

**PEDORTHIC FOOTWEAR ASSOCIATION, INC.
BY-LAWS**

(As amended through November 6, 2008)

Article I

SECTION 1. NAME

The corporate name of the organization shall be "Pedorthic Footwear Association, Inc."

SECTION 2. OFFICE

The office of the Association shall be at such place as the Board of Directors may from time to time designate.

SECTION 3. OBJECTS AND PURPOSES

Objects and purposes shall conform to its Articles of Incorporation.

**Article II
MEMBERSHIP**

SECTION 1. CATEGORIES OF MEMBERSHIP

There shall be a minimum of four classes of membership:

- 1 . Regular members;
- 2 . Vendor/manufacturer members;
- 3 . Medical members, and
- 4 . Pedorthic education provider members.

The qualifications and rights and privileges of such classes are set forth in this article; however, the Board of Directors shall have the authority to designate the names for such classes. The Board of Directors shall also have the authority to establish additional classes of membership, provided, however, that said classes shall not have the right to vote or hold office.

SECTION 2. REGULAR MEMBER

Sole proprietorships, partnerships and corporations which are engaged in dispensing of prescription, custom or comfort footwear or foot orthotics shall be entitled to regular membership upon payment of annual dues and designation of an individual to serve as its official representative. In addition, practicing pedorthists, whether or not certified or licensed, shall be entitled to regular membership.

Regular members shall be entitled to vote at the Annual Meeting for the election of Directors. However, only practicing certified or licensed pedorthists, who are regular members or serve as official representatives of such members, shall be eligible to serve as Directors and Officers of the Association.

SECTION 3. VENDOR/MANUFACTURER MEMBER

Suppliers, manufacturers and other firms whose products are germane to the regular members, who are interested in the aims and principles of the Association and who wish to support its activities shall be entitled to membership upon payment of the required fee. Except as otherwise provided, they shall neither have the right to vote nor to hold office.

SECTION 4. MEDICAL MEMBER

Physicians, residents, interns or medical students shall be entitled to membership upon payment of the required fee. They shall neither have the right to vote or to hold office.

SECTION 5. PEDORTHIC EDUCATION PROVIDER MEMBER

Businesses, schools, universities and other similar organizations whose primary purpose is providing, or which has an active program for the provision of, pedorthic education and who are interested in the aims and principles of the Association and who wish to support its activities shall be entitled to membership upon payment of the required fee. Except as otherwise provided, they shall neither have the right to vote nor to hold office. Any person who is a regular member may also qualify as a pedorthic education provider member.

SECTION 6. DUES

Dues for all classes of memberships will be established by the Board of Directors.

All fees will be payable with application for membership. If membership is not approved, fees shall be refunded excepting for such costs as may be assessed for the costs of investigation of said application.

Dues will be payable each year at the time established by the Board of Directors. Failure to pay dues within sixty (60) days thereof shall result in revocation of membership. Upon a showing of good cause for failure to make payment within the grace period, membership may be restored upon payment of the dues in arrears.

Dues may be waived for any reason approved by the Board of Directors.

SECTION 7. REVOCATION

Membership may be revoked for:

- A. Failure to pay dues.
- B. Violation of these By-Laws.

Upon revocation of membership, all insignia pertaining to membership and property of the Association will be returned to the Association.

SECTION 8. INSIGNIA, ADVERTISING OF MEMBERSHIP

No member shall exhibit any seal, certificate or plaque indicating membership or any other status in the Association except as provided by the Board of Directors.

Any insignia, membership certificate or plaque remains the property of the Association.

Article III ELECTED OFFICERS

SECTION 1. OFFICERS

The elected Officers of the Association shall consist of: President, Vice President, Treasurer and Secretary.

SECTION 2. ELECTION

Only practicing certified or licensed pedorthists who are regular members or serve as official representatives of such members in good standing shall be eligible to serve as officers.

SECTION 3. DUTIES OF OFFICERS

The President shall preside at all meetings and shall serve as member ex-officio of all committees. The President shall represent the Association in any matter called upon and shall oversee the activity of all committees. The President shall have the power to appoint such non-elected officers as the President deems necessary.

The Vice President shall perform such duties as may from time to time be designated, including but not limited to acting on behalf of the President when called upon. The Vice President shall succeed the President in the event of death, removal or incapacity to serve; such succession shall continue through the balance of the unexpired term. The Vice President shall become President at the conclusion of the President's term, unless unable to serve.

The Treasurer shall supervise the maintenance of complete and proper financial records of the Association and shall assure that the financial records are audited at least once annually by a certified public accountant appointed for this purpose.

The Secretary shall sign all official documents that call for the signature of the Secretary. The Secretary shall also supervise the maintenance of the minutes of all meetings of the Association.

SECTION 4. EXECUTIVE DIRECTOR

An Executive Director may be chosen by the Board of Directors to be responsible to the Board and to the President and other Officers during periods when the Board is not in session. The Executive Director shall at all times act in accord with the purposes and goals of the Association, and shall be guided by the President in executing Association policy and programs.

The Executive Director shall work with the President on all projects. The Executive Director shall conduct the correspondence of the Association, prepare bulletins for circulation to the membership, and collect dues. The Executive Director shall conduct all official business not delegated to other Officers.

The Executive Director shall assist Committee Chairs, Officers, and members as called upon. The Executive Director shall clear all publicity prior to its release. The Executive Director shall be provided with funds authorized by the Board and supervised by the President and Treasurer.

SECTION 5. ATTENDANCE

Officers must attend all meetings unless otherwise excused by the President, or in the case of the President, by the Vice President. Failure to attend two meetings without excuse will result in automatic removal from office.

SECTION 6. TERM OF OFFICE

Officers shall be nominated and elected by the Board of Directors for one (1) year and shall serve until their successors have been chosen and qualify to serve.

The term of office shall commence with the Annual Meeting at which they are elected.

Officers may serve a maximum of two (2) successive terms. Beginning in 2012, Officers may serve a maximum of one term per position.

SECTION 7. VACANCY

Elected Officers may be removed from office by a vote of a majority of the Board of Directors.

In the event any office shall be declared vacant by virtue of removal, resignation or incapacity to serve, that unexpired term shall be filled by Presidential nomination with ratification by a majority vote of the Board of Directors except where succession to office has been detailed.

SECTION 8. COMPENSATION

No expense by members or Officers, except the Executive Director, shall be compensable unless prior requisition has been approved by both the President and the Treasurer.

Article IV BOARD OF DIRECTORS

SECTION 1. MEMBERSHIP

There shall be nine (9) elected Directors in addition to the elected Officers and the Immediate Past President. Beginning in 2009, there shall be nine (9) elected Directors in addition to the elected Officers.

Each elected Director shall be elected for three (3) years with three (3) Directors elected each year. Directors may be re-elected, but to no more than two consecutive full terms of three years each. Beginning in 2009 with the Board Class of 2012, each elected Director shall be elected for two (2) years with three (3) Directors elected each year. Directors may be re-elected, but to no more than two (2) consecutive full terms of two (2) years each.

In addition to the foregoing elected Directors –

There shall be a representative of the vendor/manufacture members of the Association selected by said members who shall serve as a member of the Board with full voice and voting power. The vendor/manufacture representative shall serve a three (3) year term, but may not serve for more than two consecutive terms of three years each. Beginning in 2012, the vendor/manufacture representative shall serve a two (2) year term, but may not serve for more than two (2) consecutive terms of two years (2) each. Such representative need not be a certified or licensed pedorthist to serve in this capacity.

There shall be a representative of the education provider members of the Association selected by said members who shall serve as a member of the Board with full voice and voting power. The education provider representative shall serve a three (3) year term, but may not serve for more than two consecutive terms of three years each. Beginning in 2012, the representative of the education provider members of the Association shall serve a two (2) year term, but may not serve for more than two (2) consecutive terms of two (2) years each.

SECTION 2. DUTIES

The Board of Directors shall be empowered to accept, hold, control and dispose of property of the Association, and to generally govern its affairs.

Directors shall initiate, consider and formulate such regulations, and conduct such business as pertains to the proper conduct of the Association. Directors shall adhere to Association policies

governing conflicts of interest and commitment to the Association. Directors shall have full voting rights. They shall attend all meetings as called except when excused by the President, or in the case of the President, by the Vice President. Failure to attend two (2) meetings without excuse will result in automatic removal from the Board of Directors.

In further extension of its authority, in accordance with standards and regulations as may be adopted by the Board of Directors, the Association may charter or otherwise recognize existing and/or new regional, state or local chapters of, or independent, pedorthic associations to further advance the pedorthic profession. The rights, privileges and responsibilities accorded pursuant to these provisions shall be determined by the Board of Directors. The Board of Directors shall have the right to revoke or terminate charters or other forms of recognition at any time in accordance with the standards and regulations it may adopt.”

SECTION 3. VACANCY

In the event of any vacancy on the Board of Directors, that unexpired term shall be filled by nomination by the President with the approval by a majority of the elected Officers and of the remaining Directors; provided, however, the President may nominate only a person representing either the vendor/manufacturing members or the pedorthic education provider members, as the case may be, to fill any vacancy in the representative to the Board of the particular membership class.

SECTION 4. MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors may be called to a meeting by the President, by two (2) elected Officers or by any four (4) Directors. The attendance of seven (7) Directors, at least two (2) of whom must be elected Officers, shall constitute a quorum for the transaction of any business which may be properly brought before the Board.

SECTION 5. EXECUTIVE COMMITTEE

The Elected Officers and the Immediate Past President shall constitute the Executive Committee of the Board. Beginning in 2009, the Elected Officers shall constitute the Executive Committee of the Board. They shall have the power to conduct the business of the Board at times when the Board is not in session; provided that such business shall be conducted in accord with the existing policy practices of the Association. The Executive Committee shall act only by two-thirds (2/3) vote and only when two-thirds (2/3) of its members are present in person.

SECTION 6. QUALIFICATIONS

Elected directors shall be and remain qualified for so long as they are practicing certified or licensed pedorthists who are regular members or serve as official representatives of such members in good standing. Other directors shall be selected as official representatives of their particular membership class and shall remain qualified until they are removed by their particular membership class or as otherwise provided in these Bylaws.

SECTION 7. VOTE

In the event of a tie vote of the Executive Committee, the motion shall automatically be referred to the Board of Directors. In the event of a tie vote of the Board of Directors, the motion shall be considered disapproved.

SECTION 8. REMOVAL

A Director may be removed if the Board of Directors determines that the Director is not serving the best interests of the Association by a majority vote at a meeting at which a quorum is present, with the Director being considered for removal not participating in the vote, provided that the Director is given advance written notice (including the reason for the proposed removal), an opportunity to contest the proposed removal in writing or in person before the Board, and final written notice of the Board's decision."

Article V COMMITTEES

SECTION 1. COMMITTEES

Upon the approval of the Board of Directors, the President may create such committees as the President deems necessary. With Board approval, the President shall appoint the Chair and members of each Committee and shall set out the duties of each Committee.

SECTION 2. AUDIT COMMITTEE

There shall be a standing audit committee of the Board whose membership shall be appointed by the President with the consent of the Board. It shall be the duty of the audit committee: to recommend the selection of certified public accountants to audit the accounting records, accounting practices and procedures, and financial statements of the Association; review or cause to be reviewed, from time to time, the accounting practices and procedures and the internal controls of the Association; and meet at least annually with the Association's certified public accountants to review and receive reports with respect to such practices, procedures and controls; to conduct or cause to be conducted an annual audit to determine the adequacy of the compliance with the procedures relating to lobbying or political campaign activity of the Association and possible employee conflict of interest. The audit committee shall report the results of these audits to the Board of Directors.

Article VI
MEETINGS OF MEMBERSHIP

SECTION 1. ANNUAL MEETING

The Annual Meeting of the membership shall be held at a time and place to be selected by the Executive Committee. Any official Association business may come before the membership at the Annual Meeting. *Roberts Rules of Order* shall govern membership meetings.

SECTION 2. SPECIAL MEETINGS

Special Meetings of the membership may be called from time to time by the Executive Committee.

SECTION 3. QUORUM

Attendance of seven (7) Directors, of which at least two (2) must be elected Officers of the Association, together with at least five (5) percent of the regular members in good standing shall constitute a quorum of the membership for conducting official business at any meeting of the membership.

SECTION 4. RIGHT TO VOTE

Only regular members in good standing shall have voting rights.

Each regular member in good standing shall be entitled to one equal vote.

SECTION 5. BALLOT

The President may, at the President's discretion, order the assembly cleared of non-voters.

Voting shall be based on a simple-majority principle.

At the pleasure of the presiding Officer, voting may be by secret ballot, standing poll, show of hand or voice response. Proxy voting shall not be allowed.

Article VII
NOMINATION AND ELECTION OF DIRECTORS

SECTION 1. NOMINATING COMMITTEE

Elected members of the Board of Directors shall be nominated by the following process. At each Annual Meeting, a Nominating Committee of five (5) members shall be selected as follows:

- A. Two (2) to be appointed by the President, with the approval of the Board of Directors, one of whom will be designated as Chair.
- B. Three (3) to be elected by the membership present at the meeting from those nominated by the predecessor committee and from the floor.

SECTION 2. PROCEDURE FOR NOMINATIONS

The Nominating Committee shall meet at least one hundred eighty (180) days prior to the next Annual Meeting to propose a slate of candidates for election as Directors. Such meeting may be by mail or telephone.

The Nominating Committee shall send to the membership at large the names of the nominees proposed by it at least one hundred twenty (120) days prior to the Annual Meeting and then present them at the Annual Meeting.

Additional nominations may be made by written petition signed by not less than five (5) qualified voting members and filed with the Executive Director not less than ninety (90) days prior to the date of the Annual Meeting. The Executive Director shall, within thirty (30) days thereafter, give notice in writing to the members of any nominations by such written petition.

SECTION 3. TERM OF NOMINATING COMMITTEE

Persons serving on the Nominating Committee shall not be eligible to serve on the Nominating Committee for more than two (2) consecutive years.

Neither the President nor the Vice President shall be eligible to serve on the Nominating Committee.

Election of Directors may take place by mail ballot or other comparable forms of written or electronic correspondence, which the Executive Director shall send to all regular members at least sixty (60) days prior to the Annual Meeting. Completed ballots must be returned to the Association not later than thirty (30) days prior to the Annual Meeting.

Article VIII MEDICAL ADVISORS

SECTION 1. ELECTION

The Board of Directors shall elect physicians to serve as medical advisors to the Association. Such physicians need not be certified or licensed podiatrists to serve in this capacity. The number shall be determined annually by the Board, but shall in no event be less than three (3). No more than two (2) new medical advisors shall be elected annually. Medical advisors shall serve a three (3) year

term, and no medical advisor may serve more than two (2) successive terms. Medical advisors shall not be considered members of the Board of Directors and shall therefore not be entitled to vote or be counted for the purposes of a quorum.

SECTION 2. DUTIES

The duties of the medical advisors shall be to assist and advise the Board of Directors and Executive Committee as to directives and regulations which pertain to education of the membership. The advisors shall also submit to the Board current medical information which pertains to the pedorthic footwear industry.

SECTION 3. VACANCY

In the event any medical advisor shall resign, be removed for cause, become incapable of finishing his or her term, or have his or her license to practice medicine revoked or suspended, the Executive Committee shall nominate a candidate or candidates to fill the unexpired term or terms, and a majority vote of the Board of Directors shall elect a candidate to the position.

Article IX FINANCES

SECTION 1. FISCAL YEAR

The fiscal year of the Association shall begin on the first day of October of each year.

SECTION 2. CHECKS

All checks, drafts or notes of the Association shall be signed and countersigned by such Officers or agents of the Association as may be designated from time to time by the Board of Directors.

Article X LIABILITY AND INDEMNIFICATION

The Association shall indemnify every Officer and Director of the Association against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any Officer or Director in connection with any action, suit or other proceeding (including the settlement of any such suit or proceeding if approved by the then Board or Directors of the Association) to which the Officer or Director may be made a party by reason of being or having been an Officer or Director of the Association whether or not such person is an Officer or Director at the time such expenses are incurred. The Officers and Directors of the Association shall not be liable to the members of the Association for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct, or bad faith. The Officers and Directors of the Association shall indemnify and forever hold such Officer and Director free and harmless against any and all liability to others on

account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any Officer or Director of the Association, or former Officer or Director of the Association may be entitled.

Article XI AMENDMENTS

SECTION 1. OFFERING AMENDMENTS

These By-Laws may be amended only at the Annual Meeting of the membership or at a Special Meeting called for that purpose.

Notice of such proposal shall be circulated at least thirty (30) days prior to the Meeting to all regular members.

SECTION 2. RATIFICATION

Amendments must be confirmed by a two-thirds (2/3) majority of those members attending and qualified to vote, provided a quorum is present.

Article XII DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws and no part of said funds shall inure, or be distributed to the Members of the Association. On dissolution of the Association, any funds remaining after the payment of outstanding obligations shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.