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Bylaws of
Orthopaedic Section, APTA, Inc.
(A Delaware Nonstock Corporation)

1 **ARTICLE I. NAME AND RELATIONSHIP TO AMERICAN PHYSICAL**
2 **THERAPY ASSOCIATION**

3
4 This corporation, Orthopaedic Section, APTA, Inc. (the “Section”) shall be a component
5 of the American Physical Therapy Association (the “Association”).
6

7
8 **ARTICLE II. PURPOSE**

9
10 The purpose of the Section shall be to provide a means by which Association members
11 having a common interest in orthopaedic physical therapy may meet, confer, and promote
12 their common interests.
13

14
15 **ARTICLE III. OBJECTIVES**

16
17 The objectives of the Section shall be to:

- 18
19 1. Provide for interchange and dissemination of information about current trends and
20 practices related to orthopaedic physical therapy; and
21 2. Identify resource people and materials, and address areas of concern related to
22 orthopaedic physical therapy; and
23 3. Foster research in the area of orthopaedic physical therapy; and
24 4. Promote the development and implementation of orthopaedic specialization and
25 special interests; and
26 5. Serve as a major source of information on orthopaedic physical therapy for
27 society and the profession of physical therapy.
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30 **ARTICLE IV. MEMBERSHIP**

31
32 **Section 1: Categories and Qualifications of Members**

33
34 The Section membership categories and qualifications for Physical Therapist, Retired
35 Physical Therapist, Life Physical Therapist, Student Physical Therapist, Physical
36 Therapist Assistant, Retired Physical Therapist Assistant, Life Physical Therapist
37 Assistant, and Student Physical Therapist Assistant shall be the same as those of the
38 Association.
39

40 **Section 2: Rights and Privileges of Members**

41
42 Except as otherwise provided by law, the rights and privileges of the Section’s members
43 shall be identical to those established in the Association’s bylaws, as they may be
44 amended from time to time.
45
46
47

1 **Section 3: Application for and Admission to Membership**

2
3 Any member of the Association in a category specified in Section 1 above may join the
4 Section as a member in the corresponding category by submitting an application for
5 membership and payment of the Section dues, if any, applicable to the membership
6 category.

7
8 **Section 4: Good Standing**

9
10 A Section member is in good standing within the meaning of these bylaws if the member
11 is in good standing in the Association.

12
13 **Section 5: Disciplinary Action**

14
15 Any member of the Section whose membership rights and privileges are suspended by
16 the Association shall have his or her membership rights and privileges in the Section
17 suspended. Any member who is expelled from membership in the Association shall be
18 expelled from Section membership.

19
20 **Section 6: Reinstatement**

21
22 Any former member of the Section who is in good standing in the Association may be
23 reinstated to membership in the Section by payment of the required Section dues.

24
25
26 **ARTICLE V. SPECIAL (SIG) AND EDUCATIONAL (EIG) INTEREST**
27 **GROUPS**

28
29 **Section 1: Special Interest Groups**

- 30
31 **A.** A special interest group shall:
- 32
33 1. Operate under the SIG EIG Rules of Order and Policies that
34 shall not be inconsistent with Section or Association
35 bylaws and that shall be approved by the Section's Board
36 of Directors.
 - 37
38 2. Not levy special assessments that carry punitive action or
39 loss of good standing.
- 40
41 **B.** May be established and/or dissolved in accordance with the rules
42 and conditions specified by the Section's Board of Directors.
- 43
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1 **Section 2: Education Interest Groups**

2
3 **A.** An Education Interest Group shall:

- 4
5 1. Operate under the SIG EIG Rules of Order and Policies that
6 shall not be inconsistent with Section or Association
7 bylaws and that shall be approved by the Section's Board
8 of Directors.
9
10 2. Not levy special assessments that carry punitive action or
11 loss of good standing.
12

13 **B.** May be established and/or dissolved in accordance with the rules
14 and conditions specified by the Section's Board of Directors.
15

16 **Section 3: Limitations**

17
18 **A.** Special and Education interest groups are subject to the following
19 limitations:
20

- 21 1. Bylaws and policies of the Association and the Section.
22
23 2. No special or education interest group shall profess or
24 imply that it speaks for or represents the Section or
25 members other than those currently holding membership in
26 the special or education interest group unless authorized by
27 the Section's Board of Directors.
28
29

30 **ARTICLE VI. MEMBERSHIP MEETINGS**

31
32 **Section 1: Annual Meeting**
33

34 The Section shall hold an annual meeting of the general Section membership for the
35 conduct of business at the time and place of the Association Combined Sections Meeting.
36 Attendance shall be limited to Section members and invited guests approved by the
37 Board of Directors. The Section shall hold informational meetings with the Section
38 membership each year, whenever possible.
39

40 **Section 2: Special Meetings**
41

42 The President, with the approval of a majority of the Directors, has authority to call a
43 special meeting of the general Section membership. The President must call a special
44 meeting if one hundred (100) members request one in writing.
45
46
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48

1 **Section 3: Notice of Meeting Requirements**

2
3 Notice of time and place of Annual and any Special Membership meetings shall be sent
4 to all Section members at least thirty (30) days prior to the meeting.

5
6 **Section 4: Quorum**

7
8 A quorum shall consist of the presence at a meeting of twenty (20) members having
9 voting power.

10
11 **Section 5: Minutes**

- 12
13 **A.** The Executive Director shall keep the minutes of meetings and
14 proceedings of the general membership and Board of Directors.
15
16 **B.** The Executive Director shall submit to the Association minutes of
17 each meeting of the general Section membership within 45 days of
18 the date of the meeting.

19
20 **Section 6: Educational or Professional Programs**

21
22 An educational or professional program may be presented at any Section meeting. A
23 program held at the time of the Association meeting must be coordinated with the
24 Association schedule.

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28 **ARTICLE VII: BOARD OF DIRECTORS AND OFFICERS**

29
30 **Section 1: Board of Directors**

31
32 **A. Composition**

33
34 The Board of Directors shall consist of (i) the three principal
35 officers of the Section (the "Principal Officers"), that is, the
36 President, Vice President, and Treasurer, each of whom is a
37 Director, and (ii) two other Directors (the "Non-officer
38 Directors"), referred to herein as Non-officer Director #1 and Non-
39 officer Director #2. Each Director shall have one vote.

40
41 **B. Qualifications**

42
43 In order to be eligible for election to the Board of Directors a
44 person must be a member of the Section in good standing. Physical
45 Therapist Assistant, Retired Physical Therapist Assistant, and Life
46 Physical Therapist Assistant members are eligible for election to
47 the Board except for the offices of President and Vice President.
48

1 **C. Election of Directors**

2
3 The Principal Officers and the Non-officer Directors shall be
4 elected by mail vote of the membership, in accordance with Article
5 XI, Elections.

6
7 **D. Terms**

8
9 The terms of the Principal Officers and the Non-officer Directors
10 shall be three years or until the election and assumption to office of
11 their successors, in accordance with Article XI, Elections.

12
13 **E. Term Limits**

14
15 No person shall be elected to serve more than two (2) full
16 consecutive terms in the same Principal Office. For purposes of the
17 foregoing limitation, a person who has served at least one and one
18 half (1 ½) years of a three-year term in a position shall be deemed
19 to have served a full term in that position.

20
21 No person shall serve more than four (4) complete consecutive
22 terms on the Board of Directors.

23
24 **F. Vacancies**

25
26 In the event of a vacancy in the office of the President, the Vice
27 President shall succeed to the Presidency for the remainder of the
28 unexpired term. In the event of any vacancy in any other position
29 on the Board of Directors, the President shall have authority to
30 appoint an eligible member in good standing to fill the vacancy,
31 subject to the approval of the Board of Directors. In the event
32 vacancies exist in both the office of the Vice President and the
33 office of the President, the Board of Directors shall have authority
34 to appoint an eligible member in good standing to fill the office of
35 the President.

36
37 **G. Meetings and Conduct of Business**

38
39 **1. Regular Meetings**

40
41 The Board of Directors shall have a minimum of two (2)
42 face-to-face meetings each year: If the Association has a
43 Combined Sections Meeting, the Board's meeting shall be
44 held in conjunction with it. The time and place of each
45 regular meeting shall be determined by the Board.

1 **2. Special Meetings**

2
3 The Board at any meeting may schedule a special meeting
4 of the Board. The President may call a special meeting of
5 the Board.

6
7 The President must call a special meeting of the Board
8 upon the written petition of three Directors.

9
10 **3. Use of Telecommunications Equipment**

11 To the extent authorized or permitted by state law, the
12 Board may permit any or all members of the Board to
13 participate in a meeting by any means of communications
14 equipment the use of which enables all Directors
15 participating in the meeting to hear each other.

16
17
18 **4. Action without a Meeting**

19 To the extent authorized or permitted by state law the
20 Board may act without a meeting if all members of the
21 Board consent to the action in writing or by electronic
22 transmission.

23
24
25 **5. Notice**

26 Notice by the President of all meetings of the Board shall
27 be given to all members of the Board at least 5 days prior to
28 the date of the meeting.

29
30 **6. Quorum**

31 A quorum shall consist of the presence at a meeting of
32 three Directors.

33
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35
36 **H. Duties and Responsibilities of the Board**

37
38 **1.** The Board of Directors shall be responsible for managing
39 or directing the management of the business and affairs of
40 the Section.

41
42 **2.** Subject to the duty of Board members to act with care and
43 in the best interests of the Section, the Board of Directors
44 shall carry out mandates and policies determined by the
45 membership of the Section and shall make and enforce
46 policies that are consistent with such mandates and
47 policies.

1 **3.** The Board of Directors shall appoint and employ an
2 Executive Director, who shall serve at the discretion of the
3 Board.

4
5 **4.** The Board of Directors shall be responsible for approving
6 minutes of meetings of the Board.
7

8
9 **Section 2: Officers**

10
11 **A. President**

12 The President shall:

- 13
14
15 1. Call special meetings of the Board of Directors;
16
17 2. Preside at all meetings of the Board of Directors;
18
19 3. Be an ex officio member of all committees except the
20 Nominating Committee; and
21
22 4. Submit the Annual Report to the Association and such
23 other reports as may be required by the Association Board
24 of Directors.
25

26 **B. Vice President**

27 The Vice President shall:

- 28
29
30 1. Assume the duties of the President if the President is absent
31 or incapacitated;
32
33 2. Be an ex officio member of all designated committees as
34 outlined in the Strategic Planning programs adopted by the
35 Board of Directors; and
36

37 **C. Treasurer**

38 The Treasurer shall:

- 39
40
41 1. Oversee the maintenance of complete and accurate
42 financial records which shall be audited annually by a
43 Certified Public Accountant;
44
45 2. Submit the audited report in writing to the Board of
46 Directors;
47

- 1 3. Submit an annual financial report and proposed budget to
- 2 the Board of Directors;
- 3
- 4 4. Oversee the collection and disbursement of moneys as
- 5 mandated by the Section or the Board of Directors; and
- 6
- 7 5. Serve on the Finance Committee as Chair.
- 8

9 The Board of Directors may designate one or more Assistant Treasurers. In the absence
10 or incapacity of the Treasurer, an Assistant Treasurer may have such authority to carry
11 out responsibilities of the Treasurer under these Bylaws (other than acting as a Director)
12 as the Board may determine.

13

14

15 **ARTICLE VIII. COMMITTEES**

16

17 **Section 1: Finance Committee**

18

19 **A. Composition**

20

21 The Finance Committee shall have a least three (3) members in
22 addition to the Treasurer, who shall be Chair. Each of whom shall
23 be a current Section member in good standing.

24

25 **B. Function**

26

27 To advise the Board of Directors on matters pertaining to financial
28 needs, growth and stability, presentation of an annual budget to the
29 Board of Directors, investment policies, and compliance with
30 financial obligations to APTA.

31

32 **C. Appointment**

33

34 The Treasurer shall recommend individuals for appointment as
35 members of the Finance Committee, but the Board of Directors
36 shall not be required to appoint only individuals recommended by
37 the Treasurer.

38

39 **D. Term**

40

41 Each appointed member of the Finance Committee shall serve a
42 term of three (3) years.

43

44

45 **Section 2: Nominating Committee**

46

47 **A. Qualifications**

1 The Nominating Committee shall consist of three (3) members in
2 good standing.

3
4 **B. Election**

5
6 Members of the Nominating Committee shall be elected by vote of
7 the members of the Section. One member of the Nominating
8 Committee shall be elected each year, by mail ballot in November.

9
10 **C. Term**

11
12 A member of the Committee shall serve for a term of three years or
13 until the election of his/her successor. The senior member of the
14 Committee shall serve as Chair. No member shall be elected to
15 successive complete terms.

16
17 **D. Vacancies**

18
19 Any vacancy shall be filled by the Board of Directors until the next
20 regular election, at which time the vacant position shall be filled
21 for the remainder of the term by mail ballot.

22
23 **Section 3: Other Committees**

24
25 Such other committees, standing or special, shall be established by the
26 Board of Directors as deemed necessary to carry on the work of the
27 Section. Members of appointed committees shall be current Section
28 members in good standing.

29
30
31 **ARTICLE IX: OFFICIAL PUBLICATIONS**

32
33 **Section 1: Official Publications**

34
35 **A. Journal of Orthopaedic and Sports Physical Therapy**

36
37 *The Journal of Orthopaedic and Sports Physical Therapy* is an
38 official publication of the Orthopaedic Section and the Sports
39 Physical Therapy Section.

40
41 **B. Orthopaedic Physical Therapy Practice**

42
43 *Orthopaedic Physical Therapy Practice* is an official publication
44 of the Orthopaedic Section.

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4 **Section 2: Publication as Notice**

5
6 Publication in *Orthopaedic Physical Therapy Practice* or *The Journal of*
7 *Orthopaedic and Sports Physical Therapy* of meeting notices, issues to
8 vote upon, or a slate of nominees shall constitute official notice to all
9 members, provided *Orthopaedic Physical Therapy Practice* or *The*
10 *Journal* has been mailed thirty (30) days prior to the meeting date or the
11 deadline for receipt of a mailed ballot.
12

13
14 **ARTICLE X. DELEGATE TO THE ASSOCIATION'S HOUSE OF**
15 **DELEGATES**

16
17 **Section 1: Qualifications**

- 18
19 **A.** Only Physical Therapist and Physical Therapist Assistant members
20 who have been members of the Section in any category of
21 membership in good standing for two (2) years immediately
22 preceding may serve as a Section Delegate.
23
24 **B.** A Section Delegate may not, in the same year, serve as a Chapter
25 or Assembly Delegate.
26
27 **C.** The Section shall notify Association headquarters of the name of
28 Section Delegate, as required by the Association and the Standing
29 Rules of the House of Delegates.
30
31 **D.** The Section must be represented in the House of Delegates
32 annually.
33

34 **Section 2: Election and Term**

- 35
36 **A.** A Section Delegate and alternate shall be appointed by the Board
37 of Directors at the Annual Meeting.
38
39 **B.** The Section Delegate and alternate shall serve for a two (2) year
40 term.
41

42 **Section 3: Duties of Delegates**

- 43
44 **A.** To attend the annual and special meetings of the House of
45 Delegates of the Association.
46
47 **B.** To present to the House of Delegates such matters as are ordered
48 by the Board of Directors.

1 **ARTICLE XI. ELECTIONS**

2
3 **Section 1: Nominations and Offices**

- 4
5 **A.** The Nominating Committee shall prepare a slate of candidates.
6 Only those members who have given written consent to serve may
7 be slated. The slate shall be published on the Orthopaedic Section
8 Web Site.
9
10 **B.** Nominees for Treasurer shall have served on the Finance
11 Committee for no less than one (1) year from the time they would
12 assume the office of Treasurer at the end of the Annual Meeting.
13 This limitation shall not apply if both the Finance Committee and
14 the Board of Directors adopt a resolution stating that the limitation
15 should not apply to a named individual(s).
16

17 **Section 2: Election Cycle**

18
19 The members of the Board of Directors shall be elected as follows:

- 20
21 **A.** The President and Vice-President shall be elected on a staggered
22 basis with the Vice-President being elected the year following the
23 election of the President. The respective elections shall take place
24 every three years.
25
26 **B.** In the next year the Treasurer and Non-officer Director #1 shall be
27 elected.
28
29 **C.** In the next year Non-officer Director #2 shall be elected.
30
31 **D.** Newly elected members of the Board shall assume office at the
32 close of the Annual Section Membership Meeting.
33

34 **Section 3: Election Ballot**

- 35
36 **A.** Elections shall be conducted via mailed ballot in November of
37 each year and coordinated by the Nominating Committee. Ballots
38 shall permit voters to write in the name of a member who is
39 qualified under Article VII, Section 1, and has given written
40 consent to serve if elected. The Nominating Committee will
41 present its selections in an October mailing to all voting Section
42 members and post on the Section Web Site. Additional candidates
43 may be nominated by written petition of 25 members for each
44 candidate. The petition candidates would be on the November
45 ballot mailing along with the candidates slated by the Nominating
46 Committee. A minimum return of mail-in ballots consisting of
47 valid ballots returned from at least five (5) percent of the eligible
48 voters is required for the election to be valid. The results of the

1 election shall be announced at the Annual Section Membership
2 Meeting.

3
4 **B.** The Nominating Committee, whenever possible, shall nominate at
5 least two (2) candidates for each position to be filled. In any
6 election for a Principal Officer position or for only one Non-officer
7 Director position or for only one position on the Nominating
8 Committee, the candidate that receives the most votes cast shall be
9 elected. All ties shall be broken by drawing of lots by the
10 Nominating Committee.

11
12 **C.** If two or more Non-officer Directors are to be elected under any
13 proviso to these Bylaws for terms of different lengths, voters may
14 vote for up to as many positions as are to be filled, and the
15 candidates that receive the most votes shall be elected. In such a
16 case, the candidate that receives the most votes shall be deemed
17 elected to the position with the longest term, the candidate that
18 receives the next most votes shall be deemed elected to the
19 position with the next longest term, and so forth.

20
21 **D.** If two or more members of the Nominating Committee are to be
22 elected under any proviso to these Bylaws for terms of different
23 lengths, voters may vote for up to as many positions as are to be
24 filled, and the candidates that receive the most votes shall be
25 elected. In such a case, the candidate that receives the most votes
26 shall be deemed elected to the position with the longest term, the
27 candidate that receives the next most votes shall be deemed elected
28 to the position with the next longest term, and so forth.

29
30
31 **ARTICLE XII. FINANCE**

32
33 **Section 1: Fiscal Year**

34
35 The fiscal year of the Section shall be the same as that of the Association.

36
37 **Section 2: Limitation on Expenditures**

38
39 No officer, employee or committee shall expend any money not provided in the budget as
40 adopted, or spend any money in excess of the budget allotment, except by order of the
41 Section's Board of Directors. The Board of Directors shall not commit the Section to any
42 financial obligation in excess of its current financial resources.

43
44 **Section 3: Dues**

45
46 **A.** Section dues shall be as follows:

47
48 Physical Therapist: \$50.00

1 Physical Therapist – Post-Professional Student: \$15.00
 2 Physical Therapist Assistant, Retired Physical Therapist and
 3 Retired Physical Therapist Assistant: \$30.00
 4 Student Physical Therapist and Student Physical Therapist
 5 Assistant: \$15.00
 6 Life Physical Therapist and Life Physical Therapist Assistant:
 7 zero dollars
 8 Changes in dues are to be recommended by the Finance Committee
 9 to the Board of Directors, which in turn makes recommendations
 10 to the Section membership. Changes approved by the Section
 11 membership must also meet Association approval before August
 12 1st and shall become effective on the first day of the next fiscal
 13 year.

14
 15 **B.** All dues shall be for the period specified in the Association’s
 16 bylaws.

17
 18 **C.** All dues changes approved by the Section membership and
 19 approved by the Association’s Board of Directors before the
 20 Association’s deadline will become effective on the first of the
 21 Association’s next fiscal year.

22
 23 **Section 4: Submission of Financial Records to Association**

24
 25 The Section shall submit their annual financial statements, tax returns, and audit report to
 26 the Association when and as directed by APTA Headquarters.

27
 28
 29 **ARTICLE XIII. DISSOLUTION**

30
 31 **Section 1: Involuntary Dissolution**

32
 33 The Section may be involuntarily dissolved in accordance with the Association’s bylaws.

34
 35 **Section 2: Voluntary Dissolution**

36
 37 The Section may dissolve subject to a recommendation to dissolve supported by no less
 38 than two-thirds (2/3) vote of the members of the Section’s Board of Directors and
 39 adopted by two-thirds (2/3) of the Section’s members.

40 **Section 3: Distribution of Property and Records**

41
 42 In the event that the Section is dissolved, all property and records of the Section shall,
 43 after payment of its bona fide debts, be conveyed to the Association.

44
 45
 46 **ARTICLE XIV. PARLIAMENTARY AUTHORITY**

1 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall
2 govern the Section in all cases to which they are applicable and in which they are not
3 inconsistent with these bylaws and any rules of order adopted by the Section.
4

5 **ARTICLE XV. AMENDMENTS**

7 **Section 1: Mail Ballot Amendments**

8
9 The Section Bylaws may be amended in whole or in part by means of a mail ballot as
10 provided in this Section. The Board of Directors on its own initiative may bring before
11 the Annual Section Membership Meeting for discussion any proposed amendment of the
12 Section Bylaws. The Board of Directors shall bring before the Annual Section
13 Membership Meeting for discussion any petition to amend the Bylaws signed by at least
14 one hundred (100) members of the Section, provided that the petition is submitted to the
15 Board at least thirty (30) days prior to the Annual Section Membership Meeting.
16

17 The Vice-President shall submit to the general membership for a vote any proposed
18 amendment discussed at the Annual Section Membership Meeting (i) if a majority vote at
19 the Annual Section Membership Meeting favored submitting the proposal to the general
20 membership or (ii) if the Board of Directors approves submitting the proposal to the
21 general membership. The Vice-President shall submit any such proposed amendment to
22 the general membership by (i) publishing it in an official publication of the Section and
23 (ii) sending a ballot to all members, in each case at least thirty (30) days prior to the
24 deadline for returning the ballot to the Section.
25

26 In order for any proposed amendment to be adopted, the Section must receive by the
27 deadline valid ballots from at least five percent (5%) of the eligible voters and at least
28 two thirds (2/3) of the valid ballots must contain a vote in favor of the proposed
29 amendment.
30

31 Amendments to the Section bylaws become effective upon approval in writing by the
32 Association's Board of Directors. (Exception: Changes in Section dues become
33 effective on the first of the Association's next fiscal year following approval.)
34

35 **Section 2: Editorial Amendments or Amendments Necessitated by Association** 36 **Action**

37
38 If the intent of an amendment is editorial or to bring the Section's bylaws into agreement
39 with those of the Association, the amendment shall be made as required by the Bylaws
40 Chair and shared with the Board of Directors. The Bylaws Chair shall notify the
41 Section's membership that such amendments have been made.
42
43

44 **ARTICLE XVI. ASSOCIATION AS HIGHER AUTHORITY**

45
46 In addition to these Section bylaws, the Section is governed by the Association's bylaws
47 and standing rules, and by Association's House of Delegates and Board of Directors
48 policies.

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Adopted (August, 1984), Amended February 1986; December 1988; August 1990; July
1991; March 1993; February 1996; February 1997; February 1998; February 1999,
February 2001; Restated July 2003; February 2005; January 2006; December 2006;
January 2009; January 2012.