

# APTA Geriatrics Bylaws

Last amended February 2021.

## ARTICLE I: NAME

The Academy of Geriatric Physical Therapy, hereinafter referred to as the “Academy,” is a component of the American Physical Therapy Association, hereinafter referred to as the “Association.” The Academy is incorporated in the state of Virginia.

## ARTICLE II: PURPOSE

The purpose of the Academy shall be to provide a means by which Association Members who have a common interest in geriatric physical therapy may meet, confer, and promote professional growth in the field of geriatric physical therapy. Additionally, the purpose shall be to conduct any lawful business and engage in any lawful act or activity consistent with Federal and State law, including the Virginia Nonprofit Corporation Act, as the same may be amended or supplemented (hereinafter referred to as the "Act"), and the United States Internal Revenue Code of 1986, as the same may be amended or supplemented (hereinafter referred to as the "Code"), and such other laws governing Virginia nonprofit corporations.

## ARTICLE III: MEMBERSHIP

Outside of the additional requirements, privileges and specifics described below, Academy Membership corresponds with the requirements and privileges of Membership as described in any current edition of the Bylaws of the Association. The relevant sections for Membership and Voting are incorporated into these Bylaws by reference.

- A. Categories and Qualifications of Members: The Academy Membership categories and qualifications shall always be equivalent to those listed in the Association Bylaws section referenced above.
- B. Application for and Admission to Membership: The payment of Academy dues by Members in good standing in the Association shall constitute application for and admission to Academy Membership.
- C. Rights and Privileges of Members: The rights and privileges of the Academy Members shall be identical to those established in the Association’s bylaws for the various categories of Membership, except for voting. Each individual Academy Member in non-student categories will have one vote.
- D. Good Standing: An individual Member is in good standing within the meaning of these bylaws if the Member is in good standing in the Association and makes timely payment of required Academy dues.
- E. Disciplinary Action: Any Academy Member who is suspended by the Association shall have his or her Membership privileges suspended in the Academy. Any Member who is expelled from Association Membership shall be expelled from Academy Membership.
- F. Reinstatement: Any former Academy Member who is in good standing in the Association may be reinstated to Academy Membership by payment of the required Academy dues.

## ARTICLE IV: BOARD OF DIRECTORS

### Section 1: Composition

The Board, hereinafter referred to as the “Board,” shall consist of the President, Vice President, Secretary, Treasurer, four (4) Directors at Large, and the Chief Delegate.

### Section 2: Elections

- A. Board members shall be elected by mail or electronic ballot.
- B. Tellers designated by the Secretary shall tabulate the results of the election. Election for each office or position shall be by a plurality of the valid votes cast.
- C. The Nominating Committee Chair shall be responsible for verifying the election results.
- D. The Nominating Committee Chair shall report the results of the election to each of the nominees, to the Board; to the Membership at the first meeting following the election, and to the Association within forty-five (45) days of the election.
- E. One hundred (100) valid ballots shall constitute a valid quorum for election, and a plurality of valid votes shall constitute a valid election.

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- F. If a vote fails to determine an election, re-balloting shall be conducted under procedures determined by the Board.

### Section 3: Qualifications

- A. All Academy Members, except for Student Members, may serve on the Board. The exceptions are that the President and Vice President, may be Physical Therapist Members only and the Chief Delegate must be either a Physical Therapist or Life Physical Therapist, who meets Association qualifications to be seated as a delegate.
- B. All officers and directors must have been Association Members for at least two (2) years and Academy Members for at least one (1) year immediately preceding their election.
- C. All candidates must consent to fill the duties of the office for which they have been nominated.

### Section 4: Tenure

- A. Terms:
  - 1. Board members shall assume office at the close of the Academy's Annual Meeting.
  - 2. The complete term of office of each Member of the Board shall be three (3) years. Board Members will be elected on the following cycle:
    - a. Year 1: President, Vice President, and one Director.
    - b. Year 2: Treasurer, and two Directors at Large.
    - c. Year 3: Chief Delegate, Secretary, and one Director.
  - 3. No Member shall hold more than one office at a time and no Member shall be eligible to serve more than nine (9) consecutive years on the Board or more than six (6) in the same position.
- B. Vacancies: If a position on the Board becomes vacant for any reason, and except as otherwise provided for in these bylaws, the Board shall fill the vacancy by appointment, approved by a majority of the Board, for the unexpired portion of the term.
- C. Removal from office: The Academy Members may remove one (1) or more Board Members with or without cause. A Board Member may be removed from office by a majority vote of the voting Academy Members taken at a properly noticed special meeting of the Members called for that purpose.

### Section 5: Specific Duties

- A. President shall:
  - 1. Be the chief elected Officer and chair the Board and the Executive Committee.
  - 2. Serve as an ex-officio non-voting Member of all standing committees, except the Nominating Committee, and makes appointments to standing committees subject to approval by the Board.
  - 3. Submit to the Association and the Members an annual report in writing of activities of the Academy per Association policy.
  - 4. Serve as the official spokesperson of the Academy.
- B. Vice President shall: Serve as President of the Board when that Officer is unable to serve.
- C. Treasurer shall:
  - 1. Be the principal elected financial Officer.
  - 2. Serve as Chair of the Finance Committee.
- D. Secretary shall: Review and store and/or publish all meeting minutes of the Board in a manner that is discoverable by Members upon request.
- E. Officers: The President, Vice President, Secretary and Treasurer shall be considered the Officers or Board Officers for the Academy.
- F. Chief Delegate shall:
  - 1. Represent the Academy's interests on matters that are brought before the Association's House of Delegates for deliberation and action.
  - 2. Study the matters brought before the Association's House of Delegates for deliberation and action and solicit guidance on such matters from the Members and the Board.
  - 3. Notify the Board of the actions taken by the House of Delegates.
  - 4. Collaborate with the Academy's Delegate and Alternate Delegate that meet Association qualifications to be seated as a delegate and are appointed by the Board on matters that are brought before the Association's House of Delegates for deliberation and action.
- G. Executive Director: The Board shall hire, and the Academy shall employ, on a full or part-time basis, an Executive Director, on the terms and conditions to be defined by the Board. The Executive Director shall

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report to the Board. The Executive Director shall be subject to the evaluation of the Board according to the terms of the Board. The Executive Director shall:

1. Have general charge of all business and affairs of Academy, including execution of the strategic plan, under the direction and supervision of the President and the Board.
2. Conduct official correspondence, preserve all books, minutes, documents, communications, and records of the Academy.
3. Have general supervision over any employees assigned, firms, vendors, or others assigned or engaged to represent the Academy.
4. Perform such duties as may be incidental to the Academy, subject to the direction of the Board.
5. Be ex-officio, non-voting member of the Board.

### Section 6: General Duties

The governing body is the Board, which has authority and is responsible for governance of the Academy. The Board establishes policy and monitors implementation of policy by the Academy's staff under the direction of the Executive Director.

- A. Direct all business and financial affairs for and on behalf of the Academy, adopt approve the Academy's annual budget, be responsible for all the Academy's property and funds, and provide for an annual audit.
- B. Appoint and fill vacancies on the Board and for standing committee chairs and shall coordinate the activities of the standing and special committees.

### Section 7: Conduct of Business

- A. The Board shall meet not less than once a year:
  1. Meetings may be face to face or held remotely.
  2. Voting on motions synchronously may occur during face-to-face meetings or via virtual meeting.
  3. Voting on motions asynchronously via email may also occur.
    - a. Electronic votes called for via email should state, "By unanimous consent, the Board moves to...".
    - b. Motion language shall be approved by the Secretary or member of the Executive Committee in the absence of the Secretary prior to calling for the vote.
    - c. If any discussion of the motion begins, or if a vote is not unanimous, the vote is invalid and continued discussion shall be done synchronously via phone conference or face-to-face.
    - d. Votes for budget approval, strategic plan approval, Executive Director employment matters, and any Bylaws Amendments must be made synchronously.
- B. The President shall call a Special Meeting of the Board upon written request of three (3) members of the Board.
- C. Written notice of all meetings shall be mailed to all members of the Board not later than ten (10) days before the fixed date for the meeting.
- D. Five (5) members of the Board shall constitute a quorum.

## ARTICLE V: SPECIAL INTEREST GROUPS

### Section 1: Purpose and Formation

- A. Purpose: Academy members having common interest in special areas of geriatrics may meet, confer, and promote their interests in their respective Special Interest Group.
- B. Formation and Dissolution: Special Interest Groups may be established and dissolved in accordance with the rules and conditions set down by the Academy Board.

### Section 2: Limitations

Special Interest Groups are subject to the following limitations:

- A. Special Interest Groups may not operate in a manner that is inconsistent with the Bylaws or Policies of the Association or any Policies that may be instituted by the Academy's Board.
- B. No Special Interest Group shall profess or imply that it speaks for or represents the Academy unless authorized to do so in writing by the Academy's Board.

## ARTICLE VI: MEETINGS

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### Section 1: Types of Meetings

- A. Regular or Annual Meeting: The Academy will hold an Annual Meeting of the Academy Membership for the purpose of conducting business, at the time of the Association's Combined Sections Meeting or, if the Combined Sections Meeting does not take place, in the month of February.
- B. Special Meetings: Special Meetings may be called by the President or shall be called upon written request by any five (5) members of the Board, or any twenty-five (25) Members, provided that thirty (30) days advance notice is given to all Members.

### Section 2: Meeting Procedures

For all Annual and Special Meetings, the following procedures will apply:

- A. Attendance: Attendance is limited to Academy Members and invited guests approved by an Academy Board Officer.
- B. Notice: Notice of meeting will be provided to all Academy Members at least thirty (30) days in advance of the meeting.
- C. Quorum: A quorum shall consist of fifteen (15) Members, including at least two (2) Officers.
- D. Voting: Only those with the right to vote (as outlined in Article IV Section 3) shall have the privilege of voting at the Annual Meeting of the Academy.
- E. Meeting Minutes: All meeting minutes shall be submitted to the Association within forty-five (45) days of the date of the meeting.

## ARTICLE VII: EXECUTIVE COMMITTEE

### Section 1: Composition

The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer and one (1) member elected by majority vote of the Board at the first meeting of the Board once a new term has begun.

### Section 2: Duties

- A. At the call of the President or a majority of the Executive Committee, the Executive Committee shall exercise the powers of the Board between meetings of the Board not reserved by the Board, between meetings of the Board, provided that the Executive Committee will not create new policy, new Committees or significantly alter the budget or strategic direction of the Academy absent Emergency. Any Emergency decisions will be reviewed by the Board at the next Board meeting.
- B. To recommend appointees to fill vacancies on the Board except for the President during that term of office. Vice President fills the term of the President if vacant.

### Section 3: Conduct of Business

- A. The Executive Committee shall meet as necessary to fulfill its duties.
- B. A majority shall constitute a quorum.

## ARTICLE VIII: STANDING COMMITTEES

### Section 1: Appointed Committees

Beside such other standing committees as shall be created by the Board to maintain the purposes and directives of this Academy, the Board shall appoint a Finance Committee.

- A. Composition: The Finance Committee shall consist of the current Academy Treasurer, one (1) additional member of the Board (excluding the President) elected by the Board, and three (3) members at large appointed by the Board.
- B. Tenure: The Academy Treasurer serves as the Chair of the Finance Committee for the length of tenure as Academy Treasurer. The committee member from the Board is elected by the Board on a yearly basis. The complete term of office of each member at large of the Finance committee is three (3) years, or until their successors are appointed.
- C. Duties: The Finance Committee shall advise the Board on matters pertaining to the Academy's financial needs, growth, and stability based on periodic review of income, expenditure, and investments.

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### Section 2: Nominating Committee

Nominating Committee Members shall be elected in the same manner as Board Members (Article IV, Section 2).

Vacancies on this committee shall be filled by appointment by the Board to fill the unexpired portion of the term.

- A. **Composition:** This committee shall consist of three (3) members. All Academy Members, except for Student Members, may serve on the Nominating Committee. Those Members in good standing with the Association for at least two (2) years and one (1) year in the Academy immediately preceding their election will be eligible. To avoid Conflicts of Interest, Nominating Committee members are not eligible to be nominated as members of the Board or Nominating Committee.
- B. **Tenure:** Members shall serve three (3) year terms. One (1) new member shall be elected each year. No member shall be eligible for election to successive terms on the Nominating Committee. The Nominating Committee member in the final year of service shall serve as chair.
- C. **Duties:** This committee shall prepare a slate of at least two (2) qualified candidates if possible, from those consenting to serve, for each position on the Board. The Nominating Committee shall submit a slate of candidates to the Secretary no later than sixty (60) days prior to the start of the elections and submit an election report to the Membership at the Annual meeting.

### Section 3: Association's House of Delegates

The Academy shall be represented in the APTA House of Delegates at each scheduled meeting of the House of Delegates.

- A. The Academy delegation to the House of Delegates consists of a Chief Delegate, the Academy President serving as the second Delegate, and an Alternate Delegate. The Alternate Delegate shall be the member receiving the second highest vote total in the election or Chief Delegate. In the event of an unopposed election, the Alternate Delegate position will be filled by Board appointment.
- B. The Chief Delegate, Academy President, and Alternate Delegate must meet the qualifications of delegates as stated in the Association's bylaws.
- C. If the Chief Delegate, the Academy President, or Alternate Delegate are unable to serve, the vacancy will be filled by Board appointment.

## ARTICLE IX: FINANCE

- A. **Fiscal Year:** The fiscal year of the Academy shall be the same as that of the Association.
- B. **Limitation on Expenditures:** No one shall expend any money not provided for in the budget as adopted or spend any money more than budget allotment except by order of the Board. The Board shall not commit the Academy to any financial obligation more than its current financial resources.
- C. **Dues:** The dues for each Membership category shall be determined, no more often than annually, by the Board. No approved dues increase may exceed 20% of the current dues amount.
  1. All dues shall be payable for the period specified in the Association's bylaws and shall be payable following the Association's schedule.
  2. All dues changes approved by the Association's Board before the Association deadline will become effective on the first of the Association's next fiscal year.
  3. The Board may offer reduced rates for dues as an incentive to promote membership.
- D. **Financial Statements:** The Academy shall submit its annual financial statements, tax returns, and audit report to the Association when and as directed by the Association.

## ARTICLE X: LIMITATION OF LIABILITY AND INDEMNIFICATION

- A. **Limitation of Liability:** The personal liability of the Board members, Officers and employees of the Academy and the members of all Standing Committees is hereby eliminated to the fullest extent permitted by the Act and the Code, to the extent such personal liability arises by reason of the fact that the person being held personally liable is or was a Board Director, Officer, employee, or a member of a Standing Committee of the Academy, and arise from acts done or omissions made within the scope of the duty to the Academy, in good faith by such person and in a manner such person reasonably believed to be in or not opposed to the best interests of the Academy.

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- B. Indemnification: The Academy shall, to the fullest extent permitted by the Act and the Code, save, indemnify and hold harmless any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit, by reason of the fact that he or she is or was a Board Director, Officer or employee of the Academy or a Member of a Standing Committee, and arising out of or based on acts done or omissions made within the scope of the duty to the Academy, in good faith by such person and in a manner such person reasonably believed to be in or not opposed to the best interests of the Academy, against all of the expenses and liabilities (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit. The indemnification provided for herein shall be deemed not exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested Board members, or otherwise, both as to action in his or her official capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a Board Director, Officer or employee of the Academy or a member of a Standing Committee, and shall inure to the benefit of the heirs, executors, administrators, beneficiaries, and other successors in interest or obligation of such a person. The Academy shall be authorized but not required to purchase insurance for the purpose of such indemnification.

### ARTICLE XI: DISSOLUTION

- A. The Academy may dissolve only upon a vote to dissolve supported by no less than two thirds (2/3) of the members of the Academy's Board and adopted by two thirds (2/3) of the Academy's Members at any Annual or Special Meeting.
- B. Upon dissolution of the Academy, all records and properties of the Academy, after payment of all bona fide debts, shall become property of the Association, or, if unavailable, then all properties shall be given to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board.

### ARTICLE XII: PARLIAMENTARY AUTHORITY

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

### ARTICLE XIII: AMENDMENTS

- A. These Bylaws may be amended at the Annual meeting of the Academy by a two thirds (2/3) vote of Members present and voting, providing that notice of the proposed amendments has been given to the Academy Membership at least thirty (30) days in advance of the meeting at which the amendments are to be considered.
- B. 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 Secretary and shared with the Board. The Secretary shall notify the Academy Membership that such amendments have been made.
- C. Amendments to the Academy bylaws become effective upon approval in writing by the Association's Board, except for changes in Academy dues, which become effective on the first of the Associations next fiscal year following approval.

### ARTICLE XIV: ASSOCIATION AS A HIGHER AUTHORITY

In addition to these Bylaws, the Academy is governed by the Association Bylaws and Standing Rules and by Association Policies.