

1 **Bylaws of the American Foot care Nurses Association Corporation**

2 **Article I**

3 **Name and Purpose**

4 **Section 1. Name**

5 The name of this corporation shall be the AMERICAN FOOT CARE NURSES ASSOCIATION Corporation;
6 (Herein after the AFCNA), a Massachusetts not for profit 501(c)(6) corporation.
7

8 **Section 2. Purpose**

9 The purpose of the AFCNA shall be to furnish support and leadership to its members by promoting
10 education, clinical and research opportunities to advance the practice and guide the delivery of expert
11 health care to individuals with issues relating to lower leg and foot care needs; to foster advances in foot
12 care nursing; to afford a forum for the exchange of knowledge pertaining to foot care specialties; to
13 stimulate the research, investigation, and teaching of foot care nursing; to enhance the study and
14 practice of foot care nursing by eventually establishing scholarships, and appropriate accreditation
15 procedures; and to perform any and all such other acts that are necessary, convenient and proper to the
16 attainment of these purposes.
17

18 **Section 3. AFCNA Non-Discrimination Policy**

19 The American Foot Care Nurses Association shall be without discrimination on the basis of age, sex,
20 color, creed, disability, gender identity, ethnicity, race, religion, marital status, sexual orientation,
21 national origin, citizenship, Veteran or military status, or other statutory or otherwise legally protected
22 category. This policy applies to all aspects of AFCNA, including membership, employment, volunteer
23 roles, committee service, and vendor relationships.

24 AFCNA prohibits unlawful discrimination, discriminatory conduct, and retaliation against any person
25 reporting a violation or participating in an investigation, whether by AFCNA members, volunteers, or
26 staff. Any alleged violations shall be reported to the Board of Directors for investigation and remediation
27 in accordance with Article III, Section 5. Ethics and Discipline.

28 **Article II**

29 **Offices**

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31 The AFCNA shall have and continuously maintain in the state of Massachusetts a registered office and a
32 registered agent whose office is identical with that registered office and may have such other offices in
33 or out of the state of Massachusetts as the Board of Directors may from time to time determine.
34

35 **Article III**

36 **Members**

37
38 **Section 1 Membership**

39 Membership may be granted to any individual who;

- 40 (i) meets the criteria established for each membership category of the AFCNA;
41 (ii) shares interest in and supports the purpose of the AFCNA;
42 (iii) abides by these Bylaws, the principles of ethics of the AFCNA and such other policies, rules
43 and regulations as the AFCNA may adopt;

- (iv) meets such additional criteria for each category of membership in the AFCNA as the Board of Directors may from time to time establish. 501(c)(6) AFCNA Corp membership dues are tax deductible as a business expense, not a charitable donation. The Membership term shall be one (1) year, which starts from the day of registration

The membership categories are as follows;

1. **Full Membership:** Full Membership may be granted to any Nurse, RN/LPN within the United States of America with an interest in the field of foot care nursing that supports the purpose, mission, and goals of the AFCNA. Members with full membership are eligible to make motions, vote and serve on committees, task forces, and Board of Directors. Only RNs in good standing may be considered by the Board of Directors.
2. **Associate Membership:** Associate membership may be granted to any individual with an interest in the field of foot care nursing that supports the purpose, mission, and goals of the AFCNA. Members include retired foot care nurses, international nurses, non-nurse allied health professionals, and nail technicians. They are not eligible to make motions, vote and serve on committees, task forces, and Board of Directors. Retired foot care nurses may serve on committees.
3. **Business Practice Membership:** Foot Care Business Practice membership may be granted to Business practice owners employing additional foot care nurses or have several Business locations. They are not eligible to make motions, vote, and serve on committees, task forces, and Board of Directors. Individual nurses employed by a business must carry their own membership to the AFCNA.
4. **Industry Partner:** Industry Partner membership may be granted to any health-related corporation or organization that supports the mission and goals of the AFCNA. Industry Partner Members are not eligible to make motions, vote or serve on a committee, taskforce or on the Board of Directors.

Section 2. Application

The Board of Directors shall adopt an application form and procedures to facilitate the consideration of applicants for membership in the AFCNA. All applicants shall complete the application form and submit the electronic application along with the designated fee, to the administrative office of the AFCNA. The AFCNA membership committee will perform a quarterly audit to ensure validity and accuracy of each membership. The AFCNA reserves the right to deny membership to any individual or company, including denying membership in order to comply with local, state, federal, or international laws and treaties.

Section 3. Rights and Duties

All members shall be entitled to attend the member meetings and social functions of the AFCNA. Each member with full membership voting privileges shall have one (1) vote on matters submitted to a vote of the membership. Individuals who are granted a sponsored membership are not eligible to make motions, vote, serve on committee(s) or taskforce (s), or serve on the Board of Directors. Proxy voting will not be allowed.

All members have the right to information regarding the financial activity of the AFCNA. A Treasurer's report will be given at the annual membership meeting. Results of scheduled financial audits will be made available upon request

Section 4. Resignation

- a. Members may resign from the AFCNA at any time by giving written notice to the Secretary.
- b. Membership in the AFCNA may be terminated if:
 - i. The Member dies
 - ii. The Member's term of Membership expires with failure to pay the annual Membership Fees for the upcoming year in spite of reminders,
 - iii. The AFCNA is liquidated or dissolved under the act,
 - iv. The member fails their fiduciary duty, or the members actions are not in the best interest of the Association and is removed by Majority vote.
- c. A Member removed under this article is ineligible for Membership for a period of three (3) years.
 - i. The members' name and/or business will be removed from the general members' directory and public business pages.
 - ii. No member will be removed under this article unless first being advised of the concerns and given an opportunity to respond.

Section 5. Ethics and Discipline

1. **Grounds for Discipline.** A member may be disciplined for any of the following reasons:
 - a. Failure to comply with these By-laws, the principles of ethics of the AFCNA, or any other policies, rules or regulations of the AFCNA;
 - b. Limitations, suspension, revocation, or forfeiture by any state, province, or country of the member's right to practice healthcare;
 - c. Unauthorized use of the AFCNA's name, logo, or other symbols on stationary, publications, symposia advertisements, printed material, or in any other manner, and
 - d. Immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interests of, or inconsistent with the purposes of, the AFCNA.
2. **Procedures.** Discipline, which shall include, but not limited to, warning, censure, suspension, and expulsion, shall be made by a two-thirds (2/3) majority of the Board of Directors, provided that a statement of the charges shall have been mailed by certified mail to the last recorded mailing and/or email address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of time and place of the meeting of the Board of Directors at which the charges shall be considered, and the member shall have the opportunity to appear in person/ electronic platform or be represented by counsel and to present any defense to such charges before action is taken by the Board of Directors. If the member chooses to appeal the charges, a virtual meeting will be made available to the member.

Section 6. Automatic Termination

Membership of any member who is in default of payment of dues or assessments for more than 60 days or otherwise becomes ineligible for membership shall be terminated automatically, unless such termination is delayed by the Board of Directors.

Article IV Membership Meetings

Section 1. Annual Meeting

An annual meeting of the members of the AFCNA for conducting such business as may come before the membership shall be held as such a time and place as shall be determined by the Board of Directors.

Section 2. Special Meetings

Special meetings of the members of AFCNA may be called at the request of the President or any three (3) members of the Board of Directors, or at the written request of two-thirds of the members of the AFCNA entitled to vote. The time and place for holding special meetings shall be determined by the Board of Directors.

Section 3. Notice

Notice of any annual or special meetings of the members shall state the date, time, place, and purpose of the meeting, and shall be delivered not more than sixty (60) and not less than five (5) days prior to the date of such meeting unless otherwise required by applicable law.

Section 4. Quorum

10% of voting members of the AFCNA shall constitute a quorum for the transaction of business at any duly called meeting of the members, unless the act of a greater number is required by law, the Articles of incorporation, or these Bylaws.

Voting by proxy is not permitted. Each voting member must be personally present, either in person or via authorized electronic or virtual means, to cast a vote.

Section 5. Manner of Acting

The act of a majority of the voting members present at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. Meetings shall be conducted pursuant to Robert's Rules of Order Newly Revised.

Section 6. Electronic Vote

Electronic voting shall be permitted in lieu of a vote at a duly called meeting for any item of business, including the election of officers and directors. An electronic vote may be called by the Board of Directors or upon written request to the Secretary of at least two-thirds (2/3) of the voting members. For the election of officers and directors, as long as at least a plurality of voting members cast ballots in their favor. In the event of a tie vote, the tie will be broken by the drawing of lots. For matters other than election, as long as at least 10% of voting members have returned ballots, the action shall be effective if at least a majority vote in favor of the action, unless the vote of a greater number is required by law, the articles of incorporation, or these bylaws.

Article V

Dues and Assessments

The initial and annual dues for all members of the AFCNA, and the time for paying such dues and other assessments, if any, shall be determined from time to time by the Board of Directors. Under special circumstances, the Board of Directors may waive the annual dues and/or assessments for any member.

Article VI

Board of Directors

Section 1. Authority and Responsibility

The affairs of the AFCNA shall be managed by the Board of Directors, which shall have supervision, control and direction of the affairs of the AFCNA, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purpose and shall have discretion in the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 1-A. Fiduciary Duties of Board members

All members of the Board of Directors shall fulfill the following fiduciary duties in the performance of their board responsibilities;

- a. Duty of Care: Each board member shall act in good faith, in a manner the board member reasonably believes to be in the best interests of the AFCNA, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. This duty requires board members to attend meetings, review materials, ask questions, and exercise independent judgment.
- b. Duty of Loyalty: Each board member shall act in the interest of the AFCNA and not in their own personal interest or in the interest of any other individual or organization. When a conflict between personal interest and organizational interest arises, board members shall follow the procedures set forth in Article XIV (Conflict of Interest Policy) of these Bylaws.
- c. Duty of Obedience: Each board member shall act in accordance with the mission and purposes of the AFCNA as set forth in Article I of these Bylaws, shall comply with applicable federal and state laws governing nonprofit organizations, and shall ensure that the organization's resources are used in furtherance of its stated mission and not for unauthorized purposes.
- d. Collective Responsibility: Board authority is exercised collectively. Individual board members have no authority to act on behalf of the AFCNA outside of a duly called meeting of the Board, unless expressly authorized by the Board or these Bylaws.

Section 2. Composition

The Board of Directors shall be composed of eight (8) members as follows: the President, the President – elect, the Secretary, the Treasurer (the President, President –elect, Secretary, and Treasurer are collectively referred to herein as the “Officers”), and four (4) Area Directors- or such lesser number as the Board deems necessary due to recruitment constraints. The Officers and the Area Directors are collectively referred to herein as “Board Members”. In addition the Immediate Past President shall serve as an ex officio, non-voting member of the Board of Directors for a period of one (1) year after the term of as President and (ii) the chief staff executive shall be an ex officio (if present), non-voting member of the Board of Directors. The immediate Past President shall have such duties as are assigned from time to time by the President.

Section 3. Qualifications, Election, and Term

1. The President-Elect, Secretary, Treasurer, and Area Directors shall be elected by the membership for a two-year term, and, with the exception of the President and President -Elect, may not be elected to the same office for more than two (2) consecutive terms.
2. The President and the President-Elect may each serve only one two-year term in office.
3. The President-Elect and two (2) Directors shall be elected in odd-numbered years.
4. The Secretary, Treasurer and two (2) Directors shall be elected in even-numbered years.
5. The President –Elect shall automatically succeed to and assume the office of President in odd number of years.

6. To be eligible to serve on the AFCNA Board of Directors, an individual shall be a voting member of the AFCNA for at least two (2) years immediately prior to the time of the election.
7. To be elected as an Officer, an individual shall have served on a regional, chapter or The AFCNA board of directors or in a standing committee chair position.
8. The officers and Area Directors shall take office immediately upon the conclusion of the annual meeting at which their election or appointment is announced and shall continue in office until the conclusion of their term or until their successors are duly elected and qualified.
9. Members who are employed by a commercial industry that provides products or services as defined by AFCNA policy are not eligible to serve on the Board of Directors. (Potential for conflict of interest)
10. Only those members who hold a Certified Foot Care Specialist- CFCS certification may serve in an AFCNA Board position.

Section 4. Regular Meetings

The Board of Directors may provide by resolution the time, date and place for the holding of a regular annual meeting of the Board of Directors and additional regular meetings of the Board of Directors without other notice than such resolution.

Section 5. Special Meetings

Special meetings of the Board of Directors may be called by, or at the request of, the President or upon a written request to the Secretary of the three (3) members of the Board of Directors. Notice of any special meeting of the Board of Directors shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting; provided, however, that notice of any special meeting held by telephone conference call or interactive technology may be delivered at least twenty-four (24) hours prior to the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 6. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors; provided that, if less than a quorum is present at said meeting, a majority of the Board members present may adjourn the meeting without further notice. Board members may not vote by proxy.

Section 7. Manner of Acting

The act of a majority of Board members present at a duly called 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 of these Bylaws.

Section 8. Resignation and Removal

Any Officer or Director may resign at any time by submitting written notice to the Secretary. In the event that the Secretary resigns, the written notice will go to the President. Such resignation shall be effective upon receipt unless a future effective date is specified therein.

Any Officer or Director may be removed from office by a two-thirds (2/3) vote of the voting members of the Board of Directors present at a duly noticed meeting, provided that a quorum is present. A quorum for the purpose of a removal vote shall require that no fewer than two-thirds (2/3) of all seated Board members be present

Section 9. Vacancies

In the event of the President-Elect assumes the duties of the President, and the President-Elect (acting as President) thereafter is unable to serve, the Board of Directors shall appoint, from among the Board of Directors, a Director to preside at meetings of the AFCNA and Board of Directors and, if necessary, assume the duties of President.

In the event of the death, resignation, removal, or incapacity of the Treasurer, Secretary, or Director, the Leadership Development committee will identify an individual qualified to fill the vacancy and present recommendation to the Board for approval.

A current member of the Board is eligible to run for another position on the Board prior to the conclusion of his/her term. If the individual is successful, the individual will resign their position, and the Leadership Development Committee will identify an individual that is qualified to fill the vacancy for remainder of the term and present to the Board for approval. If the individual is not successful, the individual will remain in their current position through the remainder of their current term.

Section 10. Action by Written Consent

Any action requiring a vote of the Board of Directors may be taken without a meeting if a consent in writing (printed or electronic), setting forth the action taken, is signed by all of the Board members entitled to vote with respect to the subject matter thereof.

Section 11. Meeting by Interactive Technology

Any action to be taken at a meeting of the Board of Directors may be taken through the use of a conference telephone or other interactive communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

Section 12: New Business and Proposal Requirements

- a. Written Proposal Required: Any matter brought before the Board of Directors for deliberation and vote shall be accompanied by a written proposal prepared by the initiating party and submitted to the Secretary in advance of the meeting per established Board policy.
- b. The Board of Directors shall not be responsible for conducting independent research on behalf of the proposing party. The Board's role is to deliberate, and vote based on evidence presented to it.
- c. Proposing Party's Responsibility: It is the sole responsibility of the individual, officer, committee chair introducing the matter to:
 - (i) Prepare a written summary of the proposed action and its rationale.
 - (ii) Provide supporting evidence including applicable legal, financial, clinical, or regulatory documentation relevant to AFCNA's specific organizational context.
 - (iii) Identify the organizational impact, including financial implications
 - (iv) State a specific recommendation for board action.
- d. Committee Proposals: Proposals submitted by committee chairs shall reflect the work and recommendation of that committee, including the committee's vote on the recommendation where applicable.

- e. Tabling: matters introduced without adequate supporting documentation may be tabled by majority vote of the Board of Directors until adequate preparation is completed. A tabled matter does not expire; it may be resubmitted with additional documentation at any time.
- f. Implementing Policy: The Board of Directors shall adopt and maintain a Board Proposal Policy and Procedures document that specifies submission deadlines, required form elements, and the process for emergency or time sensitive matters.

Article VII Officers

Section 1. Officers

The officers of the AFCNA shall be President, President-Elect, Secretary, and Treasurer.

- a. No two offices may be held simultaneously by the same person.
- b. The Officers shall not authorize, approve, or direct any expenditure or contract that personally benefits them or any related party, nor use the AFCNA's name, logo, or resources for personal gain.
- c. Any Board member with a financial or personal interest in a matter before the Board shall disclose the interest and abstain from discussion or voting on the matter.

Section 2. President

The President shall be the principal executive officer of the AFCNA. The President shall, in general, supervise and direct all of the business affairs of the AFCNA, subject to the direction and control of the Board of Directors the President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Board of Directors authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instrument s, which the Board of Directors has authorized to be executed, except documents the execution of which shall expressly be delegated by law, the articles of incorporation, these Bylaws, or the Board of Directors to some other officer or agent of the Board of Directors. The President shall appoint the chairperson of all committees, subject to the approval of the Board of Directors, except the Leadership Development Committee or as otherwise provided by these Bylaws. The president shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors.

Section 3. President-Elect

The President-Elect shall assist the President and shall substitute for the President when required to and shall chair meetings in the absence of the President. The President-Elect shall be an *ex-officio* member, without vote, of all committees, except the Leadership Development Committee or as otherwise provided by these Bylaws. The President-Elect shall, in general, perform all duties customarily incident to the office of President-Elect and such other duties as may be prescribed from time to time by the Board of Directors. The President-Elect shall succeed to the office of President upon expiration of the President's term of office, and in the event of death, resignation, removal, or incapacity of the President.

Section 4. Secretary

The Secretary shall keep minutes of the meetings of the Board of Directors and the membership in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation and these Bylaws; shall be custodian of the corporate records; shall keep a record of the mailing address of each member of the AFCNA; and, in general, shall perform all duties customarily incident to the office of secretary and such other duties as may be

assigned from time to time by the President or Board of Directors. The duties of the Secretary may be assigned by the Board of Directors in whole or in part to the chief staff executive.

Section 5. Treasurer

The Treasurer shall be the principal accounting and financial officer of the AFCNA and shall have charge of and be responsible for the maintenance of adequate books of account for the AFCNA; shall have charge and custody of all funds and securities of the AFCNA, and be responsible therefore, and for the receipt and disbursement thereof, shall deposit all funds and securities of the AFCNA in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XI, Section 4 of these Bylaws; shall ensure that the financial records of the AFCNA are reviewed annually by a qualified independent accounting professional. The level of financial oversight internal review, CPA reviewed financial statement, or full audit, shall be determined annually by the Board of Directors based on the organization's gross revenue, funder requirements, and organizational risk, as follows;

- (i) Gross annual revenue \$500,000 or under: treasurer's report and internal financial review by an independent bookkeeper or accountant sufficient;
- (ii) Gross annual revenue \$500,000-\$1,000,000: CPA-reviewed financial statement required;
- (iii) Gross annual revenue over \$1,000,000; Full audit by a certified public accounting firm required;
- (iv) A full audit shall also be required whenever a funder, grantor or lender requires it as a condition of funding partnership.

The Treasurer shall perform all the duties customarily incident to the office of treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. The duties of the Treasurer may be assigned by the Board of Directors in whole or in part to the chief staff executive.

Section 6. Communications Authority and AFCNA Identity

- a. Authorized Spokespersons: Only the President, or officers expressly designated by the President, may issue public statements, press releases, legislative testimony, or formal communications on behalf of the AFCNA as a whole. Committee chairs and volunteers may communicate on behalf of their specific committee with prior authorization from the President.
- b. Use of AFCNA Name and Brand: The AFCNA name, logo, email domain, and affiliated credentials may not be used to promote, endorse, or advertise any individual's or organization's personal or commercial interests This prohibition applies to:
 - (i) Email signatures;
 - (ii) Social media profiles and posts;
 - (iii) Conference and marketing materials;
 - (iv) Websites and online directories;
 - (v) Any other communication channel in which AFCNA affiliation is referenced.
- c. Email Signature Standards: The Board of Directors shall adopt and maintain an Email Signature Policy specifying the required format for all communications sent using AFCNA- affiliated email addresses or in an AFCNA capacity. Compliance with the Email Signature Policy is required of all board members, committee chairs, and volunteers.
- d. Social Media and Digital Communications: The Board of Directors shall adopt a social media policy governing AFCNA's official accounts and the conduct of board members, committee chairs, and volunteers when referencing their AFCNA role in digital communications.
- e. Violations: Unauthorized use of the AFCNA name, brand, or communications channels for personal or commercial benefit shall be subject to discipline under Article III, Section 5 of these Bylaws.

423 **Article VIII**

424 **Chief Staff Executive**

425 The chief staff executive is responsible for the day-to-day operation of the AFCNA shall be the
426 responsibility of a salaried staff head or firm employed or appointed by, and responsible to, the Board of
427 Directors. The salaried staff head or, in the case of a firm, chief staff executive shall have the authority to
428 execute contracts on behalf of the AFCNA and as approved by the Board of Directors and carry out such
429 other duties as may be specified by the Board of Directors. The salaried staff head or firm shall employ
430 and may terminate the employment of members of the staff necessary to carry out the work of the
431 AFCNA. The chief executive shall be an ex officio, non-voting member of the Board of Directors and
432 Standing Committee except as otherwise provided by the Bylaws.

433 **Article IX**

434 **Geographical Areas**

435 **Section 1. Geographic Areas**

436 The geographic membership of the AFCNA shall be classified by dividing the United States and world
437 continents into separate Areas. This division shall be determined from time to time by the Board of
438 Directors. Until amended by the Board of Directors, there shall be four (4) Areas whose boundaries are
439 defined as follows:
440

441 West: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon,
442 Utah, Washington, Wyoming, Canada, Caribbean, Central America, Guam and South America.

443 Midwest: Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio,
444 South Dakota, Wisconsin, and Europe.

445 Northeast: Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania,
446 Rhode Island, Vermont, Asia, Australia and New Zealand.

447 South: Alabama, Arkansas, Delaware, District of Columbia, Florida, Georgia, Kentucky, Louisiana,
448 Maryland, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia, West
449 Virginia, Africa, and Puerto Rico.

450 **Sections 2. Chapters**

451 The Board of Directors may authorize the establishment of chapters which shall;

- 452 (i) be organized and operated in accordance with the rules and policies adopted by the Board of
453 Directors of the AFCNA;
454 (ii) fulfill criteria for affiliation established from time to time by the Board of Directors;
455 (iii) have entered into an agreement of affiliation with the AFCNA. All chapter members must be
456 active members of the AFCNA.

457 **Article X**

458 **Committees**

459 **Section 1. Standing Committees**

- 460 **1. Executive Committee.** The Executive Committee shall consist of the President, President-Elect,
461 Secretary and Treasurer of the AFCNA. The Executive Committee shall have the authority to
462 carry out the business and functions of the AFCNA between meetings of the Board, reporting to

the Board for any action taken. But the delegation of authority to the Executive Committee shall not operate to relieve the Board of Directors, or any individual officer or Director of any responsibility imposed by law. The chief staff executive (TBD) shall serve as an *ex officio*, non-voting member of the Executive Committee

2. Leadership Development Committee.

- a. **Composition.** The Leadership Development Committee shall consist of the chair and four (4) members, one from each Area
 - b. **Appointment and Term.** President, with the approval of the Board of Directors, every two years shall appoint the Chair of the Leadership Development Committee. The remaining Committee members shall be elected by the members entitled to vote. Committee members representing the odd-number Areas shall be elected in odd-numbered years. Committee members representing even-numbered Areas shall be elected in even-numbered years. Each Committee member shall serve in a two-year term. Committee members may serve a second consecutive term, provided no more than two (2) members succeed themselves in any given year.
 - c. **Duties.** With the exception of the President, the Committee shall solicit nominations for the Officers and the Directors of the AFCNA and shall submit to the Board of Directors a list of qualified candidates to succeed those Officers and Directors whose terms shall expire at the conclusion of the next annual meeting. Upon approval of the Board of Directors, the list of candidates shall be submitted to the membership for a vote. Members of the Leadership Development Committee are not eligible to nominate themselves for elected office or other elected positions
3. **Eligibility.** Only an individual who shall have been a member of the AFCNA for two (2) years prior to the time of the election shall be eligible for election to the Leadership Development Committee.
 4. **Other Standing Committees.** Other committees not having the authority of the Board of Directors may be established by resolution of the Board of Directors to carry out the purpose of the AFCNA. The resolution establishing such a committee shall set forth the committee's purpose and composition.

Section 2. Ad Hoc Committees

The President may appoint such ad hoc committees as are necessary or appropriate to carry out the purposes of the AFCNA. An ad hoc committee created by the President shall terminate with the expiration of the President's term of office. Ad hoc committees may be established for longer periods with the approval of the Board of Directors.

Section 3. Appointment

Unless otherwise provided by these Bylaws or the resolution establishing the committee, the President with the approval of the Board of Directors, shall appoint the chair of each committee. The chair of each committee shall appoint the members of its committee, as outlined in the Policy and Procedures manual. With the exception of members of the Executive Committee and the Leadership Development Committee, all committee members shall serve at the pleasure of the Board of Directors.

Section 4. Vacancies

Except as otherwise provided herein, vacancies in the membership of a committee shall be filled by appointments made in the same manner as the original appointments to that committee.

Section 5. Quorum and Manner of Acting

Unless otherwise provided in the resolution establishing a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

Section 6. Policies and Procedures

The Board of Directors shall develop and approve general policies and procedures for the operations of all committees. All committees shall report to the Board of Directors and receive approval prior to committing expenditures.

Section 7. Committee Chair Authority and Boundaries

- a. **Advisory and Executing Role:** Committee chairs serve in an advisory and executing capacity. They are responsible for organizing committee work, facilitating committee deliberations, and bringing committee findings and recommendations to the Board of Directors for deliberation and vote.
- b. **No independent Governance Authority:** Committee chairs do not have independent authority to;
 - (i) bind the AFCNA contractually or financially;
 - (ii) issue public statements on behalf of AFCNA;
 - (iii) direct or countermand actions of other committees or officers;
 - (iv) redirect matters that have been assigned to another committee or officer by the Board or President.
- c. **Scope of Communication:** When communicating in their AFCNA committee capacity, committee chairs shall represent only the work and recommendations of their committee. They shall not represent the organization as a whole unless specifically authorized by the President or Board of Directors to do so.

Section 8. Fiduciary Duties of Committee Chairs

Committee chairs, as individuals entrusted with governance of responsibility within the AFCNA, owe fiduciary duties to the organization as a whole. These duties apply to their service within their designated committee's scope and extend to the AFCNA as an organization, not merely to the committee itself.

- a. **Duty of care:** Each committee chair shall prepare diligently for committee meetings, engage the work of their committee with reasonable diligence, bring well-supported recommendations to the Board, and exercise independent and informed judgment in the best interests of the AFCNA.
- b. **Duty of Loyalty:** Each committee chair shall place the interests of the AFCNA above their own personal or business interests. Committee chairs shall disclose any actual or potential conflicts of interest to the President and shall recuse themselves from any committee deliberation or recommendation in which a personal or financial conflict exists, per Article XIV of these Bylaws.
- c. **Duty of Obedience:** Each committee chair shall act within the scope authorized by the Board of Directors, comply with these Bylaws and all AFCNA policies, and advance AFCNA's stated mission. Committee chairs shall not exceed their delegated authority or take action on behalf of AFCNA outside their designated scope without express board authorization.
- d. **Confidentiality:** Committee chairs shall maintain the confidentiality of AFCNA deliberations, member information, financial data, and strategic matters that have not been publicly released. This duty of confidentiality survives the conclusion of the chair's service.
- e. **Annual Acknowledgment:** Each committee chair shall annually sign the AFCNA Conflict of Interest Disclosure Form and acknowledge in writing their acceptance of the fiduciary duties set forth in this section.

567 **Article XI**
568 **Finance**

569
570 **Section 1. Contracts**

571 The Board of Directors may authorize any officer or officers, agent or agents of the AFCNA, in addition to
572 the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any
573 instrument in the name of and on behalf of the AFCNA, and such authority may be general or confined
574 to specific instances.
575

576 **Section 2. Payment of Indebtedness**

577 All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness
578 issued in the name of the AFCNA shall be signed by such officer or officers, agent or agents of the AFCNA
579 and in such manner as shall from time to time be determined by resolution of the Board of Directors. In
580 the absence of such determination by the Board of Directors, such instruments shall be signed by the
581 Treasurer and countersigned by the President.
582

583 **Section 3. Taxes; Filing of Form 990**

584 Form 990 will be filed annually for revenue over 50K or 990-N postcard. Any revenue not related to the
585 mission of AFCNA will be reported to the IRS on Form 990-T
586

587 **Section 4. Deposits**

588 All funds of the AFCNA shall be deposited to the credit of the AFCNA in such banks, trust companies, or
589 other depositories as the Board of Directors may select.
590

591 **Section 5. Bonding**

592 The Board of Directors shall provide for the bonding of such officers and employees of the AFCNA as it
593 may from time to time.
594

595 **Section 6. Gifts**

596 The Board of Directors may accept on behalf of the AFCNA any contribution, gift, bequest, or devise for
597 the general purposes or for any special purpose of the AFCNA.
598

599 **Section 7. Books and Records**

600 The AFCNA shall keep correct and complete books and records of account and shall also keep minutes of
601 the proceedings of its members, the Board of Directors, and any committee having the authority of the
602 Board of Directors. The books and accounts of the AFCNA shall be audited annually by accounts selected
603 by the Board of Directors.
604

605 **Section 8. Fiscal Year**

606 The fiscal year of the AFCNA shall be determined from time to time by the Board of Directors
607

608 **Article XII**
609 **Nonpartisan and Nonprofit Integrity**

610 **Section 1. Nonpartisan Status:**

611 The AFCNA shall not endorse or oppose any political party, candidate, or legislation, except to the extent
612 permitted by applicable nonprofit law for educational purposes related to its mission.
613

614 **Section 2. Prohibition on Private Inurement:**

No part of the net earnings, funds, or assets of the AFCNA shall inure to the benefit of, or be distributable to, its members, officers, directors, or any other private persons, except to pay reasonable compensation for services rendered and to make payments consistent with the AFCNA's charitable and educational purposes.

Section 3. Whistleblower Protection:

The AFCNA shall maintain a whistleblower policy ensuring that no member or officer who reports, in good faith, suspected misconduct or misuse of organizational resources shall suffer retaliation.

Article XIII

No Sexual Harassment and Antibullying Policy

Section 1. Purpose

The American Foot Care Nurses Association (AFCNA) is committed to maintaining an environment that is respectful, professional, and free from all forms of harassment, bullying, and intimidation. Consistent with the AFCNA's Purpose, Nondiscrimination Policy, and Ethics and Discipline provisions, all members, volunteers, staff, vendors, and participants in AFCNA-sponsored activities shall conduct themselves in a manner that upholds the dignity and safety of others. Sexual harassment, bullying, or any behavior that undermines the well-being of another individual is strictly prohibited.

Section 2. Scope

This Article applies to: All AFCNA members in every membership category

- Officers, Directors, committee members, and volunteers
- Contractors, vendors, and industry partners
- Participants in AFCNA events, meetings, conferences, or online platforms
- Any individual representing AFCNA in any capacity

This Article applies to conduct occurring in person, electronically, or through any AFCNA-affiliated communication channel.

Section 3. Definitions

a. Sexual Harassment

Sexual harassment includes any unwelcome sexual advance, request for sexual favors, or other verbal, nonverbal, or physical conduct of a sexual nature when:

- Submission to such conduct is made explicitly or implicitly a condition of membership, participation, or professional opportunity;
- Submission to or rejection of such conduct is used as a basis for decisions affecting an individual; or
- Such conduct has the purpose or effect of creating an intimidating, hostile, or offensive environment.

Examples include, but are not limited to: unwelcome touching, sexual jokes or comments, sexually suggestive materials, repeated unwelcome invitations, or remarks about a person's body or sexual orientation.

b. Bullying

Bullying includes repeated or severe behavior that demeans, intimidates, humiliates, or threatens an individual. Bullying may be verbal, physical, written, or digital. Examples include: insults, derogatory remarks, spreading rumors, deliberate exclusion, threatening behavior, or abusive electronic communications.

Section 4. Prohibited Conduct

The following conduct is strictly prohibited:

- Sexual harassment in any form
- Bullying, intimidation, or coercion
- Retaliation against any individual who reports a violation or participates in an investigation
- Abuse of authority or position to influence, pressure, or manipulate others
- Any conduct inconsistent with the AFCNA's mission, ethics, or professional standards

Section 5. Reporting Procedures

Any individual who experiences, witnesses, or becomes aware of conduct prohibited by this Article is encouraged to report the concern promptly.

Reports may be submitted to:

- The President
- The Secretary
- Any member of the Board of Directors
- The designated Ethics and Discipline contact (if applicable)

Reports may be made in writing or electronically. Anonymous reports will be reviewed to the extent possible. All reports will be handled with discretion and respect for privacy to the fullest extent permitted by law and AFCNA policy.

Section 6. Investigation and Disciplinary Action

Reports of harassment or bullying shall be investigated in accordance with **Article III, Section 5. Ethics and Discipline**.

- A statement of the charges shall be provided to the member at least fifteen (15) days before action is taken.
- The member shall have the opportunity to respond, appear virtually or in person, or be represented by counsel.
- The Board of Directors shall determine disciplinary action by a two third (2/3) majority vote.

Disciplinary actions may include, but are not limited to:

- Verbal or written warning
- Mandatory corrective action or training
- Suspension of membership
- Removal from committees or leadership roles
- Expulsion from the AFCNA

Retaliation is a separate violation and may result in additional disciplinary action.

Section 7. Responsibilities

All individuals subject to this Article share responsibility for:

- Maintaining a respectful and professional environment
- Refraining from prohibited conduct
- Reporting concerns promptly
- Cooperating fully in investigations

Officers, Directors, and committee chairs have an additional duty to model appropriate behavior and ensure compliance with this Article.

Section 8. False or Malicious Reports

Knowingly submitting a false or malicious complaint is itself a violation of this Article and may result in disciplinary action under Article III, Section 5.

Section 9. Policy Review

This Article shall be reviewed periodically by the Board of Directors and updated as necessary to ensure compliance with applicable laws and best practices in professional association governance.

**Article XIV
Conflict of Interest**

Section 1. Purpose

The purpose of this Article is to protect the interests of the AFCNA when it is contemplating entering into a transaction that might benefit the private interest of the board member, officer, committee chair, or key volunteer. This Article is intended to supplement, not replace, any applicable state and federal laws governing conflicts of interest.

Section 2. Definitions

1. Interested person: Any board member, officer, committee chair, or key volunteer who has a direct or indirect financial interest, as defined below, is an interested Person
2. Financial Interest: A person has a financial interest if the person has directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the AFCNA has a transaction or arrangement
 - b. A potential ownership, investment, or compensation arrangement with any entity or individual with which the AFCNA is negotiating a transaction or arrangement.
3. Personal Interest: A personal interest exists when an individual's outside role, business, or relationship could reasonably be perceived to influence their judgment, recommendations, or actions in their AFCNA capacity.

Section 3. Duty to Disclose

An interested person must disclose the existence of any financial or personal interest and all material facts to the Board of Directors prior to the Board's consideration of the transaction or arrangement. Disclosure shall be made verbally at the meeting and confirmed in writing via the Annual Conflict of Interest Disclosure Form

Section 4. Recusal

After disclosure of a financial or personal interest, the Interested Person shall leave the meeting during discussion and vote on the matter giving rise to the conflict. The Interested Person shall not attempt to improperly influence the deliberation or vote.

Section 5. Use of AFCNA Role for Personal Benefit Prohibited

No board member, officer, committee chair, or volunteer shall use their AFCNA title, email address, communications channels, or association with AFCNA to promote, advertise, or advance any personal business interest. This prohibition applies to email signatures, social media, conference materials, and any other communication made in an AFCNA capacity.

Section 6. Annual Disclosure Requirement

Each board member, officer, and committee chair shall annually review, sign, and submit to the Secretary, the AFCNA Annual Conflict of Interest Disclosure Form. This form shall be completed;

- (i) upon assumption of any board or committee role;
- (ii) annually thereafter no later than thirty (30) days after the start of each fiscal year.

The Secretary shall maintain signed disclosure forms for a minimum of (7) years.

Section 7. Violations

The violations of this Article shall be subject to discipline under Article III, Section 5.

Section 8. Records

Minutes of meetings at which a conflict of interest was disclosed shall record the name of the Interested Person, the nature of the interest, and the outcome of the vote.

**Article XV
Waiver of Notice**

Whenever any notice is required to be given under applicable law, the articles of Incorporation or these Bylaws, 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.

**Article XVI
Indemnification of Directors and Officers**

The AFCNA shall indemnify all Officers, Directors, and committee members of the AFCNA to the full extent permitted by the Massachusetts (MGL c. 180) - Not for Profit Corporation Act and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the Board of Directors.

**Article XVII
Amendments**

793 **Section 1. Administrative Amendments**

794
795 The Board of Directors may by a two thirds (2/3) vote of all board members then serving amend these
796 Bylaws to correct typographical errors, update cross references, reflect legal name or address changes,
797 or make other non-substantive administrative correction without a vote of the membership. All such
798 amendments shall be reported to the membership in writing within thirty (30) days of adoption.
799

800 **Section 2. Substantive Amendments**

801
802 All other amendments to these Bylaws-including changes to membership rights, board composition,
803 officer terms, voting procedures, dues authority, or dissolution- shall require;

- 804 a. Approval by a two-thirds (2/3) vote of the Board of Directors
805 b. approval by a majority of the votes cast by the voting members (Full Members, as
806 defined in Article III), provided that at least ten percent (10%) of the voting members
807 cast a vote, whether at a duly called meeting or by electronic vote under Article IV,
808 Section 6.

809 The substance of any proposed substantive amendment shall be submitted in writing to the
810 membership not more than sixty (60) and not less than five (5) days prior to the date by which the same
811 is to be considered.
812

813 **Section 3. Emergency Amendments**

814
815 In the event that immediate action is required to comply with applicable law or to protect this
816 organization from legal harm, the Board of Directors may adopt an emergency amendment by
817 unanimous vote of all board members then serving. Emergency amendments shall be submitted to the
818 membership for ratification at the next annual or special meeting.
819
820

821 **Article XVIII**
822 **Dissolution**

823
824 In the event of the dissolution of the AFCNA, The Board of Directors shall, after paying or making
825 provision for the payment of all of the liabilities of the AFCNA, dispose of all of the remaining assets of
826 the AFCNA (except any assets held by the AFCNA upon condition requiring return, transfer or other
827 conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in
828 accordance with such requirements) exclusively for the purposes of the AFCNA in such a manner, or to
829 such organization or organizations as shall at the time qualify as a tax-exempt organization or
830 organizations recognized under Sections 501(3)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as
831 amended (the "Code") or the corresponding provisions of any future United States Internal Revenue
832 Service statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be
833 disposed of by the court of general jurisdiction of the county in which the principal office of the AFCNA
834 is then located, exclusively for such purposes in such manner, or to such organization or organizations,
835 which are organized and operated exclusively for such purposes, as said court shall determine.
836

837 **Article XIX**
838 **Use of Electronic Communication**

839
840 Unless otherwise prohibited by law;

- 841 (i) any action to be taken or notice delivered under these Bylaws may
842 be taken or transmitted by electronic mail or other electronic
843 means; and
844 (ii) any action or approval required to be written or in writing may be
845 transmitted or received by electronic mail or other electronic
846 means.

847
848 *Approved August 10, 2026*
849