

BYLAWS
PRIVATE PRACTICE SECTION
AMERICAN PHYSICAL THERAPY ASSOCIATION

ARTICLE I. NAME AND RELATIONSHIP TO AMERICAN PHYSICAL THERAPY ASSOCIATION

Section 1: The American Physical Therapy Association Private Practice Section, hereinafter referred to as "the Section," shall be a section of the American Physical Therapy Association, hereinafter referred to as "the Association."

ARTICLE II. PURPOSE AND FUNCTIONS

The purpose of the Section shall be to provide a means by which Association members having a common interest in private practice and business success may meet, confer and promote these interests.

- A. Provide educational opportunities to help physical therapists develop and manage successful physical therapist-owned practice(s).
- B. Promote standards of physical therapy services provided by physical therapists in the private practice sector, consistent with Association standards of practice and ethics.
- C. Promote the interests of Section members by educating key governmental and regulatory decision makers.
- D. Transmit through appropriate channels information on practice in the private sector, which could affect Association policies.
- E. Provide leadership in enhancing the role of physical therapists as autonomous health care professionals.
- F. Provide for the dissemination and exchange of information relating to private practice.
- G. Provide such services as will further the mission and vision of the Section.
- H. Assure continuing research projects directly related to the needs of physical therapists in private practice.
- I. Create mechanisms for enhanced leadership development and involvement.
- J. Provide effective communication with Section members.

ARTICLE III. OBJECTIVES

The mission of the Private Practice Section is to foster the growth, economic viability and business success of physical therapist-owned practice to benefit the public.

Through membership in the Private Practice Section, physical therapists are empowered to achieve management excellence, professional success and equity interest in their practice.

ARTICLE IV. MEMBERSHIP

Section 1: Categories and Qualifications of Members

The Section membership categories and qualifications Physical Therapist, Retired Physical Therapist, Life Physical Therapist, Student Physical Therapist, Physical Therapist Assistant, Retired Physical Therapist Assistant, Life 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 and privileges of the Section's members shall be identical to those established the Association's bylaws.

Section 3: Application for and Admission to Membership

The payment of Section dues by members in good standing in the Association shall constitute application for and admission to Section membership.

Section 4: 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.

Section 5: Disciplinary Action

Any member of the Section who is suspended by the Association shall have their membership privileges suspended from the Section. Any member of the Section who is expelled from membership in the Association shall be expelled from Section membership.

Section 6: Failure to pay Dues / Reinstatement

A. Any member of the Section who fails to make timely payment of required Section dues shall be automatically expelled from Section membership.

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

ARTICLE V. SPECIAL INTEREST GROUPS

Section 1: Special Interest Groups

A. A special interest group shall:

(1) Operate under bylaws or rules of order that shall not be inconsistent with Section or Association bylaws and that shall be approved by the Section Board of Directors.

(2) Not levy special assessments that carry punitive action or loss of good standing. A special interest group of the Section may be established and/or dissolved in accordance with the rules and conditions specified by the Section's Board of Directors.

Section 2: Limitations

Special interest groups are subject to the following limitations:

A. Bylaws and policies of the Association and the Section

B. No special interest group shall profess or imply that it speaks for or represents the Section or members other than those currently holding membership in the regional and special interest group unless authorized by the Section's governing body.

ARTICLE VI. MEETINGS

Section 1: Annual Meeting

The Section shall hold an annual membership meeting for the conduct of business.

Section 2: Special Meetings

Special membership meetings may be held in conjunction with the Association's Combined Sections Meeting and the Association's Annual Meeting or elsewhere as determined by the Section's Board of Directors. A special meeting may be called by the authority of the President and must be called upon: (a) written petition from 5% of the Section membership, or by written petition from 50% of the Board of Directors.

Section 3: Notice of Meetings

The time and place of all membership meetings shall be announced to the membership of the Section at least 45 days prior to the scheduled date of the meeting.

Section 4: Conduct of Membership Business

A. General Powers

All legislative, elective powers and authority to determine policies of the Section, which require approval of the membership, including the power to amend and repeal these bylaws is vested in and resides in the voting body as defined below.

B. Voting Body

The voting body shall be composed of all members in the following membership categories: Physical Therapist, Retired Physical Therapist and Life Physical Therapist, each of which shall have one vote. Members in the following membership categories shall also be included in the voting body: Physical Therapist Assistant, Retired Physical Therapist Assistant and Life Physical Therapist Assistant, but each of these members shall have ½ vote.

C. Quorum

A quorum shall be 25 voting members, provided that at least two officers are present.

D. Voting

(1) Voting on motions and resolutions at membership meetings may occur based on Robert's Rules of Order.

(2) If a decision, which requires a membership vote, must be made between membership meetings, the Section Board of Directors shall determine how to proceed in a manner not inconsistent with the applicable provisions of Nevada law.

(3) If membership action is to occur without a meeting, a ballot must be delivered to every member eligible to vote setting forth (a) each proposed action or candidate and (b) the opportunity to vote for or against each proposed action or candidate. The vote shall not be counted for a period of 30-days after the distribution of the requested vote. The action by ballot will be valid if the number of votes cast by ballot equals or exceeds the approval requirement for a meeting at which a quorum of the membership (as set forth in these bylaws) was present.

Section 5: Meeting Minutes

Meeting minutes shall be submitted to the Association within 45 days of the date of the meeting.

ARTICLE VII. BOARD OF DIRECTORS

Section 1: Composition

The four Officers of the Section, together with the five Directors, shall constitute the Section Board of Directors.

Section 2: Qualifications

Physical Therapist members who consent to serve and have at a minimum been members of the Section for two years immediately preceding the election are eligible to serve on the Board of Directors.

Section 3: Tenure

- A. The term of office of the Section's Board of Directors shall be three years or until the election of their successor.
- B. Members of the Section Board of Directors shall assume office at the conclusion of the election process.
- C. No member shall serve more than two consecutive full terms in the same office.

Section 4: Duties

The Section Board of Directors shall, in addition to the duties otherwise imposed by these bylaws:

- A. Carry out the mandates and policies of the Section as determined by the membership at the annual business meeting and any other meetings of the Section. Between meetings, the Board of Directors may make and enforce such policies on behalf of the Section as is not inconsistent with the mandates and policies of the Section.

Section 5: Conduct of Business

A. Meetings

The Section Board of Directors shall meet not less than twice a year. The President may call a special meeting of the Section Board on his own initiative. The President must call a special meeting upon written request of five Directors. Notice of all meetings shall be distributed by mail, facsimile, or electronic communication to all Directors of the Section Board not later than ten (10) days before the date of the meeting.

B. Quorum

A quorum shall be comprised of the majority of the Board of Directors, provided that at least two officers are present.

C. Vote

(1) Vote at a Meeting: A quorum of the Board of Directors at a duly assembled meeting is necessary for the transaction of business. The act of a majority of the directors present at such a meeting is the act of the Board of Directors. Members of the Board of Directors may participate in a meeting in person or by means of a telephone conference or similar method of communication by which all persons participating in the meeting can hear each other.

(2) Vote without a Meeting: Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if; consent thereto is received by 100% of the Board of Directors. When a decision is needed between meetings of the Section Board of Directors, voting may be conducted by mail, facsimile, or electronic communication.

D. Executive Committee

(1) The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and 1 of the 5 Directors. Members of the Board of Directors who are not members of the Executive Committee shall elect this fifth member to the Executive Committee annually.

(2) The Executive Committee shall act on questions of immediate importance in the interim between meetings of the Board of Directors, and shall perform such other duties, as directed by the Board.

(3) The Executive Committee shall meet at the call of the President or three of the Executive Committee members. The President shall be Chairperson. A quorum of the Executive Committee shall be three of its members.

Section 6: Resignation

Any member of the Board of Directors may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.

Section 7: Removal

Any Director may be removed from office by a vote of members. At least a majority of the members entitled to vote for the election of the Director being removed must vote in favor of the removal of that Director upon which vote the Director shall be removed.

Section 8: Vacancies

In the event there is a vacancy created on the Board, the Board of Directors shall appoint a replacement for the vacancy until the next scheduled election for that Board seat.

ARTICLE VIII. OFFICERS

Section 1: Names and Term

The officers of the Section shall be the President, Vice President, Secretary and Treasurer. The term of office of the Section's Officers shall be three years or until the election of a successor.

Section 2: President

The President shall preside at all meetings of the membership, Section Board of Directors and Executive Committee, shall be authorized to serve as the official spokesperson of the Section, and shall appoint Directors to act as liaisons to committee/task forces.

Section 3: Vice President

The Vice President shall assume the duties of the President if the President is absent or incapacitated. In the event of a vacancy in the office of President, the Vice President shall succeed the President for the un-expired portion of the term and the office of Vice President shall be declared vacant.

Section 4: Secretary

The Secretary shall be responsible for keeping the minutes of the proceedings of the meetings of the membership, Section Board of Directors and the Executive Committee.

Section 5: Treasurer

The Treasurer shall be responsible to review, recommend and present financial activities. The Treasurer shall advise the Board of Directors on matters pertaining to the Section's financial needs, growth and stability based on review of income, expenditures and investments. The Treasurer shall

serve as chairperson of the Finance Committee.

ARTICLE IX. SECTION DELEGATE

Section 1: Selection

The President shall serve as the Section's delegate to the Association's House of Delegates. The Executive Committee shall appoint an alternate delegate each year in the event that the President is unable to fulfill the responsibility of delegate for any reason.

Section 2: Qualifications

A Section Delegate in the same year may not serve as a Chapter Delegate.

Section 3: Representation

The Section must be represented in the House of Delegates at least every third year.

Section 4: Notification

The Section shall notify Association of the name of the Section Delegate, as required by the Association and the Standing Rules of the House of Delegates.

Section 5: Duties of Delegate

- A. To attend the annual and special meetings of the House of Delegates of the Association
- B. To present to the House of Delegates such matters as are approved by the Section Board of Directors and/or voting body.

ARTICLE X. ELECTION PROCEDURE

Section 1: Time of Election

Elections for the office of President, Vice President, Secretary, Treasurer, Directors and Nominating Committee shall be held at the Section's annual meeting.

- A. Section members present at the annual meeting may vote in Section elections.
- B. Any Section member qualified to vote who knows he/she will not be present at the Section's annual meeting shall have the opportunity to vote by absentee ballot in accordance with a procedure approved by the Board of Directors.
- C. The ability to cast ballots through electronic means or otherwise may be allowed at the discretion of the Board of Directors.

Section 2: Ballot and Consent

- A. The ballot will be published no later than four weeks before the annual business meeting. The ballot shall contain the names of individuals nominated in accordance with the Standing Rules who have consented to serve if elected.
- B. All election challenges must be made in writing within seven (7) days of the election to the Section office.
- C. The Section Nominating Committee must decide on the validity of the election with 30 days of receipt of a challenge.

Section 3: Nominations

- A. The Nominating Committee shall present the slate of candidates at an annual business meeting of the Section. All individuals nominated shall consent to serve in writing prior to the ballot being published.
- B. At the time the slate of candidates is presented, additional nominations from the floor shall be in order. An individual nominated from the floor may consent to serve by submitting a written consent to serve to the Nominating Committee.
- C. An individual may be nominated to be a candidate for only one position.

Section 4: Staggered Terms

The terms of the Officers and Directors shall be staggered in a manner determined by the Board of Directors for the purpose of providing, as nearly as possible, for the election of one-third of the Board of Directors in each year. Unless altered by the Board of Directors, the staggering shall be on a three-year cycle beginning with the election in 2011 and continuing as follows:

- Year One: President, Vice President, 1 Director and 1 Nominating Committee member;
- Year Two: Treasurer, Secretary, 2 Directors and 1 Nominating Committee member;
- Year Three: 2 Directors and 1 Nominating Committee member;

Returning to year one of the cycle to repeat the three-year cycle

Section 5: Reporting Requirements

Results of elections shall be submitted to the Association headquarters within 45 days of election.

ARTICLE XI. COMMITTEES

Section 1: Nominating Committee

- A. The Nominating Committee shall consist of three eligible members; one shall be elected each year at the annual meeting and shall serve a term of three years or until the election of their successor. The senior member of the committee shall serve as Chair. Only Physical Therapist members, who consent to serve, and have at a minimum been members of the Section for two years preceding the election, are eligible to serve on the Nominating Committee.
- B. Members shall serve staggered annual three-year terms as set forth in Article IX, Section 4.
- C. No member elected to the Nominating Committee shall serve more than two consecutive full elected terms.
- D. Vacancies or resignations in this committee shall be filled by appointment of the Section Board of Directors and the appointed member shall serve the unexpired portion of the term until the next regular election. Any portion of the term on the Nominating Committee served is considered a full term.
- E. The Nominating Committee shall foster activities that maintain and promote a pool of nominees.
- F. This committee shall prepare a list of nominees from those consenting to serve for Section Officers, Directors and members of the Nominating Committee.

Section 2: Finance Committee

- A. The Finance Committee shall consist of at least four (4) members, one of whom shall be the Treasurer who will serve as Chair. At least one (1) member shall be appointed annually. Committee members shall serve for a term of three years.
- B. The committee shall meet at least two times a year and shall advise the Board of Directors on matters pertaining to the Section's financial needs, growth and stability based on periodic review of income, expenditure and investments.
- C. This committee shall present a draft operational budget to the Board of Directors prior to the

beginning of each fiscal year.

Section 3: Other Committees

The President, with the approval of the Section Board of Directors, may appoint such other committees, standing or special, as the Board of Directors deems necessary to carry on the work of the Section.

The Section President may, with the approval of the Board of Directors, appoint the committee chairperson of each committee unless otherwise indicated in these Bylaws.

ARTICLE XII. FINANCE

Section 1: Fiscal Year Section

The fiscal year of the Section shall be from July 1 through June 30 of the following year.

Section 2: Limitation on Expenditures

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

Section 3: Dues

- A. Section Annual Dues shall be set by the Board of Directors on an annual basis not to exceed \$175.00.
- B. Section dues for any category of membership shall not exceed Association dues for that membership category without specific approval of the Association Board of Directors.
- C. All dues shall be for the period specified in the Association bylaws, and shall be payable following the Associations' schedule.
- D. All dues increases to an amount over \$175.00 shall be approved by the Section membership and will become effective on the first of the Association's next fiscal year.

Section 4: Annual Financial Statements

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

ARTICLE XIII. DISSOLUTION

- A. The Section may dissolve subject to a recommendation to dissolve supported by no less than a two-thirds majority vote at any membership meeting on a resolution to dissolve that has been transmitted to each member of the voting body no less than 60 days prior to the meeting, at which the vote is to be taken.
- B. In the event of voluntary or involuntary dissolution, all property and records of the Section remaining after Section debts are resolved shall be conveyed to the Association.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Section 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 Section.

ARTICLE XV. AMENDMENTS

Section 1: Amendments

The bylaws may be amended by a Section membership vote, by affirmative vote of at least two-thirds of the Section members voting at a membership meeting or at least two-thirds of the membership if a mail, facsimile, or electronic balloting method is used provided that:

- (1) The proposed amendment has been submitted in writing to the Section Board of Directors at least 60 days prior to the date on which action is to be taken.
- (2) Copies of the proposed amendment have been mailed or electronically transmitted to each voting member at least 45 days prior to the date on which action is to be taken.
- (3) Amendments to the Section bylaws become effective upon approval in writing by the Association's Board of Directors.

Section 2: Amendment of Association Bylaws

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

ARTICLE XVI. ASSOCIATION AS HIGHER AUTHORITY

In addition to these Section bylaws, the Section is governed by the Association's Bylaws and Standing Rules, and by the Association's House of Delegates, delegates and Board of Directors policies.