

## **BOARD OF DIRECTORS POLICY COVER PAGE**

**Members:** 5 officers; President, Vice President, Treasurer, and 2 Directors, all of whom must be Section members and are elected by the Section membership; each position is a 3-year term; no person shall be elected to serve more than two (2) full consecutive terms in the same Principal Office; no person shall serve more than four (4) complete consecutive terms on the Board of Directors.

**Current Offices and Term Limits:** James Irrgang, President – 2007-2010; Tom McPoil, Vice President – 2004-2011; Steve Clark, Treasurer – 2008-2011; Kornelia Kulig, Director 1 – 2009-2012; Bill O’Grady, Director 2 – 2005-2011.

**Meetings:** Face to face meetings are held annually at the APTA Combined Sections Meeting and in October at the Section office in La Crosse, WI or at an alternative location agreed upon by the Board. Monthly telephone conference call meetings are held each month as necessary.

**Purpose:** The purpose of the Orthopaedic Section’s Board of Directors is to  
(1) Be responsible for managing or directing the management of the business and affairs of the Section;

(2) Subject to the duty of Board members to act with care and in the best interests of the Section, the Board of Directors shall carry out mandates and policies determined by the membership of the Section and shall make and enforce policies that are consistent with such mandates and policies;

(3) Appoint and employ an Executive Director, who shall serve at the discretion of the Board; and

(4) Be responsible for approving minutes of meetings of the Board.

**Tasks:**

See Orthopaedic Section Bylaws, Article VII, Board of Directors and Officers, Section 2., Officers, A. President, B. Vice President, C. Treasurer.

**Work other than meetings:** On as-needed basis

**Qualifications:** An Orthopaedic Section member who has qualifications in the area of responsibility for the position being sought.

**Conflict of Interest:** A conflict of interest can arise when conditions or circumstances preclude or interfere with an individual’s capacity to make the objective, detached decisions required in Board of Director meetings. Conditions or circumstances which may create a conflict of interest include but are not limited to those cases in which the Board of Director member, Committee member, or SIG member: 1) has a personal, professional, or financial interest in, or relationship with, the entity in question; 2) has or

F:\executive\motions and policies\policies\Board approved policies\BOD Cover Page.doc  
(Approved by BOD 5-15-07, 2-20-08)

is perceived as having, for any reason, a preconceived bias for or against the entity in question. Board of Director members, Committee members, and SIG members shall excuse themselves from such participation in any case where a conflict of interest arises, where a potential conflict of interest may arise, or where there may be a perceived appearance of conflict.

**Compensation Policy:** In the event that specific conditions or circumstances lead to a significant financial strain on the Section's Annual Budget the Section Board of Directors, based on a recommendation from the Finance Committee, will direct the Executive Director to discontinue all Stipends/Honorariums paid to Section members until fiscal solvency is attained.