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Bylaws of
Academy of Orthopaedic Physical Therapy, APTA, Inc.
(A Delaware Nonstock Corporation)

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

3
4 This corporation, Academy of Orthopaedic Physical Therapy, APTA, Inc. (the
5 “Academy”) shall be a component of the American Physical Therapy Association (the
6 “Association”).
7

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9 **ARTICLE II. PURPOSE**

10
11 The purpose of the Academy shall be to provide a means by which Association members
12 having a common interest in orthopaedic physical therapy may meet, confer, and promote
13 their common interests.
14

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16 **ARTICLE III. OBJECTIVES**

17
18 The objectives of the Academy shall be to:

- 19
20 1. Provide for interchange and dissemination of information about current trends and
21 practices related to orthopaedic physical therapy; and
22 2. Identify resource people and materials, and address areas of concern related to
23 orthopaedic physical therapy; and
24 3. Foster research in the area of orthopaedic physical therapy; and
25 4. Promote the development and implementation of orthopaedic specialization and
26 special interests; and
27 5. Serve as a major source of information on orthopaedic physical therapy for
28 society and the profession of physical therapy.
29

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31 **ARTICLE IV. MEMBERSHIP**

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

34
35 The Academy membership categories and qualifications for Physical Therapist, Retired
36 Physical Therapist, Life Physical Therapist, Student Physical Therapist, Physical
37 Therapist Assistant, Retired Physical Therapist Assistant, Life Physical Therapist
38 Assistant, PT – Post Professional Student, and Student Physical Therapist Assistant shall
39 be the same as those of the Association.
40

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

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

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

4 Any member of the Association in a category specified in Section 1 above may join the
5 Academy as a member in the corresponding category by submitting an application for
6 membership and payment of the Academy dues, if any, applicable to the membership
7 category.
8

9 **Section 4: Good Standing**
10

11 An Academy member is in good standing within the meaning of these bylaws if the
12 member is in good standing in the Association.
13

14 **Section 5: Disciplinary Action**
15

16 Any member of the Academy whose membership rights and privileges are suspended by
17 the Association shall have his or her membership rights and privileges in the Academy
18 suspended. Any member who is expelled from membership in the Association shall be
19 expelled from Academy membership.
20

21 **Section 6: Reinstatement**
22

23 Any former member of the Academy who is in good standing in the Association may be
24 reinstated to membership in the Academy by payment of the required Academy dues.
25

26
27 **ARTICLE V. SPECIAL (SIG) AND EDUCATIONAL (EIG) INTEREST**
28 **GROUPS**
29

30 **Section 1: Special Interest Groups**
31

32 **A.** A special interest group shall:
33

- 34 1. Operate under the SIG EIG Rules of Order and Policies that
35 shall not be inconsistent with Academy or Association
36 bylaws and that shall be approved by the Academy's Board
37 of Directors.
38
- 39 2. Not levy special assessments that carry punitive action or
40 loss of good standing.
41

42 **B.** May be established and/or dissolved in accordance with the rules
43 and conditions specified by the Academy's Board of Directors.
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3 **Section 2: Education Interest Groups**
4

- 5 A. An Education Interest Group shall:
6
7 1. Operate under the SIG EIG Rules of Order and Policies that
8 shall not be inconsistent with Academy or Association
9 bylaws and that shall be approved by the Academy's Board
10 of Directors.
11
12 2. Not levy special assessments that carry punitive action or
13 loss of good standing.
14
15 B. May be established and/or dissolved in accordance with the rules
16 and conditions specified by the Academy's Board of Directors.
17

18 **Section 3: Limitations**
19

- 20 A. Special and Education interest groups are subject to the following
21 limitations:
22
23 1. Bylaws and policies of the Association and the Academy.
24
25 2. No special or education interest group shall profess or
26 imply that it speaks for or represents the Academy or
27 members other than those currently holding membership in
28 the special or education interest group unless authorized by
29 the Academy's Board of Directors.
30
31

32 **ARTICLE VI. MEMBERSHIP MEETINGS**
33

34 **Section 1: Annual Meeting**
35

36 The Academy shall hold an annual meeting of the general Academy membership for the
37 conduct of business at the time and place of the Association Combined Sections Meeting.
38 Attendance shall be limited to Academy members and invited guests approved by the
39 Board of Directors. The Academy shall hold informational meetings with the Academy
40 membership each year, whenever possible.
41

42 **Section 2: Special Meetings**
43

44 The President, with the approval of a majority of the Directors, has authority to call a
45 special meeting of the general Academy membership. The President must call a special
46 meeting if one hundred (100) members request one in writing.
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Section 3: Notice of Meeting Requirements

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

Section 4: Quorum

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

Section 5: Minutes

- A. The Executive Director shall keep the minutes of meetings and proceedings of the general membership and Board of Directors.
- B. The Executive Director shall submit to the Association minutes of each meeting of the general Academy membership within 45 days of the date of the meeting.

Section 6: Educational or Professional Programs

An educational or professional program may be presented at any Academy meeting. A program held at the time of the Association meeting must be coordinated with the Association schedule.

ARTICLE VII: BOARD OF DIRECTORS AND OFFICERS

Section 1: Board of Directors

A. Composition

The Board of Directors 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 other Directors (the “Non-officer Directors”), referred to herein as Non-officer Director #1 and Non-officer Director #2. Each Director shall have one vote.

B. Qualifications

In order to be eligible for election to the Board of Directors a person must be a member of the Academy in good standing.

1 Physical Therapist Assistant, Retired Physical Therapist Assistant,
2 and Life Physical Therapist Assistant members are eligible for
3 election to the Board except for the offices of President and Vice
4 President.

5
6 **C. Election of Directors**

7
8 The Principal Officers and the Non-officer Directors shall be
9 elected by mail vote of the membership, in accordance with Article
10 XI, Elections.

11
12 **D. Terms**

13
14 The terms of the Principal Officers and the Non-officer Directors
15 shall be three years or until the election and assumption to office of
16 their successors, in accordance with Article XI, Elections.

17
18 **E. Term Limits**

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

25
26 No person shall serve more than four (4) complete consecutive
27 terms on the Board of Directors.

28
29 **F. Vacancies**

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

41
42 **G. Meetings and Conduct of Business**

43
44 **1. Regular Meetings**

45
46 The Board of Directors shall have a minimum of two (2)
47 face-to-face meetings each year: If the Association has a

1 Combined Sections Meeting, the Board's meeting shall be
 2 held in conjunction with it. The time and place of each
 3 regular meeting shall be determined by the Board.
 4

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 6
 7 **2. Special Meetings**

8
 9 The Board at any meeting may schedule a special meeting
 10 of the Board. The President may call a special meeting of
 11 the Board.
 12

13 The President must call a special meeting of the Board
 14 upon the written petition of three Directors.
 15

16 **3. Use of Telecommunications Equipment**

17
 18 To the extent authorized or permitted by state law, the
 19 Board may permit any or all members of the Board to
 20 participate in a meeting by any means of communications
 21 equipment the use of which enables all Directors
 22 participating in the meeting to hear each other.
 23

24 **4. Action without a Meeting**

25
 26 To the extent authorized or permitted by state law the
 27 Board may act without a meeting if all members of the
 28 Board consent to the action in writing or by electronic
 29 transmission.
 30

31 **5. Notice**

32
 33 Notice by the President of all meetings of the Board shall
 34 be given to all members of the Board at least 5 days prior to
 35 the date of the meeting.
 36

37 **6. Quorum**

38
 39 A quorum shall consist of the presence at a meeting of
 40 three Directors.
 41

42 **H. Duties and Responsibilities of the Board**

- 43
 44 **1.** The Board of Directors shall be responsible for managing
 45 or directing the management of the business and affairs of
 46 the Academy.

- 1 2. Subject to the duty of Board members to act with care and
2 in the best interests of the Academy, the Board of
3 Directors shall carry out mandates and policies determined
4 by the membership of the Academy and shall make and
5 enforce policies that are consistent with such mandates
6 and policies.
7
8 3. The Board of Directors shall appoint and employ an
9 Executive Director, who shall serve at the discretion of the
10 Board.
11
12 4. The Board of Directors shall be responsible for approving
13 minutes of meetings of the Board.
14
15

16 **Section 2: Officers**

17
18 **A. President**

19
20 The President shall:

- 21
22 1. Call special meetings of the Board of Directors;
23
24 2. Preside at all meetings of the Board of Directors;
25
26 3. Be an ex officio member of all committees except the
27 Nominating Committee; and
28
29 4. Submit the Annual Report to the Association and such
30 other reports as may be required by the Association Board
31 of Directors.
32

33 **B. Vice President**

34
35 The Vice President shall:

- 36
37 1. Assume the duties of the President if the President is absent
38 or incapacitated;
39
40 2. Be an ex officio member of all designated committees as
41 outlined in the Strategic Planning programs adopted by the
42 Board of Directors; and
43

44 **C. Treasurer**

45
46 The Treasurer shall:
47

1. Oversee the maintenance of complete and accurate financial records which shall be audited annually by a Certified Public Accountant;
2. Submit the audited report in writing to the Board of Directors;
3. Submit an annual financial report and proposed budget to the Board of Directors;
4. Oversee the collection and disbursement of moneys as mandated by the Academy or the Board of Directors; and
5. Serve on the Finance Committee as Chair.

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

ARTICLE VIII. COMMITTEES

Section 1: Finance Committee

A. Composition

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

B. Function

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

C. Appointment

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

D. Term

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

3
4
5 **Section 2: Nominating Committee**

6
7 **A. Qualifications**

8
9 The Nominating Committee shall consist of three (3) members in
10 good standing.

11
12 **B. Election**

13
14 Members of the Nominating Committee shall be elected by vote of
15 the members of the Academy. One member of the Nominating
16 Committee shall be elected each year, by mail ballot in November.

17
18 **C. Term**

19
20 A member of the Committee shall serve for a term of three years or
21 until the election of his/her successor. The member having the
22 greatest number of years on the committee shall serve as Chair. No
23 member shall be elected to successive complete terms.

24
25 **D. Vacancies**

26
27 Any vacancy shall be filled by the Board of Directors until the next
28 regular election, at which time the vacant position shall be filled
29 for the remainder of the term by mail ballot.

30
31 **Section 3: Other Committees**

32
33 Such other committees, standing or special, shall be established by the
34 Board of Directors as deemed necessary to carry on the work of the
35 Academy. Members of appointed committees shall be current Academy
36 members in good standing.

37
38
39 **ARTICLE IX: OFFICIAL PUBLICATIONS**

40
41 **Section 1: Official Publications**

42
43 **A. Journal of Orthopaedic and Sports Physical Therapy**

44
45 *The Journal of Orthopaedic and Sports Physical Therapy* is an
46 official publication of the Academy of Orthopaedic Physical
47 Therapy and the Sports Physical Therapy Section.

1
2 **B. Orthopaedic Physical Therapy Practice**
3

4 *Orthopaedic Physical Therapy Practice* is an official publication
5 of the Academy of Orthopaedic Physical Therapy.
6
7
8

9 **Section 2: Publication as Notice**

10
11 Publication in *Orthopaedic Physical Therapy Practice*, *The Journal of*
12 *Orthopaedic and Sports Physical Therapy*, Academy of Orthopaedic
13 Physical Therapy website (orthopt.org), or Osteo-blast, of meeting notices,
14 issues to vote upon, or a slate of nominees shall constitute official notice
15 to all members, provided notice has been mailed, posted or blasted to the
16 membership thirty (30) days prior to the meeting date or the deadline for
17 receipt of a mailed ballot.
18
19

20 **ARTICLE X. DELEGATE TO THE ASSOCIATION'S HOUSE OF**
21 **DELEGATES**
22

23 **Section 1: Qualifications**
24

- 25 **A.** Only Physical Therapist and Physical Therapist Assistant members
26 who have been members of the Academy in any category of
27 membership in good standing for two (2) years immediately
28 preceding may serve as an Academy Delegate.
29
30 **B.** An Academy Delegate may not, in the same year, serve as a
31 Chapter or Assembly Delegate.
32
33 **C.** The Academy shall notify Association headquarters of the name of
34 Academy Delegate, as required by the Association and the
35 Standing Rules of the House of Delegates.
36
37 **D.** The Academy must be represented in the House of Delegates
38 annually.
39

40 **Section 2: Election and Term**
41

- 42 **A.** An Academy Delegate and alternate shall be appointed by the
43 Board of Directors at the Annual Meeting.
44
45 **B.** The Academy Delegate and alternate shall serve for a two (2) year
46 term.
47

1 **Section 3: Duties of Delegates**

- 2
- 3 A. To attend the annual and special meetings of the House of
- 4 Delegates of the Association.
- 5
- 6 B. To present to the House of Delegates such matters as are ordered
- 7 by the Board of Directors.
- 8
- 9

10 **ARTICLE XI. ELECTIONS**

11

12 **Section 1: Nominations and Offices**

- 13
- 14 A. The Nominating Committee shall prepare a slate of candidates.
- 15 Only those members who have given written consent to serve may
- 16 be slated. The slate shall be published on the Academy of
- 17 Orthopaedic Physical Therapy Web Site.
- 18
- 19 B. Nominees for Treasurer shall have served on the Finance
- 20 Committee for no less than one (1) year from the time they would
- 21 assume the office of Treasurer at the end of the Annual Meeting.
- 22 This limitation shall not apply if both the Finance Committee and
- 23 the Board of Directors adopt a resolution stating that the limitation
- 24 should not apply to a named individual(s).
- 25

26 **Section 2: Election Cycle**

27

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

29

- 30 A. The President and Vice-President shall be elected on a staggered
- 31 basis with the Vice-President being elected the year following the
- 32 election of the President. The respective elections shall take place
- 33 every three years.
- 34
- 35 B. In the next year the Treasurer and Non-officer Director #1 shall be
- 36 elected.
- 37
- 38 C. In the next year Non-officer Director #2 shall be elected.
- 39
- 40 D. Newly elected members of the Board shall assume office at the
- 41 close of the Annual Academy Membership Meeting.
- 42

43 **Section 3: Election Ballot**

- 44
- 45 A. Elections shall be conducted via mailed ballot in November of
- 46 each year and coordinated by the Nominating Committee. Ballots
- 47 shall permit voters to write in the name of a member who is

1 qualified under Article VII, Section 1, and has given written
 2 consent to serve if elected. The Nominating Committee will
 3 present its selections in an October mailing to all voting Academy
 4 members and post on the Academy Web Site. Additional
 5 candidates may be nominated by written petition of 25 members
 6 for each candidate. The petition candidates would be on the
 7 November ballot mailing along with the candidates slated by the
 8 Nominating Committee. A minimum return of mail-in ballots
 9 consisting of valid ballots returned from at least five (5) percent of
 10 the eligible voters is required for the election to be valid. The
 11 results of the election shall be announced at the Annual Academy
 12 Membership Meeting.

13
 14 **B.** The Nominating Committee, whenever possible, shall nominate at
 15 least two (2) candidates for each position to be filled. In any
 16 election for a Principal Officer position or for only one Non-officer
 17 Director position or for only one position on the Nominating
 18 Committee, the candidate that receives the most votes cast shall be
 19 elected. All ties shall be broken by drawing of lots by the
 20 Nominating Committee.

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

30
 31 **D.** If two or more members of the Nominating Committee are to be
 32 elected under any proviso to these Bylaws for terms of different
 33 lengths, voters may vote for up to as many positions as are to be
 34 filled, and the candidates that receive the most votes shall be
 35 elected. In such a case, the candidate that receives the most votes
 36 shall be deemed elected to the position with the longest term, the
 37 candidate that receives the next most votes shall be deemed elected
 38 to the position with the next longest term, and so forth.

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 41 **ARTICLE XII. FINANCE**

42
 43 **Section 1: Fiscal Year**

44
 45 The fiscal year of the Academy shall be the same as that of the Association.
 46

1 **Section 2: Limitation on Expenditures**

2
3 No officer, employee or committee shall expend any money not provided in the budget as
4 adopted, or spend any money in excess of the budget allotment, except by order of the
5 Academy's Board of Directors. The Board of Directors shall not commit the Academy to
6 any financial obligation in excess of its current financial resources.
7

8 **Section 3: Dues**

9
10 **A.** Academy dues shall be as follows:

11
12 Physical Therapist: \$50.00

13 Physical Therapist – Post-Professional Student: \$15.00

14 Physical Therapist Assistant, Retired Physical Therapist and
15 Retired Physical Therapist Assistant: \$30.00

16 Student Physical Therapist and Student Physical Therapist
17 Assistant: \$15.00

18 Life Physical Therapist and Life Physical Therapist Assistant:
19 zero dollars

20 Changes in dues are to be recommended by the Finance Committee
21 to the Board of Directors, which in turn makes recommendations
22 to the Academy membership. Changes approved by the Academy
23 membership must also meet Association approval before August
24 1st and shall become effective on the first day of the next fiscal
25 year.
26

27 **B.** All dues shall be for the period specified in the Association's
28 bylaws.
29

30 **C.** All dues changes approved by the Academy membership and
31 approved by the Association's Board of Directors before the
32 Association's deadline will become effective on the first of the
33 Association's next fiscal year.
34

35 **D.** The Board of Directors may offer reduced rates for Academy dues
36 as an incentive to promote membership.
37

38 **Section 4: Submission of Financial Records to Association**

39
40 The Academy shall submit their annual financial statements, tax returns, and audit report
41 to the Association when and as directed by APTA Headquarters.
42

43
44 **ARTICLE XIII. DISSOLUTION**

45
46 **Section 1: Involuntary Dissolution**

1 The Academy may be involuntarily dissolved in accordance with the Association's
2 bylaws.

3
4 **Section 2: Voluntary Dissolution**

5
6 The Academy may dissolve subject to a recommendation to dissolve supported by no less
7 than two-thirds (2/3) vote of the members of the Academy's Board of Directors and
8 adopted by two-thirds (2/3) of the Academy's members.

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

10
11 In the event that the Academy is dissolved, all property and records of the Academy
12 shall, after payment of its bona fide debts, be conveyed to the Association.

13
14
15 **ARTICLE XIV. PARLIAMENTARY AUTHORITY**

16
17 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall
18 govern the Academy in all cases to which they are applicable and in which they are not
19 inconsistent with these bylaws and any rules of order adopted by the Academy.

20
21 **ARTICLE XV. AMENDMENTS**

22
23 **Section 1: Mail Ballot Amendments**

24
25 The Academy Bylaws may be amended in whole or in part by means of a mail ballot as
26 provided in this Academy. The Board of Directors on its own initiative may bring before
27 the Annual Academy Membership Meeting for discussion any proposed amendment of
28 the Academy Bylaws. The Board of Directors shall bring before the Annual Academy
29 Membership Meeting for discussion any petition to amend the Bylaws signed by at least
30 one hundred (100) members of the Academy, provided that the petition is submitted to
31 the Board at least thirty (30) days prior to the Annual Academy Membership Meeting.

32
33 The Vice-President shall submit to the general membership for a vote any proposed
34 amendment discussed at the Annual Academy Membership Meeting (i) if a majority vote
35 at the Annual Academy Membership Meeting favored submitting the proposal to the
36 general membership or (ii) if the Board of Directors approves submitting the proposal to
37 the general membership. The Vice-President shall submit any such proposed amendment
38 to the general membership by (i) publishing it in an official publication of the Academy
39 and (ii) sending a ballot to all members, in each case at least thirty (30) days prior to the
40 deadline for returning the ballot to the Academy.

41
42 In order for any proposed amendment to be adopted, the Academy must receive by the
43 deadline valid ballots from at least five percent (5%) of the eligible voters and at least
44 two thirds (2/3) of the valid ballots must contain a vote in favor of the proposed
45 amendment.

1 Amendments to the Academy bylaws become effective upon approval in writing by the
2 Association’s Board of Directors. (Exception: Changes in Academy dues become
3 effective on the first of the Association’s next fiscal year following approval.)
4

5 **Section 2: Editorial Amendments or Amendments Necessitated by Association**
6 **Action**
7

8 If the intent of an amendment is editorial or to bring the Academy’s bylaws into
9 agreement with those of the Association, the amendment shall be made as required by the
10 Bylaws Chair and shared with the Board of Directors. The Bylaws Chair shall notify the
11 Academy’s membership that such amendments have been made.
12

13
14 **ARTICLE XVI. ASSOCIATION AS HIGHER AUTHORITY**
15

16 In addition to these Academy bylaws, the Academy is governed by the Association’s
17 bylaws and standing rules, and by Association’s House of Delegates and Board of
18 Directors policies.
19

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21 *****
22 Adopted (August, 1984), Amended February 1986; December 1988; August 1990; July
23 1991; March 1993; February 1996; February 1997; February 1998; February 1999,
24 February 2001; Restated July 2003; February 2005; January 2006; December 2006;
25 January 2009; January 2012; January 2017; May 2018.