. President's Duties- The President shall preside at all meetings of the Association and shall serve as an ex officio member of all committees of the Association. The President shall appoint an active member to fill any vacancy in an office of the Association until a successor shall have been duly elected.

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Section IV. President-Elect & Vice President Duties- The President-Elect and Vice President, in that order, shall in the absence or disability of the President, fulfill the duties and exercise all powers of the President. The President Elect shall automatically succeed to the office of President following his/her term as President-Elect.

Section V. Secretary's Duties- The Secretary shall keep the official minutes of all meetings of the Association and shall conduct all correspondence concerning the Association's activities except that which is appropriate for the President to conduct in the discharge of his/her duties. At the expiration of the term of office, the Secretary shall deliver all records and other property of the Association to the successor, or in the absence of a Secretary-Elect, to the President.

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Section VI. Treasurer's Duties- The Treasurer shall receive and disburse all funds of the Association and maintain an accounting thereof. A report of these records shall be presented to membership at each general business meeting. All Funds shall be deposited in a bank trust company, or other depository approved by the President. All disbursements for the benefit of the Association shall be made, when possible, by a check showing evidence of the expenditure and signed by the Treasurer. All records shall be for inspection and verification by any active member. At the expiration of the term of office, the

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Treasurer shall deliver all books, monies, records and other property of the Association to the successor, or in the absence of Treasurer-Elect, to the President.

Article IX: Committees

Section I. General- The President may create or disband committees necessary for the conduct of the business of the Association.

Section II. Board of Directors- Any officer may call a special meeting of the Board of Directors after giving five (5) days notice to each member by person, mail, or telegram.

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Article X: Amendments

Section I. Amendments, etc. - These By-Laws may be suspended or altered, in whole or part, by a majority vote of the Active Members present and voting in person or by proxy at any duly constituted meeting of the Association. The subject of proposed changes shall be submitted to each Active Member by ordinary mail at his or her last recorded address or by email with permission of the member and posted on the Association's website at least thirty (30) days before the date of the meeting in which those changes are to be considered.

Article XI: Indemnification

Section 1. Indemnification- The Board of Directors is authorized, regardless of the adverse interest of any or all of the Directors to indemnify, reimburse, or otherwise compensate, at Association 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 Association, by reason of the fact that he or a person whose legal representative or successor he is, is or was an officer, agent or employee of the Association, or is or was serving at the request of the Association 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 he may have become liable, actually and reasonably incurred by him 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 Association and with respect to any criminal action proceeding, had no reasonable cause to believe his conduct was unlawful, and except in relation to matters as to which he, or such person whose legal representative or successor he is, is finally adjusted in any action, suit or proceeding, to be liable for negligence or misconduct in the performance of his duties to the Association.

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Article XII: Dissolution

Section 1. Dissolution- Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, distribute all the assets of the Association 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 Association) 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 Board of Directors shall determine.

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Approved and Accepted this _____ Day in the Month of _____ in the Year _____