

BY-LAWS
of
United States National Member Society of the
International Society for Prosthetics and Orthotics

ARTICLE ONE. ORGANIZATION

- 1.1. The name of this organization shall be United States National Member Society of the International Society for Prosthetics and Orthotics (US-ISPO).
- 1.2. This organization shall have a seal which shall be in the following form.
- 1.3. This organization may at its pleasure by an affirmative vote of a majority of the membership body change its name

ARTICLE TWO. PURPOSES

- 2.1. **US-ISPO** will:
serve as an impartial and non-political agent of the International Society for Prosthetics and Orthotics (ISPO) within the United States of America, its fifty states, Puerto Rico, and United States-administered territories to co-ordinate, correlate and advise as members of ISPO on prosthetics, orthotics, rehabilitation engineering and other matters related to the neuromuscular and skeletal systems, in close collaboration with other national and international bodies, offering appropriate guidance and advice to these bodies to avoid unwitting duplication of effort and to encourage maximum use of resources.
- 2.2. effect a scientific exchange among its members and others by collecting and disseminating information through publications, correspondence, exhibits, courses, seminars, symposia, conferences, staff efforts or otherwise.
- 2.3. encourage, promote and, when requested, assist in efforts to co-ordinate or guide research, development, and evaluation activities related to prosthetics and orthotics.
- 2.4. encourage, guide, and support the efforts of all those responsible for the education and training of the professions involved and when requested, correlate these activities.
- 2.5. encourage, guide, and support the efforts of all those responsible for care of patients involving these important fields and when requested, correlate these activities.
- 2.6. undertake, when requested, appropriate projects to encourage and facilitate high-level uniform practice by development of standards for nomenclature, curricula, design of devices, techniques and processes, testing, and by involvement in all appropriate aspects of patient care, research and development, evaluations, and education and training.
- 2.7. conduct research and surveys when appropriate.
- 2.8. engage in any lawful act or activity for which non-profit corporations may be organized under the General Corporation Law of Delaware.

Commented [LM1]: USISPO and US ISPO changed to US-ISPO to maintain consistency throughout the bylaws

ARTICLE THREE.

**MEMBERSHIP AND PRIVILEGES AND OBLIGATIONS
OF MEMBERSHIP**

- 3.1. Membership in this organization will be open to all individuals and organizations that reside or are incorporated in the United States, with a bona fide interest in prosthetics, orthotics, wheelchairs, assistive devices, rehabilitation engineering and related subjects who support the Mission and Goals of ISPO.
- 3.2. Membership in ISPO requires written or electronic application to US-ISPO plus payment of required fees. US-IPSO will coordinate with the ISPO Head Office to ensure the proper application and payment of required fees, as defined in the Operational Guidelines of ISPO
- 3.3. Membership categories are defined by the ISPO Constitution. Changes to categories and rights of the various categories defined in the ISPO Constitution supersede any descriptions listed below.
- 3.4. **Full Membership** confers voting rights and includes the following categories:
- 3.4.1 Member: Person with a bona fide interest in prosthetics, orthotics, wheelchairs, assistive devices, rehabilitation engineering and related subjects who support the Mission and Goals of ISPO.
- 3.4.2 Fellow: Designation of the individual Member who has contributed to a high degree to the Mission and Goals of ISPO by personal achievement, integrity, reputation, and activities on behalf of the Society.
- 3.4.2.1 Nomination as a Fellow is performed by the individual's Member Society, according to the MS policies and protocol, or by any group of five persons on the International Committee. Nomination must be supported by an appropriate citation. Election of a Member to Fellow status requires approval of the International Executive Board.

Commented [LM2]: Article 3 has undergone major revisions. The previous membership section was out of date with the current ISPO constitution. This section has been replaced with the language in the main ISPO constitution document.

3.4.3 **Emeritus Fellow or Emeritus Member:** those Fellows or Members of twenty-five or more years standing, who are 65 years or above and have retired from active practice and who have applied for such status.

3.5. **Associate Membership** categories do not have voting rights and include:

3.5.1 **Student Member:** Bona fide full-time students, residents, interns or trainees in the pertinent disciplines.

3.5.2 **Institutional Partner:** Colleges, Universities, research centers, clinics, associations and other appropriate not-for-profit bodies.

3.5.3 **Corporate Partner:** Business entities and for-profit bodies active in manufacturing or service provision in the field of prosthetics and orthotics rehabilitation.

3.5.4 **Partner Organizations:** Societies or organizations whose interests and activities are consistent with ISPO's Mission and Goals.

3.5.5 **User Member:** Users of prosthetic, orthotic, mobility and assistive devices.

Hereinafter the term Member will be used to represent all categories of membership and will refer to all who are in good standing.

~~Prosthetics and Orthotics and related professions as well as an interest in supporting the objectives of this organization and ISPO.~~

~~This section needs to be reflective of current ISPO International categories. Also, I haven't recently reviewed the existing categories to know whether there are any changes to the descriptions.~~

~~3.2. Classes of membership are established as follows:~~

~~3.2.1. **ASSOCIATE MEMBER:**~~

~~The general member; open to all individuals interested in joining and supporting this organization and ISPO.~~

~~3.2.2. **MEMBER:**~~

~~The professional member; for persons actively engaged in prosthetics, orthotics and rehabilitation engineering, including research, education, clinical practice and other significant aspects. (Hereinafter referred to as "Member").~~

~~3.2.3 **FELLOW:**~~

~~The highest level of individual member who by professional achievement, integrity, reputation and by his activities as a Member in the opinion of the~~

~~Executive Board of this organization and IAPO, has contributed to a high degree to the objective of this organization and of ISPO.~~

~~3.2.4 **HONORARY FELLOW:**~~

~~Those Fellows who have been selected by this Organization or by ISPO for special recognition.~~

~~3.2.5 **EMERITUS FELLOW OR EMERITUS MEMBER:**~~

~~Those Fellows and Members of six or more years standing, who have reached the age of sixty five or retired from active practice and who have applied for such status. (And maybe should include application requirement, which is new)~~

~~3.2.6 **SPONSORING MEMBER**~~

~~For persons and/or organizations actively involved in activities directly related to the objectives who wish to render financial support in excess of the regular membership fees.~~

~~3.2.7 **STUDENT MEMBER:**~~

~~Students or trainees in the pertinent disciplines.~~

~~3.2.8 **INSTITUTIONAL MEMBER:**~~

~~A class of membership available for universities, relevant research centers, clinics and appropriate associations or bodies.~~

~~3.36. **ADMISSION**~~

~~3.6.1 An individual may become as ~~Associate~~ Member by appropriate application ~~to the secretary~~ and payment of required fees.~~

~~3.6.2 All applicants for membership who ~~are meet the eligibility requirements of the membership category of members in good standing of ISPO~~ shall be admitted.~~

~~3.3.3 Nomination of Fellows is performed by the Executive Board of ISPO on recommendation of this organization or any group of five persons on the International Committee. The Executive Board of ISPO will elect all fellows by unanimous consent.~~

~~3.3.4 Nomination of Honorary Fellows is made by a National Representative to ISPO or any five members of the International Committee confirmed by the Executive Board of ISPO with election by unanimous consent of the International Committee.~~

~~3.47. **RESIGNATION**~~

~~3.47.1. An individual may resign at any time.~~

~~3.58. **DISCONTINUANCE OF MEMBERSHIP AND EXPULSION**~~

3.58.1 The Memberships of Members or Fellows who fail to meet the requirements of this organization or of ISPO regarding payments of fees or assessments, or otherwise fail to meet the requirements for membership in this organization or of ISPO, may be discontinued by the Executive Board by a majority vote.

3.9. OBLIGATIONS

3.9.1 Annual fees will be levied at a rate to be determined by the US-ISPO Executive Board with due consideration of the class of membership.

3.9.2 ~~Members who have achieved Honorary or Emeritus status are not required to pay membership fees. Honorary Fellows and Emeritus Fellows and Emeritus Members will pay no fees.~~

Commented [LM3]: This has been updated to be consistent with the current ISPO constitution

3.10. PRIVILEGES

3.10.1 Members of all classes will be appropriately informed regarding meetings, courses, conferences, and other activities of this organization.

3.10.2 Members of all classes will receive newsletters and other publications of this organization

3.10.3 Members will be entitled to participate in the World Assembly of ISPO and to introduce matters for discussion that are not on the published agenda

Commented [LM4]: This section has been added to be consistent with the current ISPO Constitution

ARTICLE FOUR. MEETINGS

4.1. Full membership meetings shall be called periodically by the Executive Board with at least six weeks advanced notice.

4.2. A quorum for transaction of business shall consist of those in attendance ~~at a this meeting of this organization, announced at least six weeks in advance.~~

Commented [LM5]: Updated to clarify timelines

4.3. The Executive Board will meet at the call of the ~~Chairperson,~~ provided it meets at least once per year to approve the budget prepared by the ~~Secretary-Treasurer and/or Finance Committee~~ for this organization.

Commented [LM6]: Updated for consistent language

Commented [LM7]: Updated to reflect current committee

ARTICLE FIVE. SPECIAL MEETINGS

5.1. Special meetings of the membership of this organization may be called at any time for any purpose or purposes by the Executive Board. Upon the written request of six voting members of this organization to the Chair, the Executive Board shall call a special meeting to consider a specific subject. Notice of any special meetings shall be mailed or electronic mailed to each member at ~~his or her~~ their last recorded address, at least 15 days in advance, with a statement of time and place and the information as to the subject or subjects to be considered.

Commented [LM8]: This has been added to be in line with current electronic communication methods

Commented [LM9]: Updated throughout the document for inclusive language

5.2. Special meetings of the Executive Board may be called by the Chair on five (5) days notice to each member of the Board, either personally or by mail or by electronic mail. Special

meetings of the Executive Board shall be called by the Chair in like manner on the written request of four (4) members of the Executive Board.

- 5.3. Special meetings of the Executive Board may be held by telephone conferences or similar communications. Participating in a meeting by telephone or similar communication equipment shall constitute presence in person at the special meeting.

ARTICLE SIX. ORDER OF BUSINESS

- 6.1. The order of business for annual or special meetings shall be established by the Executive Board. Such rules may be altered or suspended at any meeting by a majority vote of the voting membership present, except that any question as to the priority of business shall be decided by the chair without debate.
- 6.2. The parliamentary rules as laid down in Robert's Rules of Order shall govern all debates during annual and special meetings of the organization.

ARTICLE SEVEN. VOTING

- 7.1. At all meetings, except for election of the members of the Executive Board, all votes shall be by voice or electronic vote. Election of members of the Executive Board shall be conducted by ballot.
- 7.2. The names of nominees to appear on the ballot for election to the Executive Board shall be provided by the then-current Executive Board. In addition to such nominations, any member may be placed on the ballot by petition of at least ten voting members of this organization.
- 7.3. At all votes by ballot, the Chair of such meeting shall, immediately prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall at the conclusion of such balloting certify in writing (electronic mail or mailed) to the Chair the results and ~~the certified~~ copy thereof shall be physically affixed~~included in the minute book to~~ the minutes of that meeting. Voting may take place via secure electronic portals or via submission of electronic files.
- 7.4. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.
- 7.5. At any regular or special meeting, if the majority so requires, any question may be voted upon in manner and style provided for election of Executive Board Members.
- 7.6. When, in the judgment of the Executive Board, any questions shall arise that should be put to a vote of the voting membership, and when it seems expedient to call a special meeting for that purpose, it may, unless otherwise required by the By-Laws, submit the matter to the voting membership in writing by mail or electronic mail for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail or electronic mail within four (4) weeks after such submission to the voting

Commented [LM10]: This section has been updated to be in line with current electronic communication methods and record keeping

membership, provided that, in each case, votes of at least one half (1/2) of the voting members shall be received. Action taken in this manner shall be as effective as action taken at a duly called meeting.

ARTICLE EIGHT. EXECUTIVE BOARD

- 8.1. The business of this organization shall be managed by an Executive Board consisting of ten persons elected from the membership of this organization. ~~Officers of USISPO and Chairs of Standing Committees of USISPO who are also members of this organization will be ex-officio members of the Executive Board.~~ The immediate past Chair shall also be an ex-officio member of the Executive Board ~~for the period of two years~~ following the conclusion of that officer's term ~~of office~~ until such time that the new Chair begins to serve as the immediate past Chair, provided the term of office does not end by removal from office pursuant to Section 9.1. ~~Officers of USISPO and~~ In addition to the ten elected members of the Executive Board, Chairs of Standing Committees of USISPO who are also members of this organization will be ex-officio members of the Executive Board.
- 8.2. The Executive Board shall have the control and management of the affairs and business of this organization. Such Executive Board shall only act in the name of the organization when said Board shall be regularly convened by its Chair after due notice to all members of the Executive Board, as set forth herein before.
- 8.3. ~~The term of office~~ of members of the Executive Board shall be four (4) years, with elections held every two years. Members may be re-elected for two additional terms. At each election, half of the board membership positions shall be up for election.
- 8.4. Any vacancy occurring in the Executive Board shall be filled by the members of the Executive Board. A person appointed to fill a vacancy on the Executive board shall serve for the unexpired term of ~~her or his~~ their predecessor and office. ~~Each such appointment by the Executive Board shall be subject to the approval or disapproval of a majority of the voting membership at the next regular or special meeting of the membership of this organization.~~ Members will be notified of such appointment via electronic mail or mail and given 30 days of notice to respond with a vote of disapproval.
- 8.5. A member of the Executive Board may be removed by a majority vote of the voting membership of this organization, or by a majority vote of all remaining Executive Board Members, with or without cause.
- 8.6. A majority of the Executive Board shall constitute a quorum for all purposes unless herein otherwise provided.

ARTICLE NINE. OFFICERS

Commented [LM11]: Updated to indicate that the past Chair will remain as an ex-officio member until there is a new past chair to replace them

Commented [LM12]: Updated: Language has been clarified to indicate that offices of the Executive Board are voting members, but chairs of standing committees not already elected to the Executive Board would then serve as ex-officio members

Commented [LM13]: Addition: Change made to clarify that the members will rotate, with 5 elected/re-elected every 2 years.

Commented [LM14]: This section has been updated to be in line with current electronic communication methods and record keeping

9.1. The officers of the organization shall be elected by a majority vote of the Executive Board from among its members at the first scheduled Executive Board meeting reaching quorum following the Executive Board elections. Each officer shall serve for a term of office of two (2) years. Any officer may be removed from office by the vote of two-thirds of the members of the Executive Board.

Commented [LM15]: Updated to clarify timeline

Commented [LM16]: Updated to clarify that the term of office is different than the term on the EB (see article 8)

9.2. The officers of the organization shall be a Chair, a Vice Chair, a Secretary, a Treasurer and Chair Emeritus.

9.3. The Chair shall:

1. preside at all membership meetings.
2. present at each annual meeting of this organization an annual report of the work of this organization.
3. appoint all committees, temporary or permanent.
4. see that all books, reports and certificates as required by law are properly kept or filed.
5. be one of the officers who may sign the checks or drafts of this organization
6. be a representative to the international Committee of ISPO
7. have such powers as may be reasonably construed as belonging to the chief executive of any organization.

9.4. The Vice-Chair shall:

1. be a representative to the International Committee of ISPO.
2. in the event of the absence or inability of the Chair to exercise such office become acting Chair of this organization with all the rights, privileges, and powers as if Vice-Chair had been the duly elected Chair.

9.5. The Secretary shall:

1. keep the minutes and records of this organization and appropriate books.
2. be the official custodian of ~~the~~ all paper and electronic records and seal of this organization.
3. file any certificates required by any statute, federal or state.
4. give and serve all notices to members of this organization.
5. present to the membership at any meetings any communication addressed to this organization.
6. present to the Executive Board any communications addressed to this organization.
7. attend to all correspondence of this organization.
8. exercise all duties of the office of Secretary

9.6. The Treasurer shall:

1. be one of the officers ~~required to~~ who may sign the checks and drafts of this organization. ~~No special fund shall be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.~~ The treasurer may not sign checks

~~to themselves and must request that another member of the board, listed by the financial institution, sign for this purpose.~~

Commented [LM17]: Updated to allow others to sign when the treasurer is unavailable and to allow payment to the treasurer.

2. have the care and custody of all monies belonging to this organization and shall be solely responsible for such monies or securities of this organization.
3. render at stated periods as the Executive Board shall determine a written account of the finances of this organization and such reports shall be physically affixed to the minutes of the Executive Board of such meeting.
4. prepare an annual budget for operation of this organization.
5. administer the collection of required fees.

~~6. arrange for the operations in a headquarters office.~~

Commented [LM18]: Updated to match current processes

~~76.~~ act as the organization's liaison with the ISPO Secretariat including the transfer of funds to the ISPO Secretariat as required.

~~87.~~ exercise all duties of the office of Treasurer

9.7. The Chair Emeritus shall:

1. chair the Nomination Committee and provide a slate of candidates for the Executive Board and Officers.
2. in the event of the absence or inability of the Chair and Vice Chair to exercise such office, become acting Chair of this organization with all the rights, privileges, and powers as if the Chair Emeritus had been the duly elected Chair.

~~9.8. No officer shall for reason of the office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or Executive Board Member to receive any compensation from this organization for duties other than as an Executive Board Member.~~

Commented [LM19]: Removed: redundant to and less clear than section 14.1

~~9.8. In the event that an Executive Board Officer is unable to perform a task or duty, the Executive Board will meet to agree upon the distribution of that officer's roles and responsibilities.~~

Commented [LM20]: Updated to explain what will happen if an officer is unable to perform one of the duties of office

ARTICLE TEN. INDEMNIFICATION

10.1. Each member of the Executive Board and officer of the organization now or hereafter serving as such, shall be indemnified by the organization against any and all claims and liabilities to which ~~she or he has~~they have or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by ~~her or him~~themselves as such Board Member or Officer; and the organization shall reimburse such person for all legal expenses reasonably incurred by ~~her or him~~themselves in connection with any such claim or liability, provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of ~~her or his~~their own willful misconduct or gross negligence.

10.2. The right of indemnification herein and above provided for shall not be exclusive of any rights to which any board member or officer of the organization may otherwise be entitled by law.

ARTICLE ELEVEN. SALARIES

11.1. The Executive Board shall hire and fix the compensation of any and all employees ~~or contracted persons~~ ~~(contracted person or persons, not employees technically)~~ which in its discretion may determine to be necessary in the business of this organization.

Commented [LM21]: Language clarified

ARTICLE TWELVE. COMMITTEES

12.1. All committees of this organization shall be established by the Executive Board and their term of office shall be for such period as the Executive Board shall fix, or less if sooner terminated by the action of the Executive.

ARTICLE THIRTEEN. DUES

13.1. The Annual dues of this organization shall be determined by the Executive Board and said dues shall be in addition to any dues required by the Executive Board of ISPO.

13.2. The dues of members of this organization shall be payable on the first day of November for the forthcoming year. If dues are not paid by February 1st of the membership year, then the Secretary ~~and/or~~ -Treasurer shall direct a notice to the member that such individual is delinquent and has been suspended from membership ~~benefits~~. ~~Membership may be reinstated with payment of dues. Dues are not pro-rated if paid later in the calendar year.~~

Commented [LM22]: Updated to clarify that membership benefits may be suspended.

ARTICLE FOURTEEN. FINANCIAL MANAGEMENT

14.1. No part of the proceeds or funds of this organization shall accrue to the personal benefit of any officer thereof. No officer or member of the Executive Board of this organization shall receive compensation for ~~his-their~~ services, except that the Executive Board may provide for reimbursement to any officer or member of the Executive Board of any expenses properly incurred on behalf of this organization and may make reasonable payment for staff service.

14.2. This organization shall not be organized or operated for profit.

14.3. The Fiscal Year of this organization shall be from July 1 to June 30.

14.4. Income shall be derived from fees, dues, assessments, gifts, contracts, grants, proceeds from conferences ~~and publication sales~~, and reimbursement for costs incurred in providing special services to other organizations.

Commented [LM23]: No longer a source of revenue

14.5. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Executive Board may from time to time designate. The Executive Board may accept on behalf of the corporation any contribution, gift, bequest for any purpose of the corporation.

14.6. ~~The Secretary, the Treasurer, and the Chair~~All Officers of this organization shall qualify for ~~Fidelity bond or other insurance against obligations~~Director's and Officer's liability insurance, the procurement cost of which will be borne by this organization.

Commented [LM24]: Updated for current language

14.7. The US Committee of the International Society for Prosthetics and Orthotics is incorporated as a 501(c)(6) and shall comply with all us federal guidelines required for 501(c)(6) corporations.

Commented [LM25]: Updated to include proper non-profit status

ARTICLE FIFTEEN. AMENDMENTS

15.1. The By-Laws may be amended, repealed or altered in whole or in part, by a two-thirds vote of those present at any duly organized meeting of this organization provided a proposed change is submitted by mail or email to the last-recorded address of each member at least (30) thirty days before the time of the meeting which is to consider the change.

ARTICLE SIXTEEN. DISSOLUTION

16.1. This organization may be dissolved by unanimous action of all members of the Executive Board.

16.2. No part of the net income of this organization may inure to the benefit of any member, and upon dissolution the property of this organization shall be donated to a tax-exempt organization of the same class as this organization. This specific organization to which the property of this organization shall be donated shall be determined by the Executive Board after seeking written suggestions from the membership of this organization.