

# American Podiatric Medical Association, Inc. House of Delegates Operations Manual

This document represents a comprehensive manual of procedures to enable implementation of the APMA House of Delegates (HOD).

This document may be amended by the APMA HOD in accordance with the APMA Bylaws.

## A. REPRESENTATION

### A1. Delegates and Alternate Delegates

Each component shall be represented by one delegate (having one vote) for each 100 members in good standing or fraction thereof and may have as many alternate delegates as that component deems necessary. The number of members in good standing of each component society or association shall be determined 60 days in advance of the first session of the annual meeting of the HOD. Members who have not earned the DPM degree are not included in the component membership count.

The American Podiatric Medical Students' Association (APMSA) shall be represented by one delegate for each 1,000 APMA student members or fraction thereof.

All delegates and alternates must be members in good standing of this association.

Members of the Board of Trustees (BOT); officers of the HOD; and others included in the Non-Practicing, APMA Employee, Affiliate, Life, International, and Other Professional membership categories, shall not be eligible to serve as delegates or alternates.

### A2. Ex-officio Representation

The following hold ex-officio representation without vote: members of the BOT, Speaker of the HOD, Protocol Officer, APMA Executive Director/CEO, past presidents of APMA, and members of the Bylaws, Procedures, and Rules Committee with the exception that the APMA president may cast a vote to break a tie in any matter other than an election. Past presidents and members of the Bylaws, Procedures, and Rules Committee may vote if duly selected as delegates or alternates of their respective component organization.

### A3. Official Observer Representation

National organizations may apply to the Board of Trustees for official observer status in the HOD. Applicants must demonstrate compliance with the guidelines for official observers adopted by the HOD. The BOT shall make the final determination regarding approval of an application for official observer representation.

Organizations with official observer status are invited to send one representative to observe the actions of the HOD at all annual or special meetings of the HOD. Official observers have the right to speak and debate on the floor of the HOD upon invitation by the Speaker. Official observers do not have the right to introduce business, introduce an amendment, make a motion, or vote.

### A4. Selection

The components and APMSA are charged with determining how delegates and alternates are to be selected to represent their organizations in the HOD. Components are encouraged to utilize a democratic electoral process to select their delegates and alternates, assuring a fair and open process.

### A5. Service and Terms

The service period for delegates and alternates begins at the time of on-site credentialing and ends at the time of the subsequent credentialing process at the next annual meeting.

Delegates shall serve for no more than a maximum number of 15 years. Former delegates may serve as alternates and alternates may serve indefinitely. Components with 50 or fewer members are exempt from term limitations.

A6. Certification of Delegates

Each component and APMSA shall file with the executive director/CEO of this association, at least 45 days prior to the annual meeting of the HOD, the name of each delegate and alternate selected by the respective organization. In the event of a contest over the credentials of any delegate or alternate, the Credentials Committee shall hold a hearing and report its findings and recommendations to the HOD for final action. Certification of each delegate and alternate occurs on-site at the annual meeting.

A7. Delegate and Alternate Reimbursement

Expenses incurred for delegates and alternates are not reimbursed by APMA. APMA and APMAPAC may reimburse for reasonable airfare and two nights' hotel accommodations for a state officer and/or state representative(s) on the APMAPAC National Coordinating Committee who served as a credentialed delegate or alternate if National Podiatric Medical Legislative Conference activities are integrated with the HOD.

## B. MEETINGS

### B1. Annual Meeting

The HOD shall conduct an in-person meeting that convenes annually. The date and location of the meeting shall be determined and announced by the BOT at least two (2) years in advance of each meeting. The annual meeting shall be held at least 60 days prior to the commencement of the ensuing fiscal year. In times of extraordinary emergencies, as determined by the Board of Trustees, the Board of Trustees may authorize the annual meeting of the HOD to be conducted by appropriate methods. The scope of such meeting may be limited to items of business that must be accomplished prior to the commencement of the ensuing fiscal year and ensures functioning of APMA. Under such circumstances, the Board of Trustees, with the consent of two-thirds of the HOD, may authorize a second meeting (electronic or in person) of the HOD in order to consider any remaining business of the HOD.

### B2. Special Meetings

A special meeting of the HOD may be called by the president with the approval of a two-thirds majority vote of the BOT; or by petition of a minimum of two-thirds of all eligible delegates.

Special meetings shall be for the purpose of considering only such business as is stated in the notice.

Special meetings shall be conducted at a time determined by the BOT but no later than 45 days after notification. Special meetings shall be held by electronic methods (e.g., teleconference and/or internet-based communication/information transmittal systems).

### B3. Electronic Meetings

The rules for meetings held via electronic methods are defined in the administrative procedures.

### B4. Quorum

A majority of delegates, as determined by membership records of this association 60 days in advance of the first session of the annual meeting of the HOD, and certified by the Credentials Committee, shall constitute a quorum for the annual and special meetings.

### B5. Decision Making

#### B5.1 Manner of Acting:

The affirmative vote of a majority of delegates present and voting shall be necessary for the adoption of any matter unless otherwise required by these bylaws, procedures, rules, or the parliamentary authority.

#### B5.2 Tie Votes:

In the event of a tie vote on any matter other than an election, the president may cast the deciding vote. Should the president not cast the deciding vote, the motion shall be deemed to have failed.

B6. Presiding Officers

B6.1 Speaker:

The speaker shall preside at all meetings of the HOD and perform any duties as parliamentary custom and usage require. The speaker may consult a parliamentarian. The speaker shall be elected for a one-year term to extend from the final gavel of the annual meeting at which the election occurs to the close of the subsequent annual meeting.

B6.2 Executive Director/CEO:

The executive director/CEO shall serve as the recording officer of the HOD and custodian of its records. In the event that the speaker becomes unable to fulfill his/her responsibilities during the HOD meeting, the executive director/CEO shall serve as speaker pro tem until such time as the speaker is able to resume the duties of the office.

B6.3 Protocol Officer:

The protocol officer shall assist the speaker and shall supervise the sergeants-at-arms. The protocol officer shall be appointed by the speaker with approval of the BOT.

B7. Vacancies

Should either the speaker or protocol officer positions become vacant prior to the annual meeting, the president, with approval of the BOT, shall appoint an individual(s) to carry out these duties.

B8. Code of Conduct

All HOD meeting attendees shall abide by the following professional behavior expectations:

- Respect the diversity of all participants regardless of gender, gender identity and expression, age, sexual orientation, disability, physical appearance, race, ethnicity, religion (or lack thereof), or technology choices.
- Treat all participants with kindness and consideration, respecting the views and opinions of others (including those you may not share) and critiquing ideas rather than individuals.
- Refrain from demeaning, discriminatory, bullying, or harassing behavior and speech directed toward other participants. Physical or verbal abuse of any participant shall not be tolerated.
- Comply with all rules and policies of the meeting/event venue.
- Avoid use of sexual or discriminatory images and/or inferences in presentations, public spaces, or in online media.
- Maintain appropriate decorum by not being disruptive during meetings and HOD-related events.

The Speaker of the House has the authority to adjudicate any violation of the above while the HOD is in session. Any attendee who is requested to stop unacceptable behavior is expected to comply immediately. As necessary, APMA staff, sergeants-at-arms, or venue security may take immediate action deemed appropriate, including removal from the meeting or event without warning. APMA reserves the right to prohibit attendance at any future meeting or event.

This Code of Conduct shall apply to all HOD-related meetings and social gatherings.

Violations of this Code of Conduct by APMA members may be referred to the member's component for further adjudication under the APMA Code of Ethics.

## C. COMMITTEES OF THE HOD

C1. The committees of the HOD shall be appointed by the president with the approval of the BOT and shall include:

C1.1 Credentials Committee

C1.2 Elections Committee

Consideration shall be given to a prospective committee member's character and experience. The president is encouraged to consider a candidate's gender, race, ethnicity, and geography, fostering both diversity and competency.

C2. Credentials Committee

C2.1 Composition:

The president shall appoint, with the approval of the BOT, a Credentials Committee consisting of five delegates or alternate delegates, one of whom shall be appointed as chair.

C2.2 Charge:

The Credentials Committee shall verify credentials and certify the properly credentialed voting body of the HOD at the time provided. The committee shall conduct a hearing on any contest over the certification of any delegate or alternate delegate and report its recommendations to the HOD for final approval.

C2.3 Reporting:

The Credentials Committee shall report when requested by the speaker.

C3. Elections Committee

C3.1 Composition:

The president shall appoint, with the approval of the BOT, an Elections Committee consisting of three delegates or alternate delegates, one of whom shall be appointed as chair.

C3.2 Charge:

The Elections Committee will moderate and oversee the Candidates' Forum. The committee will prepare questions for candidates and review any submitted questions and determine their appropriateness. The Elections Committee also shall act as tellers for any vote of the HOD by written ballot. Tellers shall distribute, collect, and count the ballots, and report the vote to the executive director/CEO who shall submit the results to the speaker.

C4. Meetings

Committees of the HOD shall meet as necessary to satisfy the requirements associated with the charge given to them. Such meetings shall be held in-person or by electronic methods including teleconference and/or internet-based communication/information transmittal systems. The rules for meetings held via electronic methods of committees of the HOD are defined in the administrative procedures.

## D. SPECIAL COMMITTEES OF THE HOD

### D1. Appointment

Special committees may be appointed by the president with the approval of the BOT for the purpose of performing any duties not otherwise assigned by the bylaws, administrative procedures, or HOD Operations Manual. Consideration shall be given to a prospective committee member's character and experience. The president is encouraged to consider a candidate's gender, race, ethnicity, and geography, fostering both diversity and competency. Special committees shall serve for no longer than one year from the time of their appointment.

### D2. Chair

Unless appointed by the president, each special committee shall elect one of its members to serve as its chair. The chair shall serve for the duration of the existence of the committee.

## E. PROPOSED BYLAWS, PROCEDURAL, AND OPERATIONAL AMENDMENTS

### E1. Sponsorship

Amendments may be offered by a member, a component society or association, the BOT, APMSA, or an official council or standing committee as defined in the APMA Bylaws.

### E2. Historical Review

Sponsors of proposed amendments to the bylaws, administrative procedures, or HOD Operations Manual shall request assistance from the Bylaws, Procedures, and Rules Committee in researching the history of an issue that is the subject of the sponsor's proposed amendment to ensure that the proposed amendment is based upon factually correct information and is feasible in terms of implementation.

### E3. Supporting Documentation

Background and other supporting materials, including previous related actions or considerations shall be submitted with all proposed amendments.

### E4. Financial Impact Analysis

A financial impact analysis shall be developed by APMA staff for every proposed amendment that requires financial expenditures. This analysis shall include a detailed explanation of direct and indirect costs related to implementation of the amendment.

### E5. Consideration by the Bylaws, Procedures, and Rules Committee

All proposed amendments to the bylaws, administrative procedures, or HOD Operations Manual shall be reviewed by the Bylaws, Procedures, and Rules Committee in accordance with the bylaws.

### E6. Consideration by the Finance Committee

Any proposed amendment that necessitates the expenditure of funds shall be reviewed by the Finance Committee for consideration and determination of funding. The Finance Committee will report its findings to the Bylaws, Procedures, and Rules Committee.

### E7. Reporting to the HOD

The chair of the Bylaws, Procedures, and Rules Committee shall present the proposed amendments to the HOD for its consideration. Each amendment will be presented with one of the following options.

- Recommend "Do Pass": Amendments may be transmitted to the HOD with a recommendation "Do Pass." Such amendments are thereby considered moved and seconded by the chair of the Bylaws, Procedures, and Rules Committee for purposes of introduction on the floor. The HOD considers the question, "Shall the amendment be adopted?"



- Recommend “Do Not Pass”: Such amendments also are considered moved and seconded by the chair of the Bylaws, Procedures, and Rules Committee for purposes of introduction on the floor. The HOD considers the question, “Shall the amendment be adopted?”
- Recommend “Withdrawal”: The Bylaws, Procedures, and Rules Committee may, for various reasons, recommend that a sponsor withdraw an amendment, although the sponsor is under no obligation to do so.
- Recommend “Out of Order”: The Bylaws, Procedures, and Rules Committee may recommend to the speaker of the HOD that the amendment be ruled out of order. The speaker is the official authorized to make this ruling, subject to an appeals process.
- No Recommendation: The Bylaws, Procedures, and Rules Committee introduces the amendment with no recommendation. The HOD considers the question, “Shall the amendment be adopted?”

E8. Implementation

In the absence of a proviso to the contrary, a bylaws, administrative procedures, or HOD Operations Manual amendment shall take effect immediately upon its adoption.

E9. Submission Deadlines

Deadlines for submission of a proposed amendment to the bylaws, administrative procedures, or HOD Operations Manual are stated in the bylaws.

E10. Final Actions-Report

The staff provides an unofficial report of final actions taken on proposed amendments to the bylaws, administrative procedures, or HOD Operations Manual as soon as possible following the close of the HOD. An official report is included within the Abstract of Proceedings.

## F. POLICY PROPOSITIONS

### F1. Definition

The HOD may adopt philosophies, position statements, or other policies that direct the manner in which the association responds to issues of significance to the podiatric profession, public, health-care community, third-party insurers, and others at a national or systemic level. Written as a “policy proposition,” the HOD takes action by adopting the proposition with the implicit understanding that the association, through its BOT, shall follow/implement the proposition until such time as the policy is revised, rescinded, or no longer needed.

### F2. Sponsorship

A policy proposition may be submitted by an APMA member, component society or association, the BOT, APMSA, or an official council or standing committee of the association. Co-sponsorship among any of the aforementioned entities is permitted.

### F3. Endorsement

Policy propositions may be endorsed with the acceptance of the sponsor.

### F4. Preparing the Policy Proposition

Sponsors of policy propositions shall work with APMA staff in the development of the proposition.

Sponsors provide staff the general concept that they wish to pursue in the proposition along with any background information that supports the proposition. Staff will research the issue in order to ensure that the policy being proposed is not redundant of, or in conflict with, other adopted policies, and is not contrary to law. Staff will help the sponsor prepare a factually correct rationale for the proposition and offer advice on how to best word the proposition. The sponsor shall approve the final wording of the proposition with the understanding that the staff’s input is for guidance only and does not guarantee that the proposition will be adopted by the HOD.

In the final form for presentation to the HOD, the policy proposition shall include: (1) a concise and factually correct statement that specifies the rationale for the proposition, and (2) a clear statement of the philosophy or position that the sponsor seeks to attain.

### F5. Supporting Documentation

Background and other supporting materials, including previous related actions or considerations shall be available to the HOD for all policy propositions.

### F6. Financial Impact Analysis

Policy propositions should have no or limited budgetary impact as they are designed to state a philosophy or position and not direct the expenditure of funds or resources. If any financial impact exists, an analysis shall be developed by APMA staff and will include a detailed explanation of direct and indirect costs associated with adoption of the proposition. Any policy proposition that necessitates the expenditure of funds shall be reviewed by the Finance Committee for consideration and determination of funding. The Finance Committee will report its findings to the Policy Review Committee.

#### F7. Consideration by the Policy Review Committee

All policy propositions shall be reviewed by the Policy Review Committee prior to being presented to the HOD.

#### F8. Reporting to the HOD

The chair of the Policy Review Committee shall present the policy proposition to the HOD for its consideration. Each proposition will be presented with one of the following options.

- Recommend “Do Pass”: Policy propositions may be transmitted to the HOD with a recommendation “Do Pass.” Such propositions are thereby considered moved and seconded by the chair of the Policy Review Committee for purposes of introduction on the floor. The HOD considers the question, “Shall the proposition be adopted?”
- Recommend “Do Not Pass”: Such policy propositions also are considered moved and seconded by the chair of the Policy Review Committee for purposes of introduction on the floor. The HOD considers the question, “Shall the proposition be adopted?”
- Recommend “Withdrawal”: The Policy Review Committee may, for various reasons, recommend that a sponsor withdraw a proposition, although the sponsor is under no obligation to do so.
- Recommend “Out of Order”: The Policy Review Committee may recommend to the speaker of the HOD that the proposition be ruled out of order. The speaker is the official authorized to make this ruling, subject to an appeals process.
- Recommend “Referral”: The Policy Review Committee may recommend to the HOD that the proposition be referred to the BOT or a committee for further study.
- No Recommendation: The Policy Review Committee introduces the proposition with no recommendation. The HOD considers the question, “Shall the proposition be adopted?”

#### F9. Submission Deadlines

A sponsor of a policy proposition shall present to the APMA Executive Director/CEO its outline or rough draft of its rationale and proposition at least 60 days preceding the annual meeting of the HOD. The final form of the proposition for presentation to the HOD must be available no later than 14 days prior to the HOD. Sponsors are encouraged to submit their proposals well in advance of the 60-day deadline in order to ensure sufficient staff time to assist in the development of the final form of the proposition.

#### F10. Emergency Policy Propositions

With no exceptions, the following conditions apply to enable a sponsor to submit an emergency policy proposition for consideration by the HOD after the deadline has passed for submission of propositions.

- The policy proposition addresses an issue whose urgency has come to light after the submission deadline has passed.
- Clear evidence exists to support the argument that the urgency and information pertaining to the matter came to light after the deadline.

- Demonstrate that the association and/or profession may experience irreparable harm if the matter is not considered during the current session of the HOD.
- Complete supporting documentation is provided by the sponsor.
- Sufficient information is available and time provided for staff to assist in the development of the proposition, for the Policy Review Committee to review the final form of the proposition, and for the Finance Committee to review the proposition if it necessitates the expenditure of funds.
- The proposition has been received no later than 36 hours before the close of the HOD.
- The Policy Review Committee has accepted the proposition as satisfying the conditions for emergency status.

Propositions that do not satisfy the above conditions shall be referred to a subsequent meeting of the HOD.

## G. RESOLUTIONS FOR BUDGETARY ACTION ITEMS

### G1. Definition

The HOD may approve budgetary action items that recommend the expenditure of funds by the BOT to pursue new initiatives or activities, create new services, or utilize resources in pursuit of specific matters that are critical to the association. Written as a formal resolution, the HOD takes action by approving the resolution with the implicit understanding that the BOT will incorporate the resulting activity or initiative into the annual operational plan. Budgetary action items shall not identify specific funding amounts to be dedicated to the proposed initiative/activity; such expenditures are determined between the BOT, the Finance Committee, and staff. Budgetary action items also shall not direct the continuation of an initiative/activity currently being undertaken. All budgetary action items shall be time limited to be accomplished within the forthcoming fiscal year with opportunity for renewal at subsequent meetings of the HOD.

Staff may advise the sponsor whether the proposed budgetary action item would be more appropriately submitted as a policy proposition.

### G2. Sponsorship

Budgetary action items to be considered by the HOD may be submitted by an APMA member, component society or association, the BOT, APMSA, or an official council or standing committee of the association. Co-sponsorship among any of the aforementioned entities is permitted.

### G3. Endorsement

Submitted budgetary action items may be endorsed with the acceptance of the sponsor.

### G4. Preparing the Budgetary Action Item

Sponsors of budgetary action items shall work with APMA staff in the development of the resolution.

Sponsors provide staff the general concept that they wish to pursue in the budgetary action item along with any supporting background information. Staff will research the history and background of the issue to ensure that the pursuit of the initiative/activity is not in conflict with previous actions taken by the HOD or contrary to law. Staff will help the sponsor prepare a factually correct and clearly stated resolution to enable proper review by the HOD. The sponsor shall approve the final wording of the resolution with the understanding that the staff's input is for guidance only and does not guarantee that the resolution will be approved by the HOD.

In the final form for presentation to the HOD, the resolution shall include: (1) several concisely written and factually correct whereas statements that specify the rationale for the budgetary action item, and (2) at least one clearly written resolve statement, describing what the sponsor seeks to attain.

### G5. Unacceptable Budgetary Action Items

Every attempt will be made to assist and help guide sponsors in preparing budgetary action items in their final form. Budgetary action items that have unsubstantiated factual statements or unclear intentions will be returned to the sponsor. The opportunity for the sponsor to revise and resubmit the budgetary action item is limited to the deadlines set for such resubmissions as specified in these procedures or by the Finance

Committee. Sponsors are encouraged to submit their proposed budgetary action items well before the stated deadlines in order to ensure sufficient staff time to assist in the development of the final form of the resolution.

Unwillingness on the part of the sponsor to abide by or fully address the procedures stated herein may result in the proposed budgetary action item being viewed as unacceptable and rejected without further review.

The Finance Committee will report to the HOD on any rejected proposed budgetary action item, including the reasons why it was rejected.

#### G6. Supporting Documentation

Background and other supporting materials, including previous related actions or considerations shall be available to the HOD for all budgetary action items.

#### G7. Financial Impact Analysis

A financial impact analysis will be developed by APMA staff for every budgetary action item submitted. This analysis shall include a detailed explanation of direct and indirect costs related to the tasks or projects associated with implementation.

No reference to estimated costs or amounts to be expended on an activity shall be made within the body of the resolution.

#### G8. Proposing a Dues Increase

A budgetary action item may be submitted by the BOT to propose a dues increase. Written as a resolution, the proposal shall state the current and proposed dues amounts for full dues paying members within the resolve statement.

#### G9. Consideration by the Finance Committee

The Finance Committee reviews all budgetary action items prior to being presented to the HOD. The purpose of this review is to evaluate the cost of the proposed initiative in order to advise the HOD on its feasibility. The committee does not evaluate the substance or potential for the initiative; such evaluation occurs at the time of presentation to the HOD.

#### G10. Committee Review

During a scheduled meeting of the Finance Committee, the committee evaluates the cost of each budgetary action item. The committee may request input from the sponsor or others who have an interest in the matter.

#### G11. Reporting to the HOD

The chair of the Finance Committee shall present the budgetary action item to the HOD for its consideration. Each resolution will be presented with one of the following options.

- Recommend "Budget Feasible": Budgetary action items may be transmitted to the HOD with a recommendation that they are budget feasible, meaning that the Finance Committee has determined that the means and resources exist to complete the activity within the forthcoming

fiscal year. Such resolutions are thereby considered moved and seconded by the chair of the Finance Committee for purposes of introduction on the floor. The HOD considers the question, "Shall the resolution be adopted?"

- Recommend "Not Budget Feasible": Budgetary action items may be transmitted to the HOD with a recommendation that they are not budget feasible, meaning that the Finance Committee has determined that the means and resources do not exist to complete the activity within the forthcoming fiscal year. Such budgetary action items also are considered moved and seconded by the chair of the Finance Committee for purposes of introduction on the floor. The HOD considers the question, "Shall the resolution be adopted?" If adopted by the HOD, unless new funds or resources become available, the initiative will be considered approved but not budgeted for completion.
- Recommend "Not Budget Feasible with Conditions": Budgetary action items may be transmitted to the HOD with a recommendation that they are not budget feasible, meaning that the Finance Committee has determined that the means and resources do not exist to complete the activity within the forthcoming fiscal year but that consideration of the initiative should be referred to the BOT for inclusion in a subsequent fiscal year. Such budgetary action items also are considered moved and seconded by the chair of the Finance Committee for purposes of introduction on the floor. The HOD considers the question, "Shall the resolution be adopted?" If adopted by the HOD, the initiative will be considered approved for future consideration by the BOT.
- Recommend "Withdrawal": The Finance Committee may, for various reasons, recommend that a sponsor withdraw a budgetary action item, although the sponsor is under no obligation to do so.
- Recommend "Referral": The Finance Committee may recommend to the HOD that the budgetary action item be referred to the BOT or a committee for further study.

#### G12. Submission Deadlines

A sponsor of a budgetary action item shall present to the APMA Executive Director/CEO its outline or rough draft of its rationale and proposal at least 60 days preceding the annual meeting of the HOD. The final form of the resolution for presentation to the HOD must be available no later than 14 days prior to the HOD. Sponsors are encouraged to submit their proposals before the 60-day deadline in order to ensure sufficient staff time to assist in the development of the final form of the resolution.

#### G13. Emergency Budgetary Action Items

With no exceptions, the following conditions apply to enable a sponsor to submit an emergency budgetary action item for consideration by the HOD after the deadline has passed for submission of budgetary action items.

- The budgetary action item addresses an issue whose urgency has come to light after the submission deadline has passed.
- Clear evidence exists to support the argument that the urgency and information pertaining to the matter came to light after the deadline.
- Demonstrate that the association and/or profession may experience irreparable harm if the matter is not considered during the current session of the HOD.

- Complete supporting documentation is provided by the sponsor.
- Sufficient information is available and time provided for staff to assist in the development of the resolution and for the Finance Committee to review the final form of the resolution.
- The resolution has been received no later than 36 hours before the close of the HOD.
- The Finance Committee has accepted the resolution as satisfying the conditions for emergency status.

Budgetary action items that do not satisfy the above conditions shall be referred to a subsequent meeting of the HOD.



## **H. HEARINGS: BYLAWS, PROCEDURES, AND RULES COMMITTEE; POLICY REVIEW COMMITTEE; AND FINANCE COMMITTEE**

### H1. General Guidelines

During the separate hearings of the Bylaws, Procedures, and Rules Committee; Policy Review Committee; and Finance Committee, proponents and opponents of proposed actions are provided opportunity to voice their comments. Those who wish to comment, but who may be unable to attend the meeting are encouraged to submit their comments in writing.

The committees may request the comments of representatives of the BOT, CPME, and others, whenever appropriate.

### H2. Being Recognized

An individual (who is not a member of the committee) who wishes to speak for or against a matter under review will proceed to the microphone for recognition by the chair of the committee. When recognized the individual shall state his or her name and (if appropriate) the organization they represent and proceed to speak. Members in good standing of APMA may be permitted to speak for or against the matter under review. Others may be permitted to speak with the approval of the committee.

### H3. Duration and Frequency

No individual (who is not a member of the committee) may speak for more than two minutes at one time, nor more than twice on each question. No individual may speak a second time on the same question as long as any other individual who has not spoken on that question desires to speak.

### H4. Speaking For or Against a Motion and End of Debate

The chair of the committee shall ask for those who are not members of the committee who wish to speak for or against the matter under review in alternating fashion. This procedure shall continue until there are no persons desiring to speak on one side of the question, at which time debate will cease and the committee will deliberate and take action.

### H5. Executive Session

Each committee may, at its discretion, call an executive session to continue its discussion about any and all matters under review.

# I. OTHER ACTIONS

## 11. Courtesy Resolutions

Courtesy resolutions (e.g., Distinguished Service Citations, honorary membership, and special commendations and recognitions) shall be presented as a group to the HOD. These resolutions shall be adopted without debate.

## **J. CONSIDERATION OF THE BUDGET**

### **J1. Preparation of the Budget**

The annual operating budget is prepared in draft form by APMA staff. The draft is reviewed and approved by the APMA BOT for transmittal to the Finance Committee for its consideration. The Finance Committee reviews the budget at a meeting held at least 30 days in advance of the annual meeting of the HOD.

### **J2. Presentation to the HOD**

The budget expenditures are distributed to members of the HOD at least 15 days prior to the convening of the annual meeting. The treasurer presents the budget expenditures for approval by the HOD.

Any budgetary action items approved by the HOD are considered by the Finance Committee. The committee recommends to the BOT how funding for these additions to the annual budget should be allocated.

## **K. HOD: REPORTS, MATERIALS, AND ARCHIVING**

### **K1. Preparation and Distribution**

All reports shall be submitted to the office of the APMA Executive Director/CEO in sufficient time for publication and distribution prior to meetings of the HOD. All supplemental reports shall be distributed to each delegate before such reports are to be considered by the HOD.

Proposed amendments to the bylaws, administrative procedures, and HOD Operations Manual, along with all available policy propositions, budgetary action items, and other materials will be distributed to the HOD by the first day of the month preceding the month in which the annual meeting of the HOD convenes.

All other reports of officers, councils, and committees, except supplemental reports, shall be made available to each delegate and alternate delegate at least 15 days in advance of the opening of the annual meeting of the HOD.

### **K2. Required Reports**

Throughout the year, the BOT shall report on the progress made with respect to all policy propositions and budgetary action items adopted at the previous HOD with a final written report provided at the next annual meeting of the HOD.

Councils and standing committees shall submit written annual reports to the HOD through the office of the executive director/CEO. The executive director/CEO shall furnish a copy of such reports to the BOT.

The chair or designated member of councils and standing committees who are not delegates or alternate delegates shall have the right to present their reports in person to the HOD and participate in the debate thereon, but shall not have the right to vote.

### **K3. Archiving**

Materials pertaining to recent HOD deliberations shall be archived on the APMA website.

## L. ELECTIONS

### L1. Declaration of Candidacy for Elected Office

All individuals seeking election to any APMA office (i.e., president-elect, treasurer, trustee, speaker of the HOD, or representative on the SBRC) must declare his/her candidacy through submission of a written candidate statement to the APMA protocol officer. The statement should indicate the name of the individual, office sought, and a clearly written description of the candidate's qualifications limited to no more than 300 words.

Publication and distribution of candidate statements will occur at least 30 days prior to the annual meeting of the HOD.

### L2. BOT - At-Large Members

All qualified nominees shall declare themselves to be candidates for the BOT without regard to a specific position.

#### L2.1 Three-Year Positions - First Election:

In the first election, all qualified nominees shall be initially considered as candidates for available three-year positions. Delegates shall vote for the number of names equal to the number of three-year positions available. A majority of ballots cast shall elect. If all available three-year positions are not filled in the first election, subsequent elections shall be required.

#### L2.2 Three-Year Positions - Subsequent Elections:

If any three-year positions remain vacant after the first election, the list of qualified nominees shall be reduced to no more than twice the number of vacancies determined by retaining those candidates who received the greatest number of votes during the first election and eliminating those candidates who received the fewest number of votes. The retained candidates shall be announced. Elections will proceed as described above and will continue until all available three-year positions have been filled.

#### L2.3 One- and Two-Year Positions:

Vacant positions representing one or two years of an unexpired term will then be considered. All nominees who failed to be elected to a three-year position may be considered as candidates for any vacant one- or two-year position. Elections will proceed as described above until all such unexpired positions have been filled.

### L3. Officers

All qualified nominees shall declare themselves to be candidates for a specific office. A majority of votes cast shall elect.

### L4. Other Elections

All qualified nominees shall declare themselves to be candidates for election to any other office. A majority of votes cast shall elect.

L5. Contested Elections

In contested elections, the HOD shall act by casting votes via a process that ensures anonymity consistent with the Standing Rules of the HOD.

L6. Tie Votes

In the event of a tie vote, the HOD will revote until one candidate is elected.

L7. Results

The results of the election, including number of votes cast for each candidate, shall be announced by the speaker of the HOD immediately following confirmation of the election results.

## M. RECORDING OF PROCEEDINGS AND MINUTES

### M1. Recording of Proceedings

A professional recorder shall be used to prepare a verbatim record of the proceedings of the HOD.

### M2. Minutes Approval Committee

The BOT shall serve as the Minutes Approval Committee appointed at each meeting of the HOD. The committee reviews and approves the Abstract of Proceedings for distribution. The Abstract of Proceedings is presented as part of the materials for the subsequent meeting of the HOD.

### M3. Abstract of Proceedings

The Abstract of Proceedings includes all HOD actions taken, list of reports, elections, award recipients, and list of credentialed delegates and alternate delegates. The approved abstracts are posted on the APMA website and are distributed to all delegates and alternate delegates as part of meeting agenda materials prior to the next annual meeting of the HOD. A hard copy version is available upon request at the cost of production, handling, and distribution.

## N. BOARD OF INQUIRY

### N1. Purpose and Authorization

The purposes and authorization of a board of inquiry (herein after referred to as “BOI”) are articulated in the APMA Bylaws.

### N2. Initial Request

A request for a BOI may be submitted by a member, component society or association, or member of the public (hereinafter referred to as the “petitioner”). A decision to convene a BOI also may emanate from the HOD on matters pertaining to the BOT or any other matter that the HOD believes can only be resolved through a BOI process.

In the case of an internal investigation of a complaint against a member of the BOT, leading to an investigation by a BOI, the BOT serves as the petitioner for a BOI. In such case, authorization is considered to be predetermined. Should internal review not result in a request for a BOI, a complainant may petition the HOD to conduct a BOI.

Only written requests that specify purpose and allegations pursuant to those articulated in the APMA Bylaws will be considered.

For requests from sources other than the HOD and BOT, the initial request for establishment of a BOI shall be filed with the executive director/CEO of this association who shall make an initial determination that the request to convene a BOI satisfies the requirements stated in the APMA Bylaws and this manual. If necessary, the executive director/CEO may request the petitioner to submit additional information. Upon being satisfied that the requirements for convening of a BOI have been demonstrated, the recommendation shall be forwarded to the BOT which will make a final decision. If the executive director/CEO determines that the requirements for appointment of a BOI have not been demonstrated, that conclusion and a written explanation of the manner in which the requirements have not been met, shall be forwarded to the BOT, which will make a final decision. The petitioner will be informed of the decision including a written explanation of the manner in which the requirements for convening a BOI were not met.

If the BOT is the subject of the request for a BOI, the executive director/CEO of this association shall make an initial determination that the request to convene a BOI satisfies the requirements stated in the APMA Bylaws and this manual. If necessary, the executive director/CEO may request the petitioner to submit additional information. Upon being satisfied that the requirements for convening of a BOI have been demonstrated, the executive director/CEO shall forward the request to the speaker of the HOD. The speaker of the HOD shall appoint a Committee of the Speaker comprised of four delegates or alternate delegates representing an appropriate cross section of the HOD; the composition of which to be agreed upon by the petitioner(s) and the speaker. The Committee of the Speaker will make the final determination to convene a BOI. Delegates and alternate delegates representing any component of which the subject(s) of the BOI is a member are ineligible to serve on the Committee of the Speaker. If the executive director/CEO determines that the requirements for appointment of a BOI have not been demonstrated, that conclusion and a written explanation of the manner in which the requirements have not been met, shall be forwarded to the speaker of the HOD, who will appoint a Committee of the Speaker which will make a final decision on whether to convene a BOI. If the final decision is to not convene a BOI, the petitioner will be informed of the decision including a written explanation of the manner in which the requirements for convening a BOI were not met.



A request for BOI may be dismissed by the authorizing body for the following reasons:

- The request is deemed to be without cause.
- The petitioner has not exhausted other internal review processes when such are reasonably available.
- Active litigation exists pertaining to the matters included in or related to the request for a BOI.
- Other circumstances that would make the appointment of a BOI inappropriate.

N3. Component Actions: Right of Appeal

Any final decision of a component society or association that results in disciplinary action against a member thereof shall be promptly transmitted by the component/association to the member by registered or certified mail. The notification shall advise the member of the further right of appeal to a BOI. Notice of any such appeal to a BOI shall be filed in writing with the executive director/CEO of this association within 60 days from the date of notification. The membership status of the individual shall be retained until all appeals have been exhausted.

N4. Acknowledgment of Request

The request for a BOI will be acknowledged within 30 days of receipt. Such acknowledgment may define the charges to be considered by a BOI, or it may ask for clarification of the request, and/or it may include a request for additional information. If the request is viewed to be inappropriate for the reasons listed previously, the petitioner shall be so informed.

N5. Composition and Appointment

A BOI shall consist of no fewer than three and no more than seven members who are appointed by the president with the approval of the BOT, except in the event that the BOT (either individually or collectively) is a party to a dispute that has been referred to a BOI, then it shall be appointed by the speaker of the HOD. A BOI may consist of members of the BOT and other members in good standing of the association who are not party to the matter under consideration by the BOI. The majority of a BOI shall consist of individuals who are not members of the BOT. The BOI makeup should be reflective of the diversity of the association and BOI members should not be excluded because of race, religion, ethnicity, age, gender identification, sexual orientation, disability, national origin, political belief, socioeconomic status, or health status.

The chair of a BOI shall be appointed by the president, with the approval of the BOT, at the time the entire BOI is appointed. In the event that the BOT (either individually or collectively) is a party to a dispute that has been referred to a BOI, then the chair shall be appointed by the speaker of the HOD with approval by the Committee of the Speaker.

Following appointment of a BOI, the petitioner and the subject of the petitioner will be informed of the names of the members of the BOI and will be provided reasonable opportunity (not to exceed 10 days) to reject, for cause, a member or members. If a member(s) is rejected, a replacement will be made with no further right of rejection accorded the petitioner or subject of the petitioner.

N6. Review of Information

The BOI functions as an independent review body for the purpose of reading and evaluating materials and conducting hearings relative to the matters in question and as may be appropriate in the particular circumstances. The BOI may request additional information from the petitioner or it may request clarification

from the petitioner concerning matters related to the charges. Other parties to the charges related to the BOI shall be so informed and provided an opportunity to respond. The BOI shall communicate with those parties, seeking clarifications as necessary. The BOI is given the prerogative of setting its own deadline(s) for receipt of any supplementary information.

N7. Appeals of Decisions Made by Component Societies or Associations

When a BOI is established to consider an appeal of a final decision of a component society or association the component association shall promptly submit all pertinent records in the appeal to the BOI, including its findings and decision as well as copies of all material documents and transcripts, if any.

No additional evidence shall be received; however, both the component society or association and the respondent may file written statements or memoranda in support of their respective positions. Upon its own determination, the BOI may hold a hearing at which both parties may present oral arguments.

The decision of a component society or association, when based on facts supported by substantial evidence, shall be deemed to be correct, provided that the final conclusions are subject to review by the BOI.

If it deems such action to be warranted, a BOI may at any time, either before or after a hearing, remand the matter to the component society or association for further review. A remand may include specific instructions or directions.

N8. Charges Against Organizations or Individual Members

Whenever a BOI is appointed to consider charges against a component society or association or an individual member, each party shall have transmitted to it a written copy of the charges.

The concerned parties of the BOI may file written statements or memoranda in support of their respective positions. The BOI may hold a hearing at which all parties may present their positions.

N9. Notification - Oral Hearings

If a hearing is determined by the BOI to be necessary to adjudicate the matter, a notice of the time and place of the hearing shall be transmitted to the parties. Such notice shall be sent by registered or certified mail addressed to each party's last known address and mailed not less than 30 days prior to the date of the hearing. The site of the hearing is determined by the BOI and shall ensure cost effectiveness and that the confidentiality of the process can be maintained.

N10. Rules of Order for Hearings

The chair of the BOI presides over the entire hearing. The decisions of the chair pertaining to rules of order and procedures are final and not open to debate. All remarks are considered to be on the record. Issues regarding personalities, which may be subject to slander and libel laws, are explicitly prohibited. Issues that were not included in the petitioner's original request for the BOI may not be considered.

At the hearing, the petitioner(s) and respondent(s) will be provided full opportunity to present documented facts and arguments orally and/or in writing. At any hearing held pursuant hereto, the respondent(s) shall have the right of access to any evidence to be considered against him/her (it). The parties involved, at his/her (their) own expense, shall have the right to counsel or other advisor to appear on his/her (their) behalf. The participation of legal counsel or other advisors is limited to providing advice to the petitioner or respondent(s)

only. Provision for cross examination is not available. The BOI may have staff, consultants, and/or legal counsel in attendance at the hearing.

The BOI determines specific time limitations prior to the hearing in an effort to confine the hearing to a reasonable period of time.

In the interest of reducing the expenses of the parties involved, oral remarks of representatives who will speak on behalf of either party may be provided via electronic methods.

A list of all individuals, including legal counsel or advisors, who will provide oral remarks (in person or via electronic methods) on behalf of the petitioner(s) and respondent(s) must be known to the BOI at least two weeks prior to the hearing. No other parties who have not been identified prior to the deadline may participate in the hearing, with the exception of substitutes for participants who become ill or otherwise incapacitated. The BOI may determine in advance who it wishes to have appear at the hearing and limit the appearances to only those individuals.

Depending on the nature of the hearing, the chair of the BOI may require presentation of information from opposing parties to be separate with the confidentiality of each assured during the time of the hearing. The BOI will ensure that any new information presented during the hearing by the involved parties shall be presented for response to the opposing party.

When acting in an appellate capacity, hearings held by the BOI shall be limited to oral argument directed to the record made before the component society or association.

The hearing is conducted in executive session and is confidential to the participants. The hearing shall be recorded. At their own expense, involved parties may review the transcript of the hearing at APMA headquarters when it becomes available.

#### N11. Hearing Expenses

Expenses related to the hearing, including the expenses of the members of the BOI, APMA staff, APMA legal counsel, meeting space, and stenographic recording will be the responsibility of APMA.

The expenses of witnesses called by the BOI are the responsibility of APMA. All other expenses of the parties to the proceedings before the BOI, including expenses of legal counsel, shall be their own responsibility.

#### N12. Reports, Recommendations, Actions

Any conclusions or decisions of a BOI shall be reported in writing and shall contain a copy of the charges, a statement of the facts, the conclusions or decisions reached, and the penalty recommended, if any. Copies of any conclusions or decisions of a BOI shall be promptly furnished to all parties concerned, as well as to the APMA Executive Director/CEO.

All conclusions, decisions, and reports of a BOI shall be reviewed and considered by the BOT, prior to being submitted to the HOD. The BOT shall thereupon transmit the findings of the BOI to the next scheduled meeting of the HOD, together with recommendations of the BOT. In the event that the BOT (either individually or collectively) is a party to a dispute that has been referred to a BOI, the BOT shall be provided a copy of the conclusions, decisions, and reports without the opportunity to provide recommendations to the HOD.

The HOD may accept, reject, or modify the findings of a BOI. When the findings of a BOI include a sentence of expulsion or suspension for more than one year, or the suspension or revocation of the charter of a

component society or association, such findings shall not be upheld nor shall it be imposed by the HOD unless approved by a two-thirds majority of the delegates present and voting. At the discretion of the speaker, with the approval of the HOD, the concerned party may address the HOD on the report of the BOI. The report of a BOI recommending removal of a person from an office elected by the HOD may be sustained by the HOD following a two-thirds majority vote of those delegates present and voting. Any action by the HOD shall be final and conclusive.

Final actions shall be transmitted in writing to all involved parties within 60 days of the action.

N13. Disclaimer

Although every effort will be made to strictly adhere to the procedures and their associated timelines as identified herein, circumstances and factors beyond the control of a BOI may necessitate that the process be altered to enable it to fully discharge its responsibilities. Irrespective of any adjustments made, APMA is committed to ensuring that the process is conducted in an objective and fair manner.