

Bylaws of

Academy of Orthopaedic Physical Therapy, APTA, Inc.

**An Academy of the American Physical Therapy Association
(A Delaware Nonstock Corporation)**

ARTICLE I. NAME AND RELATIONSHIP TO AMERICAN PHYSICAL THERAPY ASSOCIATION

Academy of Orthopaedic Physical Therapy, APTA, Inc. (the “Academy”) shall be an Academy of the American Physical Therapy Association (“Association ” or “APTA”).

ARTICLE II. OBJECT

The object of the Academy shall be the object of the Association.

ARTICLE III. PURPOSE

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

ARTICLE IV. MEMBERSHIP

Section 1: Categories and Qualifications of Members

The Academy membership categories and qualifications for Physical Therapist, Student Physical Therapist, 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 of the Academy members shall not be in conflict with those established in the Association bylaws.

Section 3: Admission to Membership

Admission to Academy membership is chosen by a member as provided in the Association bylaws.

Section 4: Dues

The Board shall establish dues and may set different dues for different categories of membership. However, the Academy due’s structure shall not conflict with APTA’s and Academy dues for any dues category shall not exceed APTA dues for the dues category without specific approval from the APTA Board of Directors. Dues are payable following the schedule established by APTA.

Section 5: Good Standing

A member must be a member in good standing with APTA to be a member in the Academy. A member of the Academy who is suspended by APTA shall have their membership privileges suspended in the Academy. Any member who is expelled from membership by APTA shall be expelled from Academy membership.

Section 6: Disciplinary Action

The Academy shall follow the Association's binding ethical documents and any ethics complaints against a member shall be processed in accordance with the Association's policies.

Section 7: Reinstatement

Any former member of the Academy who is in good standing in the Association may be reinstated to membership in the Academy by payment of the required Academy dues. The Academy shall reinstate members in accordance with APTA's policies. The Academy shall not charge a reinstatement fee.

ARTICLE V. GENERAL MEMBERSHIP MEETINGS

Section 1: Regular and Annual Meeting

Regular meetings of the membership shall be called by the Board of Directors. Regular meetings shall be held at least annually and shall be held at such time and place as specified by the Board of Directors.

Section 2: Special Meeting(s)

The President, with the approval of a majority of the Directors, has authority to call a special meeting of the general Academy membership. The President must call a special meeting if one hundred (100) members request one in writing.

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.

Notice of meetings is given pursuant to policies established by the Board or as otherwise required by Delaware state law.

Section 4: Voting

A quorum for a meeting of the Academy membership shall consist of 50 voting members in good standing; a majority of votes is required to carry a matter where a quorum exists unless otherwise provided by these bylaws or Delaware state law. At the discretion of the Board, membership meetings may be held virtually, or decisions may be made by the membership electronically to the fullest extent allowed by law.

ARTICLE VI: BOARD OF DIRECTORS AND OFFICERS

Section 1: Authority

The governing body of the Academy is its Board of Directors, which has authority and is responsible for the governance of the Academy.

Section 2: Composition

A. The Board of Directors (BOD) shall consist of (i) the four Principal Officers of the

Academy (the “Principal Officers”), that is, the President, Vice President, Secretary, and Treasurer, each of whom is a Director, and (ii) four other Directors (the “Non-officer Directors”), referred to herein as Non-officer Directors #1, #2, #3, and #4, and (iii) the three ex-officio members comprised of Education, Practice, and Research Committee Chairs who are appointed by the BOD.

- B. The Executive Committee shall consist of the four Principal Officers and one Non-Officer Director who are elected annually by the Board of Directors.
- C. All members of the Board of Directors, including ex-officio members, shall have one vote.

Proviso

The Board of Directors will appoint someone as Secretary to begin as soon as these bylaws are passed, and they will serve until the election cycle when the Secretary is elected. A Secretary will be elected in August 2026 and begin their term at the close of CSM 2027 as part of the normal election cycle.

Section 3: Officer Positions and Duties

The elected officers of the Academy are a President, Vice-President, Secretary, and Treasurer. The officers perform those duties that are usual to their positions and that are assigned to them by the Board of Directors. In addition, the President presides at meetings of the voting members and of the Board of Directors, the Vice President acts in place of the President when the President is not available, the Secretary is responsible for minutes of the meetings of the voting membership and of the Board of Directors as well as for overseeing the maintenance of records of the Academy, and the Treasurer is the financial officer of the Academy.

Section 4: Qualifications

Only members of the Academy as provided for in the Association bylaws, Article III, Section 2, subparagraph C, and who have consented to serve, shall be eligible for election to office.

Physical Therapist Assistants, may hold office subject to the limitations specified in the Association bylaws, Article IV, Section 4, subparagraph B.

Section 5: Election and Terms of Office

- A. An election by the membership is held annually to choose new members of the Board of Directors. Principal Officers and the Non-officer Directors serve staggered terms of three (3) years.
- B. The terms of the Principal Officers and the Non-officer Directors shall be three (3) years or until the election and assumption to office of their successors at the close of CSM. The terms of the Education, Practice, and Research Chairs, Ex-Officio members, will be for three (3) years or until the appointment and assumption to office of their successors.
- C. No person shall be elected or appointed 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 two (2) years of a three-year term in a position shall be deemed to have served a full term in that position.

- D. No elected or appointed person shall serve more than four (4) consecutive terms on the Board of Directors.

Section 6: Resignations and Removals

A director may resign by providing written notice to the Board of Directors. A director may be removed with or without cause by a vote of the membership. Further, if a director resigns or is expelled from Academy membership, such director shall automatically cease to serve as director of the Academy.

Section 7: Vacancy

- A. In the event of a vacancy in the office of the President, the Vice President shall succeed to the Presidency for the remainder of the unexpired term.
- B. If a vacancy occurs in any other position of the Board for any reason, the position is filled for the unexpired term by the Board appointment of an eligible member.
- C. In the event vacancies exist in both the office of the Vice President and the office of the President, the Board of Directors shall have the authority to appoint an eligible member in good standing to fill the office of the President.

Section 8: Meetings and Actions of the Board

The Board of Directors meets at least annually at the times and places designated by the Board. Notice of meetings is given pursuant to policies established by the Board or as otherwise required by Delaware state law. A majority of voting directors form a quorum, and a majority of votes is required to carry an action where a quorum is present, unless otherwise required by these bylaws or Delaware state law. Proxy voting is not permitted. At the discretion of the Board, meetings may be held virtually, or decisions may be made by the Board electronically to the fullest extent allowed by law.

A. Special Meetings

The Board, at any meeting, may schedule a special meeting of the Board of Directors.

The President may call a special meeting of the board.

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

B. Action without a Meeting

To the extent authorized or permitted by state law the Board of Directors may act without a meeting if all members of the Board of Directors consent to the action in writing or by electronic transmission. A ten-day notice of the action will be provided unless a unanimous vote overrides the requirement.

C. Notice

Notice by the President of all meetings of the Board shall be given to all members of the Board at least five (5) days prior to the date of the meeting.

ARTICLES VII: COMMITTEES

Section 1: Executive Committee

The Executive Committee consists of the four (4) Principal Officers of the Academy and one (1) Non-officer Director who is elected annually by the Board of Directors. Between meetings of the Board, the Executive Committee has the authority to take action consistent with established Academy policies or decisions, and to take action on behalf of the Board in emergencies, reporting to the Board at its next succeeding meeting any action taken.

Section 2: Finance Committee

The Finance Committee shall consist of at least three (3) members appointed by the Board of Directors, along with the Treasurer, who shall be Chair. The Finance Committee is responsible for advising the Board of Directors on matters pertaining to financial needs, growth and stability, preparation and presentation of an annual budget to the Board of Directors, investment policies, and compliance with financial obligations to APTA.

Section 3: Nominating Committee

The Nominating Committee shall consist of three (3) members elected by the membership. The Nominating Committee is responsible for nominating candidates for open director and officer positions; a Nominating Committee Report shall be made available to all members at least a month prior to the Annual Meeting.

A. Vacancies

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

Section 4: Ethics Liaison

The Vice President shall serve as the Ethics Liaison to interact with the APTA Ethics Committee, to refer ethics complaints to the Ethics Judicial Committee, and to promote ethics related educational resources to members.

Section 5: Education Committee

The Education Committee shall consist of members in good standing and a Chair appointed by the Board of Directors.

Section 6: Practice Committee

The Practice Committee shall consist of members in good standing and a Chair appointed by the Board of Directors.

Section 7: Research Committee

The Research Committee shall consist of members in good standing and a Chair appointed by the Board of Directors.

Section 8: Other Committees and Councils

The Board may appoint such committees, task forces, or working groups as it deems necessary or advisable. All committees which consist entirely of directors shall be Board committees and shall have and exercise the authority of the Board as may be designated by the Board. All non-Board committees shall not have or exercise the authority of the Board but may advise and make recommendations to the Board.

ARTICLE VIII: SPECIAL INTEREST GROUPS AND ENGAGEMENT COMMUNITIES

Section 1: Establishment and Dissolution

The Academy's Board of Directors may establish Special Interest Groups or Engagement Communities within its territory. A group of the Academy shall be established and/or dissolved in accordance with the rules and conditions specified by Academy policy.

Section 2: Special Interest Group Limitations

A Special Interest Group shall not:

- A. Operate under policy or rules of order that are inconsistent with Academy or Association bylaws or have not been approved by the Academy Board of Directors.
- B. Establish dues or levy assessments to Academy members.
- C. Profess or imply that it speaks for or represents the Academy or members unless authorized by the Academy's Board of Directors.

Section 3: Engagement Communities Limitations

An engagement community shall not:

- A. Operate under policy or rules of order that are inconsistent with Academy or Association bylaws or have not been approved by the Academy Board of Directors.
- B. Establish dues or levy assessments to Academy members.
- C. Profess or imply that it speaks for or represents the Academy or its members unless authorized by the Academy's Board of Directors.

ARTICLE IX. DELEGATES TO THE ASSOCIATION'S HOUSE OF DELEGATES

Section 1: Qualifications

- A. The qualifications of delegates shall not conflict with the Association's bylaws.

- B. An Academy Delegate may not serve concurrently as a delegate for any other delegation.
- C. The Academy shall notify Association headquarters of the names of Academy Delegates as required by the Association's policies and procedures, including the Standing Rules of the House of Delegates.
- D. The Academy shall be represented in each session of the House of Delegates unless a waiver is approved by the Association's Board of Directors.

Section 2: Selection

- A. The Academy's Chief Delegate shall be the President unless they defer that role to the other selected Delegate.
- B. The Practice Committee Chair will serve as the second Delegate, but the President may appoint someone to fill that role if the Practice Committee Chair is unable to serve.
- C. The President will also select an Alternate Delegate.

Section 3: Duties of Delegates

- A. To attend the annual and special meetings of the APTA House of Delegates.
- B. To present to the House of Delegates such matters as are approved by the Board of Directors.

ARTICLE X. REPRESENTATIVE TO THE APTA PHYSICAL THERAPIST ASSISTANT COUNCIL

Section 1: Qualifications

- A. The qualifications of the representative shall be as stated in APTA policy.
- B. The Academy shall notify Association headquarters of the name of the representative, as required by the Association.

ARTICLE XI. REPRESENTATIVE TO THE APTA STUDENT COUNCIL

Section 1: Qualifications

- A. The qualifications of the representative shall be as stated in APTA policy.
- B. The Academy shall notify Association headquarters of the name of the representative, as required by the Association.

ARTICLE XII. ELECTIONS

Section 1: Nominations and Offices

- A. The Nominating Committee shall prepare a slate of candidates. Only those members who have given written consent to serve may be slated. The slate shall be published on the Academy of Orthopaedic Physical Therapy, APTA, Inc. website.

- B. Nominees for Treasurer shall have served on the Finance Committee or the Board of Directors.

Section 2: Election Cycle

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

- A. The President and two Non-officer Directors shall be elected.
- B. In the following year, the Vice president and one Non-officer Director shall be elected.
- C. The subsequent year, the Treasurer, Secretary, and one Non-officer Director shall be elected.

***PROVISO:** Beginning in 2024, the election cycle will proceed as follows:*

2024 To Be Elected – begin serving in 2025-President and Non-Officer Director (#1 and #2)

2025 Be Elected – begin serving in 2026-Vice-President, and Non-Officer Director (#3)

2026 To be Elected – begin serving in 2027-Treasurer, Secretary, and Non-Officer Director (#4)

Section 3: Election Ballot

A. AOPT Elections

Elections for officers and non-officer directors shall be conducted in August of each year and coordinated by the Nominating Committee. Ballots shall permit voters to write in the name of a member who is qualified under these bylaws and has given written consent to serve if elected. The Nominating Committee will present its selections in a July notice to all voting Academy members and post them on the Academy website. Additional candidates may be nominated by written petition of members for each candidate. The petition candidates would be on the August ballot along with the candidates slated by the Nominating Committee. A minimum return of ballots consisting of valid ballots returned from at least five (5) percent of the eligible voters is required for the election to be valid.

B. Special Interest Group Elections

Elections for AOPT Special Interest Groups (SIG) shall be conducted in November of each year and coordinated by the Nominating Committee of each SIG. Ballots shall permit voters to write in the name of a SIG member who is qualified under these bylaws and has given written consent to serve if elected. The SIG Nominating Committee will present its selections in October to all voting SIG members and post them on the SIG Web Site. Additional candidates may be nominated by written petition of members for each candidate. The petition candidates would be on the November ballot along with the candidates slated by the SIG Nominating Committee. A minimum return consisting of valid ballots returned from at least five (5) percent of the eligible SIG voters is required for the election to be valid.

- C. The Nominating Committee, whenever possible, shall nominate at least two (2) candidates for each position to be filled. In any election for a Principal Officer

position or for a Non-officer Director position or for only one position on the Nominating Committee, the candidate that receives the most votes cast shall be elected. All ties shall be broken by drawing of lots by the Nominating Committee.

- D.** If two or more Non-officer Directors are to be elected under any proviso to these bylaws for terms of different lengths, voters may vote for up to as many positions as are to be filled, and the candidates that receive the most votes shall be elected. In such a case, the candidate that receives the most votes shall be deemed elected to the position with the longest term, the candidate that receives the next most votes shall be deemed elected to the position with the next longest term, and so forth.
- E.** If two or more members of the Nominating Committee are to be elected under any proviso to these bylaws for terms of different lengths, voters may vote for up to as many positions as are to be filled, and the candidates that receive the most votes shall be elected. In such a case, the candidate that receives the most votes shall be deemed elected to the position with the longest term, the candidate that receives the next most votes shall be deemed elected to the position with the next longest term, and so forth.

ARTICLE XIII. FINANCE

Section 1. Fiscal Year

This fiscal year of the Academy shall be January 1 through 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 order of the Academy's Board of Directors. The Board of Directors shall not commit the Academy to any financial obligation in excess of its current financial resources.

Section 3: Reports

The Academy shall submit its annual financial statements, tax returns, and financial review/audit report to the Association as directed by APTA.

ARTICLE XIV. DISSOLUTION

The Academy shall dissolve in accordance with the Association's bylaws and Delaware state law.

Section 1: Involuntary Dissolution

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

Section 2: Voluntary Dissolution

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

ARTICLE XV. MISCELLANEOUS

Section 1: Book and Records

- A. The Academy shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board, and Board committees, and shall keep a record giving the names and addresses of the members entitled to vote.
- B. If the Academy is dissolved, its property and records shall be conveyed to the Association after payment of any bona fide debts. The Association shall not be obligated for any Academy debts unless the Academy has been specifically authorized by the Board to act on behalf of the Association.

Section 2: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised, where not in conflict with the Academy's corporate articles, bylaws, or other policies, or Delaware state law, shall govern meetings and actions of the membership and of the Board.

Section 3: Association as Higher Authority

In addition to the Academy's corporate articles and bylaws, the Academy is governed by the Association as its higher authority, the Association's bylaws, standing rules, and all applicable policies and procedures.

Section 4: Amendments

Subject to the provisions of these bylaws, the Academy's corporate articles, and Delaware state law, the power to amend these bylaws and to adopt new bylaws may be exercised by a 2/3 majority vote of at least five percent (5%) of the eligible voters of the membership.

Corporate articles shall be amended in accordance with state law.

Any amendments to the corporate articles or bylaws of the Academy shall be submitted to the Association for approval prior to taking effect.

A. Ballot Amendments

The Academy bylaws may be amended in whole or in part by means of a 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 bylaws. The Board of Directors shall bring before the Annual Academy Membership Meeting for discussion and amendment, any petition to amend the 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. The Vice-President shall submit to the general membership for a vote any proposed amendment discussed at the Annual Academy Membership Meeting (i) if a majority vote at the Annual Academy Membership Meeting favored submitting the proposal to the general membership or (ii) if the Board of Directors approves submitting the proposal to the general membership. The Vice-President shall submit any such proposed amendment to the general membership by (i) publishing it in an official publication of the Academy and (ii) sending a ballot to all members, in each case at least thirty (30) days prior to the deadline for returning the ballot to the Academy.

B. Editorial Amendments or Amendments Necessitate by Association Action

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

Amendments to the Academy's bylaws become effective upon approval in writing by the Association's Board of Directors.

Section 5: Official Publications

A. Journal of Orthopaedic and Sports Physical Therapy

The Journal of Orthopaedic and Sports Physical Therapy is an official publication of the Academy of Orthopaedic Physical Therapy, APTA, Inc. and the Sports Physical Therapy Section.

B. Orthopaedic Physical Therapy Practice

Orthopaedic Physical Therapy Practice is an official publication of the Academy of Orthopaedic Physical Therapy, APTA, Inc.

C. Publication as Notice

Publication in *Orthopaedic Physical Therapy Practice*, *The Journal of Orthopaedic and Sports Physical Therapy*, the Academy of Orthopaedic Physical Therapy website (orthopt.org), or Osteoblast, of meeting notices, issues to vote upon, or a slate of nominees shall constitute official notice to all members, provided notice has been mailed, posted or blasted to the membership thirty (30) days prior to the meeting date or the deadline for receipt of a mailed ballot.
