

BYLAWS OF APTA-OREGON, a Chapter of the American Physical Therapy Association



Adopted 2009; amended 2013, 2016, 2017, 2021, 2024.

ARTICLE I. NAME AND RELATIONSHIP TO AMERICAN PHYSICAL THERAPY ASSOCIATION

Section 1. APTA-Oregon (“the Chapter”) shall be a Chapter of the American Physical Therapy Association (“Association”).

Section 2. The geographical jurisdiction of the Chapter shall coincide with the boundaries of Oregon.

ARTICLE II. OBJECT AND PURPOSE

The object of the Chapter shall be the object of the Association. The Chapter shall conduct its activities in accordance with the purposes set forth in the Chapter’s corporate articles which shall be consistent with the purposes of the Association.

ARTICLE III. MEMBERSHIP

Section 1: Categories and Qualifications of Members

The Chapter membership categories and qualifications shall be the same as those described in the bylaws of the Association.

In addition, the Chapter shall maintain a single Corresponding Member category for members who are not assigned to the Chapter. Corresponding members shall have the rights as stated in the Association bylaws.

Section 2: Rights of Members

The rights of the Chapter's members and corresponding members shall not be in conflict with those established in the Association bylaws.

Section 3: Admission to Membership

Admission to Chapter membership is by assignment by the Association's Board of Directors or chosen by a member as provided in the Association bylaws.

Section 4: Dues

The Chapter Board of Directors shall establish dues and may set different dues for different categories of membership. The Chapter dues structure shall not conflict with APTA, and Chapter dues for any dues category shall not exceed APTA dues for that 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 Chapter. A member of the Chapter who is suspended by APTA shall have their membership rights suspended in the Chapter. Any member who is expelled from membership by APTA shall be expelled from Chapter membership.

Section 6: Disciplinary Action

The Chapter 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

The Chapter shall reinstate members in accordance with APTA's policies. The Chapter shall not charge a reinstatement fee.

ARTICLE IV. GENERAL MEMBERSHIP MEETINGS

Section 1: Regular and Annual Meetings

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.

Section 2: Special Meetings

Special meetings of the membership shall be called by the Board of Directors or upon request by at least five percent of the most recent membership data provided by APTA.

Section 3: Notice of Meeting Requirements

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

Section 4: Voting and Quorum

A quorum for a Chapter membership meeting shall consist of five percent of the 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 applicable state law. Proxy voting is permitted at meetings of voting members. 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 V. BOARD OF DIRECTORS

Section 1: Authority

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

Section 2: Composition

A. The Board of Directors shall consist of 12 members: President, President-Elect, Vice-President, Secretary, Treasurer, four Directors, Chief Delegate, PTA Director, and PTA Council Representative.

- B. The Board of Directors may employ an Executive Director and/or staff who shall be empowered to manage the day-to-day affairs of the Chapter including, but not limited to, the hiring and dismissal of all other Chapter employees, negotiation and execution of contracts on behalf of the Chapter, and fiscal operations of the Chapter. The Executive Director shall undertake such duties as the Board of Directors shall determine and define in policies, and who shall act under its supervision. The Executive Director shall provide advice and counsel to the Board and its officers, but shall not have a vote on any matters to come before the Board or any of its committees.

Section 3: Duties

- A. Officer Positions and Duties. The elected officers of the Chapter are a President, Vice-President, President-Elect, 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,
- a. the President presides at meetings of the voting members, and of the Board of Directors.
 - b. the President-Elect assumes the duties of the President in the vacancy of the President and automatically assumes the office of President at the end of the President-Elect term.
 - c. the Vice-President acts in place of the President when the President is not available and there is no President-Elect.
 - d. 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 Chapter.
 - e. the Treasurer is the financial officer of the Chapter.
- B. Board of Directors. The Board of Directors shall have general supervision over the policies and affairs of the Chapter, and shall be the final authority in interpreting the meaning and intent of the bylaws. The governance and fiduciary duty to manage the affairs of the Chapter shall be vested in the Board of Directors as further provided in these bylaws. Directors shall perform such other tasks as assigned by the President or Board of Directors. Members of the Board of Directors shall serve without compensation.

Section 4: Qualifications

- A. Only members of the Chapter as provided for in the Association bylaws, and who have consented to serve, shall be eligible for the election of office.
- B. Physical Therapist Assistants may hold office subject to the limitations specified in the Association bylaws.
- C. The President-Elect shall have been a Physical Therapist member of the Association for the last two years, and a member of the Chapter for six months immediately preceding the election. The Chief Delegate shall have been a delegate to the House of Delegates at least once.
- D. All other Board of Directors members shall have been a member of the Association for at least one year and Chapter for at least six months.

Section 5: Election and Term of Office

- A. An election by the membership is held annually to choose new members of the Board of Directors. Members of the Board of Directors serve a two-year term or until their successors are elected and qualified; they may be elected for successive terms.
- B. Terms of members of the Board of Directors, with the exception of the Chief Delegate, shall begin in January following the year they were elected and terminate on December 31st two years later. The simultaneous service term of President-Elect and President shall be considered as serving one term in office.
- C. Each member of the Board of Directors may serve up to three consecutive terms in the same elected office on the Board of Directors.
- D. The President-Elect, Vice-President, PTA Council Representative, and two Directors shall be elected in odd-numbered years. The Secretary, Treasurer, two Directors, Chief Delegate, and PTA Director shall be elected in even-numbered years.

Section 6: Resignations and Removals

A member of the Board of Directors may resign by providing written notice to the Board of Directors. A Board member may be removed by a majority vote of the Board members. Further, if a member of the Board resigns or is expelled from Chapter membership, such member shall automatically cease to serve as a Board member of the Chapter.

Section 7: Vacancy

If a vacancy occurs on the Board for any reason, the position other than the President or President-Elect, is filled for the unexpired portion of the term by the Board. If the position of President-Elect becomes vacant, a special election shall be held. The Board of Directors shall nominate at least one person for the position of President-Elect and notify the membership accordingly. If the positions of President and President-Elect become simultaneously vacant, the Vice-President shall assume the role of President and a special election shall be held for the vacated positions.

Section 8: Meetings and Actions of the Board

- A. The Board of Directors meets at least four times 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 applicable state law. A majority of voting Board members forms 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 applicable 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.
- B. Board members shall attend and take part in Board of Directors meetings called by the President or any Executive Committee member. Meetings of the Board of Directors shall be held at any time upon call of the President, or written petition of a majority of the members of the Board.
- C. All members of the Board are full voting members.

ARTICLE VI. COMMITTEES

Section 1. Executive Committee

The Executive Committee consists of the officers of the Chapter. Between meetings of the Board, the Executive Committee has the authority to take action consistent with established Chapter 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. A majority of the members of the Executive Committee shall constitute a quorum.

Section 2. Finance Committee

The Finance Committee shall consist of at least three members. The chairperson shall be the Chapter Treasurer and at least one other Board member shall serve on the committee. The third member shall be a non-Board member appointed by the Board of Directors. 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 members elected by the membership and a non-voting member appointed by the Board. The Nominating Committee is responsible for: a) nominating candidates for open Board and officer positions, delegates to the House of Delegates, and representatives to the PTA Council and b) presenting a slate of candidates for election. A Nominating Committee Report (i.e., slate of candidates) shall be made available to all members following the process described in Article X of these bylaws.

Section 4: Ethics Committee

In lieu of an Ethics Committee, the Board of Directors shall appoint an 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: Other Committees

The Board may appoint such committees, task forces, or work groups as it deems necessary or advisable. All committees which consist entirely of Board members 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 VII: DISTRICTS AND SPECIAL INTEREST GROUPS

Section 1: Establishment and Dissolution

The Chapter's Board of Directors may establish subgroups, such as districts and special interest groups, within its territory. A district of the Chapter shall be established and/or dissolved in accordance with the rules and conditions specified by Chapter policy.

Section 2: District, Special Interest Group, or Other Subgroup Limitations

A district, special interest group, or other subgroup shall not:

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

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

Section 1: Qualifications

- A. The qualifications of the delegates shall not conflict with the Association's bylaws.
- B. A Chapter delegate may not serve concurrently as a delegate for another delegation.
- C. The Chapter shall notify the Association headquarters of the names of Chapter Delegates as required by Association's policies and procedures including the Standing Rules of the House of Delegates.
- D. One of the delegate positions shall be a physical therapist assistant. In the event that a physical therapist assistant is not elected, a physical therapist may fill that position for the full term.
- E. The Chapter shall be represented in each session of the House of Delegates unless a waiver is approved by the Board.

Section 2: Elections and Term

- A. An election by the membership is held annually to choose the open positions designated for that year; the Chapter may also identify alternate delegates. All delegate terms, including the Chief Delegate, shall begin at the announcement of the results of the election.
- B. All delegates, including the Chief Delegate, shall serve two-year terms. The Chief Delegate shall not serve more than three consecutive terms in that position.
- C. The Chief Delegate and two delegates shall be elected in even-numbered years. The remaining delegates which are allocated to the Chapter shall be elected in odd-numbered years.
- D. In the event the Chief Delegate position is vacated for any reason, the Delegates shall make a recommendation to the Board of Directors for a successor. The Board of Directors shall appoint a successor.

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 Chapter Board of Directors and/or the voting body.

ARTICLE IX. 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 Chapter shall notify Association headquarters of the name of the Representative, as required by the Association.

Section 2: Election and Term

- A. The PTA Council Representative shall be elected in odd numbered years.
- B. The PTA Council Representative shall serve a two-year term.
- C. The PTA Council Representative shall not serve more than three consecutive terms in that position.
- D. In the event the PTA Council Representative position is vacated for any reason, the Board of Directors shall appoint a successor to fill the unexpired portion of the term.

Section 3: Duties of Representative

The PTA Council Representative shall:

- A. Attend the annual and special meetings of the PTA Council.
- B. Present to the PTA Council such matters as are ordered by the Chapter Board of Directors and/or the voting body.
- C. Vote at meetings of the PTA Council in accordance with the instructions and policies of the Chapter.
- D. Apprise the Board of Directors and Chapter members on issues pertinent to the PTA Council.

ARTICLE X. ELECTIONS

- A. Not later than 30 days prior to the election, the Chapter shall distribute the Nominating Committee Report (i.e., slate of candidates) to each member via mail, association publications, email, fax, or any form of electronic communication and also shall announce that additional nominations may be made by written petition. Such petition shall contain the signatures of no fewer than five voting members and must be received by the Chapter office not later than 20 days after the Report is sent out.
- B. The nominating committee chair shall immediately notify each member who has been nominated by petition and ascertain the nominee's willingness to serve if elected.
- C. Final election ballots shall consist of all candidates who were ~~either~~ nominated by the nominating committee or by the nominating petition and who have expressed willingness to serve.
- D. Ballots shall be transmitted to all voting members by mail or electronic communications at least 30 days prior to the deadline for voting. The plurality of the votes cast shall determine the outcome of the election.
- E. The nominating committee shall construct a teller's report and the results of the election must be forwarded to the Association within 45 days.

ARTICLE XI. FINANCE

Section 1: Fiscal Year

The fiscal year of the Chapter shall be from January 1 through December 31.

Section 2: Limitations 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 Chapter's Board of Directors.

Section 3: Reports

The Chapter shall submit its annual financial statements, tax returns, and audit reports to the Association as directed by the APTA headquarters.

ARTICLE XII. DISSOLUTION

The Chapter shall be dissolved in accordance with the Association's bylaws and applicable state law and subject to a recommendation to dissolve supported by no less than a two-thirds vote of the Chapter membership.

ARTICLE XIII. MISCELLANEOUS

Section 1: Books and Records

- A. The Chapter 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 Chapter 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 Chapter debts unless the Chapter has been specifically authorized by the Association's 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 Chapter's Articles of Incorporation, bylaws, or other policies, or applicable state law, shall govern meetings and actions of the membership and of the Board.

Section 3: Association as Higher Authority

The Chapter shall submit minutes of all proceedings of its members to the Association within forty-five (45) days of such meeting. In addition, the Chapter shall maintain records related to membership, programming, publications, and other activities and operations, and shall provide them for review by the Association upon request. In addition to the Chapter's corporate articles and bylaws, the Chapter 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 Chapter's corporate articles, and applicable state law, the power to amend these bylaws and to adopt new bylaws may be exercised by two-thirds vote of the established quorum of the membership.

Corporate articles shall be amended in accordance with state law.

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

Amendments to the Chapter's bylaws become effective upon approval in writing by the Association's Board of Directors. (Exception: changes in chapter dues become effective on the first day of the Association's fiscal year following approval.)

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