

## Academy of Orthopaedic Physical Therapy, APTA, Inc.

### Proposed Bylaws Amendments for Presentation to the Membership

**Background:** This proposal provides for amendments to the bylaws of the Academy of Orthopaedic Physical Therapy, APTA, Inc. for expansion of the Board of Directors to include an additional two directors and the chairs of the Education, Practice, and Research Chairs.

**Key:** Bold and underlined is new language. Strike-through is language to be struck. SS=Support Statement

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#1. That Article VII: Board of Directors and Officers, Section 1: Board of Directors, A. Composition be amended by substitution as follows:

ARTICLE VII: BOARD OF DIRECTORS AND OFFICERS

Section 1: Board of Directors

A. Composition

1. The Board of Directors (***BOD***) shall consist of (i) the three ***Principal Officers*** of the Academy (the “Principal Officers”), that is, the President, Vice President, and Treasurer, each of whom is a Director, and (ii) ~~two~~ ***four*** other Directors (the “Non-officer Directors”), referred to herein as Non-officer Directors #1, ~~and Non-officer Director #2, #3, and #4, and.~~ ***Each Director shall have one vote. (iii) the three ex officio members comprised of the Education, Practice, and Research Committee Chairs who are appointed by the BOD.***
2. ***The Executive Committee shall consist of the three Principal Officers and two elected Non-Officer Directors who are elected annually by the Board.***
3. ***All members of the Board of Directors, including ex officio members, shall have one vote.***

SS: The ongoing and new initiatives of the Academy require additional Board members to carry out the ongoing work of this growing component. In addition, feedback from the membership in the past was supportive of expanding the board. The executive committee will comprise the principle officers and two elected Non-officer Directors. The intent of defining the executive committee is to allow this sub set of individuals to conduct urgent business matters that may not impact the entire BOD. The current Board of Directors are in favor of these changes, especially making the Practice, Research, and Education Chairs voting board members. These three Chairs currently attend all Board meetings and participate in discussions and deliberations.

#2. That Article VII: Board of Directors and Officers, Section 1: Board of Directors, D. Terms be amended by adding a new paragraph so that it reads:

D. Terms

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

***The terms of the Education, Practice, and Research Chairs, ex officio members, will be for three years or until the appointment and assumption to office of their successors.***

SS: The amendment specifies the term for the Education, Practice, and Research Chairs as the same as the other Directors.

#3. That Article VII: Board of Directors and Officers, Section 1: Board of Directors, E. Term Limits be amended in two places by inserting the word "elected" between the words "No" and "person" in the second paragraph and adding a new sentence at the end of the second paragraph so that it reads:

E. Term Limits

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

No *elected* person shall serve more than four (4) complete consecutive terms on the Board of Directors. *No appointed person to the Board shall serve more than three (3) complete consecutive terms on the Board of Directors.*

SS: The amendment specifies the maximum number of terms for elected and appointed persons to the Board of Directors.

#4. That Article VII: Board of Directors and Officers, Section 2: Officers, A. President be amended by adding a new sub-paragraph 3. and renumbering the following, so that it reads:

Section 2: Officers

A. President

The President shall:

1. Call special meetings of the Board of Directors;
2. Preside at all meetings of the Board of Directors;
- 3. *Serve as the Alternate Section Delegate to the APTA House of Delegates on behalf of the Academy;***
4. Be an ex officio member of all committees except the Nominating Committee; and
5. Submit the Annual Report to the Association and such other reports as may be required by the Association Board of Directors.

SS: This amendment clarifies that the President's duties include serving as the Alternate Delegate for the Academy at the Association's House of Delegates.

#5 Article VIII. Committees should be amended by inserting three new sections to represent the Education Committee, Practice Committee, and Research Committee, so that it reads:

**Section 3: Education Committee**

**A. Qualifications**

**The Education Committee shall consist of members, all of whom are in good standing.**

**B. Function**

**To provide accessible and cost-effective professional development opportunities for members through various methods including pre- conference and educational programming at CSM and off-site regional courses on relevant and current topics. The committee also serves as an advisor for planning the Annual Academy of Orthopaedic Physical Therapy Meeting.**

**C. Appointment**

**All members of the Education Committee shall be appointed by the Board of Directions. In addition, the Chair of the Committee shall serve as an ex officio member of the Board of Directors.**

**D. Term**

**A member of the Education Committee shall serve for a term of three years or until the appointment of his/her successor. The Board of Directors shall appoint the Chair of the committee and are not obligated to appoint an incumbent member of the committee.**

**E. Vacancies**

**Any vacancy shall be filled by the Board of Directors for the remainder of the term.**

**Section 4: Practice Committee**

**Qualifications**

**A. Qualifications**

**The Practice Committee shall consist of members who are in good standing.**

**B. Function**

**To provide advice and counsel to the Academy of Orthopaedic Physical Therapy Board on issues, plans, policies, procedures, and external and internal environment issues that affect the future of orthopaedic physical therapy practice and the profession.**

**C. Appointment**

**All members of the Practice Committee shall be appointed by the Board of Directors. In addition, the Chair of the Committee shall be appointed by the Board and serve as an ex officio member of the Board of Directors. The Chair of the Practice Committee shall serve as the Academy's Section Delegate to the House of Delegates.**

**D. Term**

**A member of the Practice Committee shall serve for a term of three years or until the appointment of his/her successor. The Board of Directors shall appoint the Chair of the committee and are not obligated to appoint an incumbent member of the committee.**

**E. Vacancies**

**Any vacancy shall be filled by the Board of Directors for the remainder of the term.**

**Section 5: Research Committee**

**A. Qualifications**

**The Research Committee shall consist of members who are in good standing.**

**B. Function**

**To promote the development and improvement of orthopaedic physical therapy research at all levels.**

**C. Appointment**

**All members of the Research Committee shall be appointed by the Board of Directors. In addition, the Chair of the Committee shall serve as an ex officio member of the Board of Directors.**

**D. Term**

**A member of the Research Committee shall serve for a term of three years or until the appointment of his/her successor. The Board of Directors shall appoint the Chair of the committee and are not obligated to appoint an incumbent member of the committee.**

**D. Vacancies**

**Any vacancy shall be filled by the Board of Directors for the remainder of the term.**

SS: The addition of these three committees chair's reflects the central role they have for the Academy, and align with the addition of the Education, Practice, and Research Chairs to the Board of Directors.

#6. That Article X Delegate to the Association's House of Delegates, Section 1: Qualifications, be amended by inserting a new paragraph A, and re-lettering the following paragraphs, so that it reads:

Section 1: Qualifications

- A. **The Academy's Section Delegate shall be the Chair of the Practice Committee. If the Practice Chair is unable to fulfill this role, the President, as the Alternate Delegate, will represent the Academy as the Section Delegate.**
- B. Only Physical Therapist and Physical Therapist Assistant members who have been members of the Academy in any category of membership in good standing for two (2) years immediately preceding may serve as a Section Delegate.
- C. An Academy Section or Alternate Delegate may not, in the same year, serve as a Chapter or Assembly Delegate.
- D. The Academy shall notify Association headquarters of the name of Academy Delegate, as required by the Association and the Standing Rules of the House of Delegates.
- E. The Academy must be represented in the House of Delegates annually.

SS: This amendment updates the bylaws to reflect the custom of the Academy in recent years to appoint the Practice Chair as the Section Delegate, and to have the President serve as the Alternate Delegate. It is important that the Academy be represented by individuals who are knowledgeable in practice and policy issues.



#6. That Article X Delegate to the Association's House of Delegates, Section 2: Election and Term, be amended by substitution, so that reads:

**Section 2: Election and Term**

- A. ~~An Academy Delegate and alternate shall be appointed by the Board of Directors at the Annual Meeting~~ ***The Practice Chair is appointed by the Board of Directors and serves as the Section Delegate. The President is elected by the membership and serves as the Alternate Delegate.***
- B. ~~The Academy Delegate and alternate shall serve for a two (2) year term.~~ ***The term for the Academy's Section Delegate and that of the Alternate Delegate shall coincide with the terms of the Practice Committee Chair and the Academy President respectively.***

SS: This amendment updates the bylaws and specifies that the term of the Section Delegate are Alternate Delegate coincide with the Board terms for the Practice Chair and President, respectively.

#7. That Article XI. Elections, Section 2: Election Cycle be amended by inserting the word "two" in front of the words "Non-Officer" in paragraph B and C., and striking the #1 and #2 in paragraphs B and C, respectively, and adding a proviso, so that it reads:

**Section 2: Election Cycle**

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

- A. The President and Vice-President shall be elected on a staggered basis with the Vice-President being elected the year following the election of the President. The respective elections shall take place every three years.
- B. In the next year, the Treasurer and two Non-officer Directors ~~#1~~ shall be elected.
- C. In the next year, two Non-officer Directors ~~#2~~ shall be elected.
- D. Newly elected members of the Board shall assume office at the close of the Annual Academy Membership Meeting.

**PROVISO: Beginning in 2019, the election cycle will proceed as follows:**

**2020 Vice President and new Non-Officer Director (#3)**

**2021 Treasurer, new Non-Officer Director (#4), and Non-Officer Director #2**

**2022 President and Non-Officer Director #1**

**2023 Vice President and Non-Officer Director (#3)**

**2024 Treasurer and Non-Officer Directors (#2 and #4)**

SS: With the addition of two new Non-officer Directors, the Academy election cycle will be changed to include these two new positions.

#8. That Article XV. Amendments,

Section 1: As required by the APTA Parliamentarian so this section now reads:

The Academy ~~b~~Bylaws may be amended in whole or in part by means of a mail ballot as provided in this Academy. The Board of Directors on its own initiative may bring before the Annual Academy Membership Meeting, for discussion and amendment, any proposed amendment of the Academy ~~b~~Bylaws.

The Board of Directors shall bring before the Annual Academy Membership Meeting, for discussion and amendment, any petition to amend the ~~b~~Bylaws signed by at least one hundred (100) members of the Academy, provided that the petition is submitted to the Board at least thirty (30) days prior to the Annual Academy Membership Meeting.

SS: Ratification of the bylaws per Roberts rules of order requires discussion and possible amendments at the annual membership meeting prior to the vote by the general membership.

Section 2: Editorial Amendments or Amendments Necessitated by Association Action be amended by striking Bylaws Chair and inserting Vice President in two places, so that it reads:

If the intent of an amendment is editorial or to bring the Academy's bylaws into an agreement with those of the Association, the amendment shall be made as required by the Vice President ~~Bylaws Chair~~ and shared with the Board of Directors. The Vice President ~~Bylaws Chair~~ shall notify the Academy's membership that such amendments have been made.

SS: The Academy does not have a standing bylaws committee. The responsibility for presenting bylaws to the membership falls to the Vice President, and therefore, editorial and required changes to the bylaws should also be performed by the Vice President.