

## **BYLAWS OF APTA FEDERAL, INC.**

### **ARTICLE I. NAME**

The complete name of this organization is APTA Federal, a Section of the American Physical Therapy Association, hereinafter referred to as the Section and the Association. For purposes of Ohio law and for any other purposes deemed necessary by the Corporation's Board of Directors, the name of this organization shall be APTA Federal, Inc.

### **ARTICLE II. PURPOSE**

The purpose of the Section shall be:

1. To provide a means by which Association members, employed by the Federal government and who work in the United States military, Department of Veterans Affairs, United States Public Health Service and other federal agencies, may meet, confer and promote collegial relationships.
2. To promote quality health care across the continuum of care for those served by therapists that practice physical therapy in the Federal government.

### **ARTICLE III. OBJECTIVES**

The objectives of this Section shall be to:

1. Provide a communication system for physical therapists in the Federal government through professional meetings and periodic publications.
2. Make recommendations regarding policies that affect the physical therapy profession in the Federal government.
3. Stimulate a greater participation in the Association by physical therapists in the Federal government.
4. Provide opportunities for interchange of information and thereby improve treatment of patients in the Federal government facilities.
5. Provide continuing education programs to help improve the quality of health care in the Federal government.
6. Provide a mechanism for more active involvement in research for physical therapists in the Federal government.
7. Define a system of Service Representatives to facilitate transfer of information, communication, and feedback between Service divisions of APTA Federal.
8. Establish a mechanism for communication of section needs and goals between section members and the appropriate Federal officials.
9. Unify interpretation of federal regulations at the station level, maintaining high quality of care standards throughout the medical facilities of the Federal Government.

**ARTICLE IV. MEMBERSHIP**

**Section 1. Categories and Qualifications of Members**

The Section membership categories and qualifications for Physical Therapist, Retired Physical Therapist, Life Physical Therapist, Student Physical Therapist, Physical Therapist Assistant, Retired Physical Therapist Assistant, Life Physical Therapist Assistant, and Student Physical Therapist Assistant shall be the same as those of the Association.

**Section 2. Rights and Privileges of Members.**

The rights and privileges of the Section's members shall be identical to those established in the Association bylaws.

**Section 3. Admission to Membership**

The payment of Section dues by Physical Therapist, Physical Therapist Assistant, Student Physical Therapist, Student Physical Therapist Assistant, Retired Physical Therapist and Retired Physical Therapist Assistant members in good standing in the Association shall constitute application for and admission to Section membership. Signed applications without payment of dues from, Life Physical Therapist and Life Physical Therapist Assistant members in good standing in the Association shall constitute application for and admission to Section membership.

**Section 4. Good Standing.**

An individual member is in good standing within the meaning of these bylaws if the member is in good standing in the Association and has paid current Section dues.

**Section 5. Disciplinary Action**

- A. Any member of the Section who is suspended by the Association shall have his or her membership privileges suspended in the Section. Any member who is expelled from membership in the Association shall be expelled from section membership.
- B. Any member of the Section who fails to make timely payment of required Section dues shall be expelled from Section membership.

**Section 6. Reinstatement**

Any former member of the Section who is in good standing in the Association may be reinstated to membership in the Section by payment of the required Section dues.

**ARTICLE V. SERVICE DIVISIONS**

- A. The Section shall be divided into Service divisions. These Services divisions are for the purpose of communication, transfer of information and feedback between the Service divisions within the section. The services include: Department of Veterans Affairs, United States Public Health Services (including Coast Guard and Indian Health Service), Army, Navy, Marines, and Air Force. This list is for information only; the Board has the full authority to add or dissolve Service Divisions.
- B. Service divisions of the Section may be established and dissolved in accordance with the rules and conditions set down by the Section's Board of Directors.
- C. The Service divisions are subject to the bylaws and policies of the Association and the Section.
- D. No Service division shall profess or imply that it speaks for or represents the Section or members other than those currently holding membership in the Section unless authorized to do so in writing by the Section's governing body.

## **ARTICLE VI. SPECIAL INTEREST GROUPS**

A special interest group shall:

1. Operate under rules of order that shall not be inconsistent with Section or Association bylaws and that shall be approved by the Section.
2. Not levy special assessments that carry punitive action or loss of good standing.
3. A special interest group of the Section may be established and/or dissolved by the Board of Directors.

Special interest groups are subject to the following limitations:

- A. Bylaws and policies of the Association and the Section.
- B. No regional and special interest group shall profess or imply that it speaks for or represents the Section or members other than those currently holding membership in the regional and special interest group unless authorized by the Section's governing body.

## **ARTICLE VII. MEETINGS**

### **Section 1. Annual Meeting**

The annual meeting will be held at the time and place of the Annual Meeting of the Association for the conduct of business according to the regulations of the association. Attendance is limited to Section members and invited guests approved by the Section officers. At least thirty (30) days' notice of the meeting shall be given to all Section members.

### **Section 2. Additional Section Meetings**

Special meetings may be called by the Board of Directors or by petition of greater than twenty-five (25) percent of the membership, provided that thirty (30) days' notice is given to all members. Attendance is limited to section members and invited guests approved by the Section Officers.

### **Section 3. Reporting to Association Headquarters**

All meeting minutes shall be submitted to the Association within 45 days of the date of the meeting.

### **Section 4. Quorum Requirement**

A quorum shall consist of 1% of the membership including at least two officers.

## **ARTICLE VIII. BOARD OF DIRECTORS/OFFICERS Section 1.**

### **Composition**

The Board of Directors of the Corporation shall consist of the President, Vice-President, Secretary, Treasurer, and Section Chief Delegate. The Section President shall serve as President of the Board of Directors.

### **Section 2. Qualifications**

- A. Physical Therapist, Life Physical Therapist, and Retired Physical Therapist members who have been in good standing for two years immediately preceding their election may serve as officers and Section delegates.
- B. Physical Therapist Assistant, Life Physical Therapist Assistant and Retired Physical Therapist

Assistant members may hold office subject to the limitations specified in the Association bylaws, Article V, Section 4, Sub-paragraph C.

C. The Section Chief Delegate may not serve as a Chapter Delegate in the same year.

### **Section 3. Terms and Vacancies**

A. The term of office shall be three years or until the successors are elected. If there is a vacancy in the Section Chief Delegate or Delegate position, the Board has the power to appoint a replacement to serve until the next election.

B. No board member shall serve more than two consecutive terms in the same office or more than four consecutive terms on the Board of Directors.

D. The President, Secretary, and Section Delegate shall be elected in one year, the Vice-president and Treasurer and Chief Delegate in a different year. The service representatives will be elected in the same manner with half of the representatives elected in one year and the other half elected in a different year.

E. The term of office shall commence at the close of the annual business meeting.

F. Any officer who fails to fulfill his/her duties will be requested by the Board of Directors to submit their resignation.

### **Section 4. Officers/Representatives**

A. The officers of the Section shall be a President, Vice-President, Secretary, Treasurer, and Section Chief Delegate.

B. Two Service Representatives shall represent members of each Service division. They shall have voice but no vote on the Board of Directors.

C. One Section Delegate

D. Duties of officers and representatives

1. The **President** shall:

a. Preside at all meetings of the Section and of the Board of Directors.

b. Be an ex-officio member of all committees except the Nominating Committee.

c. Report to Board of Directors of the Association as required.

d. Report to the membership an annual report of Section activities at the Annual Section Meeting.

2. The **Vice-President** shall:

a. Assume the duties of the President if the President is absent or incapacitated.

b. Succeed the President for the remaining portion of the term and the office of Vice-President shall be declared vacant.

c. Serve as the Section's Education Committee Chair responsible for all educational programming for the Section.

d. Oversee the activities of the Section Program Chair.

3. The **Secretary** shall:

a. Maintain and record the minutes of all Section and of all Board of Directors' meetings.

b. Distribute all meeting notices to members.

c. Distribute all minutes/reports to the Association within forty-five (45) days following a meeting.

d. Maintain all official actions, bylaws, policies of the Section and the Board of Directors.

e. Notify Association Headquarters of the name of the Section Delegate, required by the Association and the Standing Rules of the House of Delegates.

- f. Maintain the Section's official membership list.
  - g. Forward the results of all elections to the Association within 45 days following an election.
  - h. Perform other duties as assigned by the Board of Directors.
4. The **Treasurer** shall:
- a. Receive and disburse all monies.
  - b. Maintain complete and accurate financial records that will be audited annually by an audit committee appointed by the President.
  - c. Submit an annual financial report to the Association by the Association's deadline.
5. The **Section Chief Delegate** shall:
- a. Attend all meetings of the House of Delegates of the Association.
  - b. Be responsible for the Section's total voting delegation to the House of Delegates. Should a delegate not be represented at an annual session of the House of Delegates, his/her votes shall revert to the Delegate of the Section.
  - c. Vote at the meeting of the House of Delegates in the best interest of Section members. Delegates are required to vote consistent with Section policy but may not be charged to vote in a specific fashion on issues or candidates.
  - d. Present to the House of Delegates such matters as are ordered by the Board of Directors and/or voting body of the Section.
  - e. Present material from the House of Delegates to the Board of Directors and voting body for their discussion, opinion and/or vote.
  - f. Call all special meetings of the Section delegates deemed necessary at the Annual meeting of the Association or other times as needed.
  - g. Notify the Association of the names of the Section's delegates each year, as required by the Association and the Standing Rules of the House of Delegates.
  - h. The Section Chief Delegate may not, in the same year, serve as a delegate for any other APTA component.
  - i. If the Section Chief Delegate is unable to attend the annual session the Section Delegate will assume the responsibilities of the Chief Delegate.
6. The **Section Delegate** shall
- a. Attend all meetings of the Section delegation, of the House of Delegates and/or any special meetings called by the Section, while in attendance at the House of Delegates.
  - b. Vote at the meeting of the House of Delegates in the best interest of Section members. Delegates are required to vote consistent with Section policy but may not be charged to vote in a specific fashion on issues or candidates.
  - c. The Section delegate may not, in the same year, serve as a delegate for any other APTA component.
  - d. If the Section delegate is unable to attend the annual session or serves as a replacement for the Chief Delegate, the Board will appoint the Section Delegate for one year only, selecting from elected alternate delegates if possible.
7. The **Service Representatives** shall:
- a. Serve as members of the Nominating committee.
  - b. Communicate and disseminate information to their service divisions.
  - c. Contribute to newsletters.
  - d. Assist the secretary as needed in the voting process.
  - e. Maintain contact with key contacts within their respective Service Division.
  - f. Report to the Section Board of Directors any concerns of their Service Division personnel.

- g. Perform other duties as assigned by the Board of Directors.

**Section 5. Duties of the Board of Directors**

- A. Carry out the mandates and objectives of the Section as determined by the membership. Between Annual business meetings, the Board of Directors may make and enforce such policy on behalf of the Section as is not inconsistent with the mandates and objectives of the membership, provided the Board of Directors does not commit the Section to any financial obligation in excess of its available resources.
- B. Fill all vacancies occurring on the Board of Directors, and other committees or task forces, except as otherwise provided by the bylaws.
- C. When financially feasible, hire an Executive Director (or management company) to serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Section and shall direct the day-to-day business of the Section. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees. The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

**Section 6. Conduct of Business**

- A. The directors may hold the meetings of the Board within or without the State of Ohio as they may from time to time by resolution determine, or as shall be specified or fixed in the respective notices or waivers of notice thereof. Members of the Board of Directors may participate in a meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participating in a meeting pursuant thereto shall constitute presence in person at such meetings.
- B. A special meeting of the Board of Directors must be called upon written petition of three or more members of the Board of Directors provided seven days advanced notice of the meeting is given to all board members.
- C. A quorum shall consist of three (3) members.

**Section 7. Indemnification.**

- A. Under the circumstances prescribed in (C) and (D) of this section, the Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit

or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

- B. Under the circumstances prescribed in (C) and (D) of this section, the Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.
- C. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in (A) or (B) of this section, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.
- D. Except as provided in (C) of this section and except as may be ordered by a court, any indemnification under (A) and (B) of this section shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in (A) and (B). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by the firm of independent legal counsel then employed by the Corporation, in a written opinion.
- E. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.
- F. The indemnification provided by this section shall not be deemed exclusive of any other right to which the persons indemnified hereunder shall be entitled and shall inure to the benefit of the heirs, executors or administrators of such persons.
- G. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability

asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

**Section 8. Conflict of Interest**

Should the Corporation enter into any discussions or negotiations with an entity in which a director has any interest, and then the director with such interest shall disqualify himself or herself from taking part in any such discussion and shall not participate in any manner on behalf of the Corporation. In particular, but not limited hereby, the director shall not be entitled to vote on any matter in which he or she has an interest nor shall he or she be counted for purposes of determining a quorum. All directors shall disclose to the board of directors any conflicts or potential conflicts that may exist.

**ARTICLE IX. COMMITTEES AND APPOINTED POSITIONS**

**Section 1. Finance Committee**

- A. The Finance Committee shall consist of the Treasurer, President, and Vice-President.
- B. This committee shall advise the Board of Directors on matters pertaining to the Chapter's financial needs, growth, and stability based on periodic review of income, expenditures, and investments. The committee may recommend that the Board of Directors provide for an external review of all finances when indicated. The committee shall present an annual budget to the Board of Directors based on the Section's established goals and objectives.
- C. The President shall appoint two Physical Therapist members who are not members of the Board of Directors to perform an annual audit. Results of the audit will be presented to the Board for review.

**Section 2. Nominating Committee**

- A. The Nominating Committee shall consist of all Service Representatives and the Secretary.
- B. Members shall serve three years; each member shall be elected by constituents from their service division.
- C. The Chairman of the Committee shall be the Secretary.
- D. The Nominating Committee shall prepare a slate of candidates for each office to be filled and for the Service Representatives and submit this slate to the Secretary for distribution to members at least thirty (30) days before the annual meeting.

**Section 3. Other Committees**

Other Committees may be established and appointed as deemed necessary by the Board of Directors. The designation, purposes and activities will be assigned by the Board of Directors when the committees are established.

**Section 4. Section Program Chair**

- A. The Section Program Chair shall be appointed by the Board of Directors to a three-year term. No appointee can serve more than two consecutive complete terms.
- B. The Section Program Chair will oversee all aspects of programming for the APTA Annual Meeting.
- C. The Section Program Chair will work closely with the Education Committee to identify speakers and topics relevant to the Section.



**Section 5. Section Membership Chair**

- A. The Section Membership Chair shall be appointed by the Board of Directors to a three-year term. No appointee can serve more than two consecutive complete terms.
- B. Primary responsibilities include retention and recruitment of members.
- C. The Section Membership Chair will coordinate and oversee all activities related to the Section exhibit booth at national conferences.

**ARTICLE X. ELECTIONS**

**Section 1.** The President, Secretary and Section Delegate shall be elected on different years from the Vice-President, Treasurer, and Section Chief Delegate on a three-year cycle. The same will apply to one of two representatives from each Service division. The Officers, Service Representatives and Section Delegate shall be elected by a plurality of votes. Results of the election must be forwarded to the Association within forty-five (45) days of the election by the section Secretary.

**Section 2.** All officers, with the exception of the Service Representatives, shall be elected by all eligible voting members. Service Representatives should be elected by eligible voting members of their respective Service division.

**Section 3. Voting**

- A. Elections shall be conducted in accordance with the current edition of *Robert's Rules of Order Newly Revised* using the preferential method of voting.
- B. All voting members will cast their ballots for officers, and Service Representatives.
- C. Each member will receive a mail or electronic ballot at least thirty (30) days prior to the annual meeting of the Section.
- D. Information concerning all candidates on the ballot shall be sent to the members a minimum of 2 weeks prior to voting.
- E. If voting by mail, each member shall seal their ballot in an envelope with no mark of identification and enclose it in another envelope bearing their signature and address. This envelope must be postmarked by ten (10) days prior to the election and received by the Section Secretary prior to the annual meeting of the Section. If electronic voting is used, all ballots will be kept confidential using the appropriate means approved by the Association and submitted ten (10) days prior to the annual meeting.
- F. A minimum ballot return of five(5) percent of the membership eligible to vote is required for the vote to be valid.

**ARTICLE XI. FINANCE Section 1.**

**Fiscal Year**

The fiscal year of the Section shall be the same as that of the American Physical Therapy Association, January 1 to December 31.

**Section 2. Limitation on Expenditures**

No officer, employee, or committee shall expend any money not provided in the budget as adopted or spend any money in excess of the budget allotment, except by the order of the Section's Board of Directors. The Board of Directors shall not commit the Section to any financial obligation in excess of its current financial resources.

**Section 3. Dues**

Dues for membership shall be established by the Board of Directors. Any increase of more than 25% in one year must be approved by the membership.

- A. All dues changes approved by the Section Board of Directors and approved by the Association's Board of Directors before the Association's deadline will become effective on the first of the Association's next fiscal year.
- B. The Board of Directors may offer reduced rates for Section dues as an incentive to promote membership.

**Section 4. Reports**

The Section shall submit its annual financial statements, tax returns, and audit report to the Association when and as directed by APTA Headquarters.

**ARTICLE XII. DISSOLUTION**

**Section 1.**

Voluntary dissolution of the Section, disposition of properties and records in event of dissolution shall be made by approval of 2/3 of the membership as regulated by the Association.

**Section 2.**

The Association may dissolve the Section as regulated by the Association at any time.

**Section 3.**

Property and records disposition in event of dissolution shall be as regulated by the Association.

**ARTICLE XIII. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Section in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any rules of order adopted by the Section.

**ARTICLE XIV. AMENDMENTS**

**Section 1.** Notice of proposed Amendment of bylaws shall be made in writing to the members at least thirty (30) days in advance of the scheduled business meeting. This distribution of Amendments may be made by mail or any telecommunication method including but not limited to fax and e-mail transmission, which must ensure timely receipt of the notice and may ensure verifiable receipt of the notice by the recipients.

**Section 2.** The Section may amend its bylaws if approved by 2/3 vote of those voting by electronic ballot or at the annual business meeting. The amended bylaws will be submitted to the appropriate Association committee. Amendments to the Section's bylaws become effective upon approval in writing by the Association's Board of Directors.

**Section 3.** After approval, notice of amendments in effect shall be made to all members.

**Section 4.** If the intent of an amendment is editorial or to bring the Section's bylaws into

agreement with those of the Association, the amendment shall be made as required by the Section Delegate and shared with the Board of Directors. The Section secretary shall notify the Section's membership that such amendments have been made.

#### **ARTICLE XV. ASSOCIATION AS HIGHER AUTHORITY**

In addition to these bylaws, the Section is governed by the Association bylaws and Standing Rules, and by Association policies.

#### **ARTICLE XVI. SEAL**

The seal of the Corporation shall be in such form as the Board of the Directors may from time to time determine. The signature of the Corporation followed by the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Corporation, if affixed by appropriate authority. The seal may be affixed by the Secretary, or Assistant Secretary, or such other person or persons as may be designated by the Board of Directors.

#### **ARTICLE XVII. EXECUTION OF DOCUMENTS**

The Board of Directors may, by a proper resolution, provide for the method of signing checks, notes, drafts, bills of exchange or other instruments for the payment of money; for the transfer and sale of property; for the assumption of liabilities; for the voting of stock held in other corporations; and for the execution of all other legal documents.

#### **ARTICLE XVIII. WAIVER OF NOTICE, APPROVAL AND CONSENT**

**Section 1.** Any notice required by these bylaws, or by law, to be given to any officer or Director or other person may be waived in writing, either before or after the event to which it relates, and shall be deemed waived with respect to any meeting, along with any objections to the time or place of such meeting, by appearance at such meeting, except when such person attends a meeting solely for the purpose of stating, at the beginning of the meeting, any objection to the transaction of business. Written approval of the minutes of any meeting, either before or after the meeting shall be deemed waiver of notice of such meeting and shall be deemed an appearance at such meeting.

**Section 2.** Any action to be taken, or any action that may be taken, at a meeting of Directors, or of any Committee thereof, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the persons entitled to vote with respect to the subject matter thereof.

Revised April 2015

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