

# BOARD OF DIRECTORS POLICIES

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# BOARD OF DIRECTORS POLICIES

## I. ADMINISTRATIVE

### A. Administration of Headquarters

The Board of Directors shall be responsible for the job description and personnel qualifications for the Executive Director and for his/her annual evaluation. The Executive Director shall be responsible for the internal organization of the Section's headquarters and the approval of all employee job descriptions and all employee personnel qualifications other than the job description and personnel qualifications for the Executive Director. The Executive Director will have full authority to hire and dismiss employees.

### B. Plan in Absence of Executive Director

In emergency situations, the Executive Director has designated the following priority order as acting Executive Director: Executive Associate, Manager of Journals/Newsletters. In non-emergency situations and from time to time the Executive Director may designate the Executive Associate as acting Executive Director.

### C. Advertising in JOSPT

The Orthopaedic Section will not pay for advertising in *JOSPT*. *JOSPT* will give the Section free advertising depending on availability. Availability will change with each issue. The Section will only place ads if free space is available.

### D. APTA Nominations

Nominations for National office will be brought forth to the Board of Directors and upon approval the President will complete an NC-1 form for nomination.

### E. Orthopaedic Section Web Site

#### i. Monthly Review of Information

The Web Site Task Force (OP Editor, Board of Director member, Membership Chair, Education Chair, and Public Relations Chair) shall review and approve a list of items that will be e-mailed to Orthopaedic Section members each month.

#### ii. Online Postings of CVs, Position Openings, and Conference/Course Announcements

- **Description of Listings**

**Course Listings** include announcements of professional development and continuing education courses, conferences, workshops, and seminars.

**Job Listings** include recruitment announcements and other positions that are available.

**Positions Wanted** includes items posted by individuals seeking employment or other similar situations.

**Miscellaneous Listings** include such items as used equipment or practices for lease/sale, fellowships/scholarships available, networking or volunteer opportunities available, and so on. Product advertisements are **not** accepted for posting.

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- **Rates Per 4-week Listing**

*Basic Listing:* \$25 for Orthopaedic Section members who provide a valid membership ID number that matches the billing information; \$35 for APTA members who provide a valid membership ID number that matches the billing information; \$50 for non-APTA members (up to 500 characters, including spaces)

*Additional characters:* \$75 (501-750 characters, including spaces)

*Hyperlink:* \$75

*Additional Characters with Link:* \$150

- **Advertising Policies**

Advertisements are accepted when they conform to the ethical standards of the APTA. The Orthopaedic Section does not verify the accuracy of claims made in advertisements, and publication of an ad does not imply endorsement of the Orthopaedic Section or APTA. Acceptance of ads for professional development courses addressing advanced-level competencies in clinical specialty areas does not imply review or endorsement by the American Board of Physical Therapy Specialties.

The Orthopaedic Section prohibits preferential or adverse discrimination in advertising on the basis of race, creed, color, gender, age, national or ethnic origin, sexual orientation, disability, or health status in all areas including, but not limited to, its qualifications for membership, rights of members, policies, programs, activities, and employment practices. The Orthopaedic Section is committed to promoting cultural diversity throughout the profession.

## **II. GOVERNANCE**

### A. Advisory to the Board of Directors

The Education, Research, and Practice Chairs are considered advisory members to the Board of Directors. Their role is to attend all meetings of the Board of Directors and give input and advice as appropriate. The Education, Research and Practice Chairs may make motions, second motions, and debate/discuss, but may not vote.

### B. Board Liaison Appointments

The Board of Directors will appoint a Board of Director Liaison for each committee, special interest group, education group, task force, advisory panel, ad hoc committee, and other Board of Director approved groups.

### C. Liaisons to External Organizations

- One member of the Section's Board of Directors shall be appointed as the liaison to any external organization by the President with approval of the Board of Directors.
- The liaison to any external organization shall carry out duties, such as attendance at the external organization's annual conference, as outlined in the policy pertaining to liaisons to SIGs, committees, and external organizations.

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- 1           iii. Length of term shall be no greater than two (2) consecutive three (3) year terms.
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- 3           iv. A report shall be submitted to the Board of Directors within 30 days of any meeting
- 4                 attended by the external liaison.
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- 6           v. The liaison will request funding according to our normal budgeting process.
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## 8           D. Office Operation Involvement

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10           Communication regarding office operations should be relayed to the Executive Director  
11           through the President.

## 12           E. Policy on Endorsements by the Orthopaedic Section

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14           The Orthopaedic Section will entertain proposals from commercial companies and interest  
15           groups only through the following scheduled time frame:

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17           **Six weeks before the scheduled meeting:** 12 copies (10 working copies and 2 file copies) of  
18           the proposal will be submitted to the Section office. The document must include a one-page  
19           summary that addresses:

- 20           1) What is the essence of the proposal and the benefits to be derived by Section
- 21                 members?
- 22           2) What will the company or group provide?
- 23           3) What must the Section do or provide to obtain the benefits, ie, mail brochure, handle phone
- 24                 messages, follow-up, etc.?
- 25           4) What is the cost to the Section?
- 26           5) What is the cost to the members?
- 27           6) What will the income be to the Section?
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- 29

30           **Five weeks before the scheduled meeting:** copies of the proposal and cover sheet are sent to  
31           the Board of Directors, Finance Committee, and the accountant.

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33           **Four weeks before the scheduled meeting:** Board of Directors must respond as to whether  
34           they desire personal representation by a company representative at the meeting. Failure of a  
35           Board member to respond, results in a no vote cast. If 60% of the Board desires the company  
36           representative, the representative is notified.

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38           **Three weeks before the scheduled meeting:** Proposal is slated on the agenda, if a  
39           representative is requested, they are scheduled for a 20-minute time period (10-minute  
40           presentation, 10 minute discussion period).

## 41           **AT THE MEETING**

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43           The proposal is slated in the New Business portion of the agenda for a specific time. If a  
44           representative is present at the time arranged, all business stops and the proposal is presented  
45           and discussed. At the end of discussion, the proposal is **automatically tabled** until the next  
46           regular meeting of the Board of Directors at which time the proposal is again discussed and a  
47           vote is taken.

# BOARD OF DIRECTORS POLICIES

## RATIONALE

Endorsements by the Section are serious contracts, which can have long-range repercussions or effects. The Board of Directors should be able to become aware of the facts and have time to solicit member response to the proposal before adoption of any contract.

### F. Orthopaedic Section Contracts/Agreements

Board Member(s) of the Orthopaedic Section may not enter the Section, by his/her word or signature, into an oral or written agreement/contract without going through the following specific steps: The Board Member must provide the Board of Directors with full disclosure of any proposed contractual arrangement or agreement with any third party/entity. The Board must be given complete copies of any proposed contracts or agreements and be given the opportunity to meet, discuss, and vote on the same if applicable in accordance with the Bylaws of the Association.

## III. MEETINGS

### A. Conduction of Meetings

- i. The President or President's designee will call all meetings to order.
- ii. At Board of Director's Meetings: Motions can be brought forth by any Board member, Education, Research or Practice Chair present. Anyone present at the meeting can discuss the motion but only the voting members of the Board of Directors can vote on the motion. The President's vote will determine whether or not a motion passes when there is a tie vote.
- iii. At the Annual Business Meeting: Motions may be brought forth by any Orthopaedic Section member. Any individual recognized by the meeting Chair may speak to the motion or respond to questions. Only Orthopaedic Section members may vote.

### B. Minutes

- i. Minutes are recorded at all regular and special meetings of the Board of Directors and Annual Business meetings by the Executive Director.
- ii. Copies of all Board of Director and Annual Business meeting minutes are kept on file at the Section office.
- iii. Minutes are not taken during executive session meetings of the Board of Directors.
- iv. Board of Director and Annual Business meeting minutes are published in *Orthopaedic Physical Therapy Practice* and on the Section's web site. Minutes are distributed to the Board of Directors within 15 days of the meeting.
- v. All adopted motions will state whether the motion was adopted by a unanimous vote or a split vote and what the split was, i.e., 3-2 for.

### C. Reserving a Suite

The Section may reserve a suite in the convention hotel at CSM and AC. The suite shall be used for the Section Board of Directors meetings and be made available for SIG meetings.

# BOARD OF DIRECTORS POLICIES

## 1 **IV. JOSPT**

### 2 3 A. Duties Of Directors Who Are Appointed/Elected

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5 The directors appointed/elected to the Board of the JOSPT owe various duties to the JOPST  
6 under the bylaws, statutory law and common law.

- 7 1. Duty to protect and preserve the corporation's assets, as well as to ensure the continued  
8 activities of the corporation in pursuit of its purposes.
- 9 2. Duty of loyalty which requires directors to put the corporation's interests before their own.
- 10 3. Duty of care which is a duty to act in good faith with a degree of care, diligence and skill  
11 that an ordinarily prudent person would exercise under similar circumstances.
- 12 4. Duty of obedience which is a duty to carry out the purposes of the corporation as set forth  
13 in the governing documents. The bylaws specifically require each director to act in the best  
14 interests of the corporation (Section 5.4).
- 15 5. Duty to disclose a conflict of interest or duality of interest on an issue, and to refrain from  
16 voting on such an issue (Bylaws, Section 5.7).