

Bylaws of the American Physical Therapy Association



Adopted 1970; amended 1971, 1972, 1973, 1974, 1975, 1976, 1977, 1978, 1979, 1980, 1981, 1982, 1985, 1986, 1988, 1989, 1990, 1991, 1992, 1993, 1994, 1996, 1997, 1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2007, 2011, 2013, 2014, 2015, 2016, 2017, 2020, 2021, and 2025.

ARTICLE I. NAME AND LOCATION

The name of the Corporation is the American Physical Therapy Association® ("Association" or "APTA®"), a nonprofit corporation incorporated in the state of Illinois. The principal office of the association is located in Alexandria, Virginia.

ARTICLE II. PURPOSES AND RESTRICTIONS

- A. Purposes. The purposes of the association include these: to represent and promote the profession of physical therapy; to meet the needs and interests of its members in order to address the physical therapy needs of members of society; and to develop and advance the art and science of physical therapy, including practice, education, and research.
- B. Restrictions. All policies and activities of the association shall be consistent with applicable federal, state, local, or international antitrust, competition, trade regulation, and applicable tax-exempt requirements; including the requirements that the association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

ARTICLE III. INDIVIDUAL MEMBERS

Section 1: Categories and Qualifications of Individual Members

There shall be six categories of membership with the following qualifications, including additional requirements identified by association policy adopted by the association's Board of Directors (Board):

- A. Physical Therapist. A physical therapist member shall be a graduate physical therapist.
- B. Physical Therapist Assistant. A physical therapist assistant member shall be a graduate physical therapist assistant.
- C. Student Physical Therapist. A student physical therapist member shall be an individual enrolled in a physical therapist professional education program.
- D. Student Physical Therapist Assistant. A student physical therapist assistant member shall be an individual enrolled in a physical therapist assistant education program.
- E. Honorary. An honorary member shall be an individual, other than a member in any other membership category, who has rendered outstanding service to the association or made notable contributions to the health of humanity. Honorary members shall be proposed by a component, nominated by a two-thirds vote of the Board, and elected by a two-thirds vote of the House of Delegates (House).
- F. Catherine Worthingham Fellow. A Catherine Worthingham Fellow shall be a physical therapist member whose contributions to the profession through leadership, influence, and achievement for a period of not less than 15 years preceding nomination demonstrate frequent and sustained efforts to advance the

profession. Catherine Worthingham Fellows shall be nominated by a member or component and elected by a two-thirds ballot of the membership of the Board.

Section 2: Rights of Individual Members

- A. All individual members shall have the right to attend the House. Any individual member of a member group may attend the group's business meetings and speak.
- B. All individual members shall receive the official journal of the association.
- C. Except as provided in these bylaws, the following membership categories have the following rights:
 - (1) Physical Therapist: all rights of membership, including the right to make motions and vote at component meetings; serve as an officer or director of the association or component; serve as a component delegate to the House; serve on the Nominating Committee of the association or component; and serve on committees as permitted in these bylaws.
 - (2) Physical Therapist Assistant: serve as a director of the association as permitted in these bylaws; serve on committees as permitted in these bylaws; subject to component bylaws, to make motions and vote at component meetings; serve on a component's board of directors except as defined in these bylaws; serve as a delegate from the Physical Therapist Assistant Engagement Group to the House; serve as a component delegate to the House; and serve on the Nominating Committee of a component.
 - (3) Student Physical Therapist and Student Physical Therapist Assistant: serve as a delegate from the Student Engagement Group to the House and serve on committees as permitted in these bylaws.
 - (4) Catherine Worthingham Fellow: use the initials FAPTA, signifying a Catherine Worthingham Fellow of APTA.

Section 3: Admission to Membership

Individuals shall apply for membership following the process prescribed by the Board and shall be admitted if they meet the prescribed qualifications and pay required dues.

Section 4: Chapter Assignment

All individual members, other than those employed by the association or who reside for at least one year where no chapter exists, shall be assigned to a chapter having territorial jurisdiction of the area where the member practices, resides, or attends school, or to an immediately adjacent chapter in which the member demonstrates the possibility of more active participation. Members who reside outside the United States, are active uniformed services personnel, or are spouses or partners of active uniformed services personnel may choose a chapter.

Section 5: Dues

The Board shall establish dues and may create different dues categories for individual members.

Section 6: Good Standing

An individual member is in "good standing" if the member:

- A. Complies with the Code of Ethics.
- B. Makes timely payments of association and chapter dues.
- C. Is not under current suspension or revocation of a license as a physical therapist or of a license or certificate as a physical therapist assistant.

Section 7: Disciplinary Action

Any individual member who is not in good standing may be expelled from membership or otherwise disciplined. Complaints that a member has violated relevant provisions of the Code of Ethics shall be processed in accordance with association policy adopted by the Board.

Section 8: Reinstatement

- A. The Board may reinstate any former individual member in accordance with association policy adopted by the Board.
- B. There shall be no reinstatement fee charged by the association or its components.

ARTICLE IV. MEMBER GROUPS

Section 1: Components

- A. Definitions
 - (1) A "chapter" consists of the group of members in a state or U.S. territory.
 - (2) A "section/academy" consists of the group of members who have a common interest in specific areas of physical therapy. The terms "section" and "academy" are synonymous.
 - (3) Chapters and sections/academies are collectively referred to as "components."
- B. Formation

Components shall be approved by the House in accordance with the standing rules.
- C. Structure
 - (1) Components shall have bylaws that do not conflict with these bylaws as determined by the Board at its sole discretion.
 - (2) Components shall be incorporated and have corporate articles that are approved by the Board at its sole discretion.
 - (3) Component policies and positions shall not conflict with association policies, positions, and the Code of Ethics.
 - (4) A component may create subgroups, including districts or special interest groups. Such subgroups shall:
 - a. Operate under rules that do not conflict with the association or component bylaws and must be approved by the component.
 - b. Not require members to pay subgroup dues.
 - (5) Each component may establish its own dues structure provided that:
 - a. Component dues structure shall not conflict with these bylaws.
 - b. Component dues shall not exceed association dues for that dues category without approval from the Board. Such approval shall be granted when the component has complied with criteria established by the Board.
 - c. Chapters shall maintain a single chapter corresponding membership category in chapter bylaws for physical therapist, physical therapist assistant, student physical therapist, and student physical therapist assistant members who are not assigned to that chapter. Dues for corresponding members shall not exceed the chapter's member dues for the same category. Corresponding members shall have the right to attend and speak at chapter meetings, to receive chapter publications and correspondence, and to have access to chapter information resources provided to chapter members.
- D. Obligations

Each component shall:

- (1) Further the purposes of the association as set forth in these bylaws and in association policies, positions, and the Code of Ethics in the component's state or territorial jurisdiction or specific area of physical therapy.
- (2) Perform the duties and assume the responsibilities that these bylaws place on components.
- (3) Conduct its affairs in accordance with its bylaws.
- (4) Maintain complete and accurate financial records that shall be annually reviewed by an audit committee or examined professionally.
- (5) Enter into written agreements with the association to facilitate business between the association and the component.
- (6) Submit to the Board annual reports of its activities and such other reports as requested by the Board.
- (7) Hold an annual meeting of its membership.
- (8) Be represented in each meeting of the House unless a waiver is approved by the Board.
- (9) Include in its bylaws all categories of membership established in these bylaws, except that Catherine Worthingham Fellow of APTA is not required.
- (10) Maintain an Ethics Committee or designate a liaison to interact with the APTA Ethics and Judicial Committee.

E. Trusteeship

The Board in its discretion may conduct the affairs and assume custody of the records, funds, and management of any component that the Board determines has failed to comply with its obligations to members or to the association. Such action shall be subject to ratification by the House at its next meeting.

F. Dissolution

- (1) A component may dissolve pursuant to the provisions of its bylaws or corporate articles.
- (2) If the Board determines that a component has failed to satisfy its obligations or to observe the limitations on components as set forth in these bylaws, the Board shall bring a motion to the next meeting of the House to dissolve the component.
- (3) The Board shall notify the component of its intent to bring the motion to the House and the component's opportunity to be heard in the House.
- (4) The decision to dissolve the component by the House requires a two-thirds vote in the affirmative.

G. Property and Records

If a component 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 component debts unless the component has been specifically authorized by the Board to act on behalf of the association. In the case of components merging, the property and records shall be retained by the continuing component.

Section 2: Institutional Groups

A. Definition

Institutional groups represent institutions that share a common practice setting or area of interest in physical therapist practice, education, or research. Institutions that are members of institutional groups shall not be members of the association and shall not be required to pay dues to the association. Unless required by the institutional group's bylaws, institutions may be represented by individuals who are not individual members of the association. The purpose of such institutional groups shall be to further the interests of the association and the profession.

B. Formation

Institutional groups may be created by the House in accordance with the standing rules.

C. Structure

Institutional groups shall:

- (1) Have bylaws that do not conflict with these bylaws and must be approved by the association.
- (2) Be incorporated and have corporate articles that must be approved by the association.
- (3) Have policies and positions that do not conflict with association policies and positions.
- (4) Enter into written agreements with the association to facilitate business between the association and the institutional group.

D. Obligations

Institutional groups shall be subject to these bylaws, all association policies, and such rules as prescribed by the Board. Institutional groups may establish dues.

E. Trusteeship

The Board in its discretion may conduct the affairs and assume custody of the records, funds, and management of an institutional group that the Board determines has failed to comply with its obligations. Such action shall be subject to ratification by the House at its next meeting.

F. Dissolution

- (1) An institutional group may dissolve pursuant to the provisions of its bylaws or corporate articles.
- (2) If the Board determines that an institutional group has failed to satisfy its obligations or to observe the limitations on institutional groups as set forth in these bylaws, the Board shall bring a motion to the next meeting of the House to dissolve the institutional group.
- (3) The Board shall notify the institutional group of its intent to bring the motion to the House and the institutional group's opportunity to be heard in the House.
- (4) The decision to dissolve the institutional group by the House requires a two-thirds vote in the affirmative.

G. Property and Records

If an institutional group 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 institutional group debts unless the group has been specifically authorized by the Board to act on behalf of the association.

Section 3: Engagement Groups

A. Definition

Engagement groups shall consist of members who represent a community of interest in which members may engage with the association. The purpose of such groups shall be to further the interests of the association and the profession.

B. Formation

- (1) Engagement groups may be created in accordance with association policy adopted by the Board.
- (2) Engagement groups shall not be incorporated.

C. Obligations

Engagement groups shall be subject to these bylaws, all association policies, and such rules as prescribed by the Board.

D. Physical Therapist Assistant Engagement Group. An engagement group composed of physical therapist assistant members shall represent physical therapist assistant members. This engagement group shall be organized and fulfill such obligations as prescribed by the Board, including the duty of selecting delegates to the House.

E. Student Engagement Group. An engagement group composed of student physical therapist and student physical therapist assistant members shall represent student physical therapist and student physical

therapist assistant members. This engagement group shall be organized and fulfill such obligations as prescribed by the Board, including the duty of selecting delegates to the House.

Section 4: Limitations

All member groups are subject to the following limitations:

- A. Association policies, positions, and the Code of Ethics
- B. Membership categories and the rights for each category only as established in these bylaws, except that this limitation shall not apply to institutional groups. Components may provide for the right of physical therapist assistant members to hold office, with the exception of the office of president, president-elect, vice president and chief delegate, or any position that may succeed to the presidency.
- C. No member group shall profess or imply that it speaks for or represents the association or association members other than those currently holding membership in the member group unless authorized to do so by the Board.

ARTICLE V. HOUSE OF DELEGATES

Section 1: Authority

In its role as the representative body of the membership, the House shall:

- A. Speak and act on behalf of the membership for the profession.
- B. Establish association policies and positions for the profession.
- C. Adopt the Code of Ethics to govern the conduct of physical therapists and physical therapist assistants.
- D. Recommend the Board to act, subject to these bylaws and the Board's fiduciary responsibility to manage the affairs of the association.
- E. Create and amend the bylaws.
- F. Create and amend standing rules.
- G. Elect the Board, except for the public member.
- H. Elect the Nominating Committee.

All activities of the House are subject to the Board's fiduciary duty to manage the affairs of the association.

Section 2: Annual Meeting

The association shall have an annual meeting of the House, which shall be held at a time and place specified by the Board.

Section 3: Special Meetings

In addition to the annual meeting of the House, special meetings of the House may be called by a two-thirds vote of the Board and shall be called in response to a written request from components representing a majority of the delegate votes from the most recent annual meeting of the House.

Section 4: Notice of Meetings

A. Annual Meeting

The time and place of the annual meeting of the House shall be announced at least 60 days before the meeting is to convene. This notice may be made by U.S. mail or any electronic communications permitted by law.

B. Special Meetings

- (1) At least 30 days before a special meeting, official notice of the meeting shall be sent to members of the association. This notice may be made by U.S. mail, or any electronic communications permitted by law.
- (2) The time, place, and purpose of any special meeting of the House shall be stated in the notice.

Section 5: Composition

A. Size

The size of the House shall be as determined in the standing rules.

B. Registered Delegates

The House shall consist of all registered voting and nonvoting delegates.

C. Consultants

Consultants shall advise and offer information to the House but shall have no voting rights. Consultants shall be available to delegates throughout the year and may reply to inquiries in the House meetings as directed by the speaker of the House. Consultants shall include the members of the Reference Committee, the members of the Nominating Committee, the chief executive officer, and association staff designated by the chief executive officer in consultation with the Board.

Section 6: Voting Delegates

A. Voting Body

Each voting delegate shall have one vote, except that if any delegate does not attend any meeting the delegate's vote shall be transferred to the remaining member(s) of the delegation present.

B. Qualifications of Voting Delegates

- (1) Chapter and section/academy delegates: Only physical therapist members in good standing and, subject to component bylaws, one physical therapist assistant member in good standing per delegation may serve as component delegates.
- (2) Physical Therapist Assistant Engagement Group delegates: Only physical therapist assistant members who are association members in good standing may serve as delegates.
- (3) A delegate of a member group may not serve concurrently as a delegate of another member group.

C. Number of Voting Delegates

- (1) The number of voting delegates in the House shall be the sum of the chapter delegates, section/academy delegates, and Physical Therapist Assistant Engagement Group delegates, as determined in accordance with the standing rules.
- (2) No chapter shall have fewer than two voting delegates, and each section/academy and the Physical Therapist Assistant Engagement group shall be allotted two voting delegates.

D. Selection of Voting Delegates

Each voting delegation shall select its delegates. Each voting delegation shall designate one delegate as its chief delegate.

Section 7: Nonvoting Delegates

A. Nonvoting Body

Nonvoting delegates of the House shall be the Student Engagement Group delegates, institutional member group delegates, Bylaws and House Documents Committee delegates, special committees of the House, and the members of the Board.

B. Qualifications of Nonvoting Delegates

- (1) Student Engagement Group delegates: Only student physical therapist and student physical therapist assistant members who are in good standing may serve as delegates. Student Engagement Group

members who have converted to physical therapist or physical therapist assistant members may serve as Student Engagement Group delegates through adjournment of the House immediately following graduation.

- (2) A nonvoting delegate may not serve concurrently as a voting or nonvoting delegate of another member group.

C. Number of Nonvoting Delegates

- (1) Student Engagement Group delegates: Two delegates selected by the Student Engagement Group.
- (2) Institutional member group delegates: Two delegates, who shall be selected by each institutional member group.
- (3) Bylaws and House Documents Committee delegate: Two delegates, who shall be selected by the committee.
- (4) Special committees of the House of Delegates: Two delegates, who shall be selected by the committee.
- (5) Board of Directors: All members of the Board shall serve as delegates.

D. Rights of Nonvoting Delegates

Nonvoting delegates may speak and make motions at the House but may not vote.

Section 8: Conduct of Business

A. Officers

- (1) The officers of the House of Delegates (House officers) shall be the speaker of the House of Delegates, the vice speaker of the House of Delegates, and the secretary.
- (2) The House officers shall have general supervision of the House throughout the year and shall perform such duties as prescribed by these bylaws and the standing rules.

B. Quorum

Delegates representing one-third of the total number of chapters, Physical Therapist Engagement Group, and sections/academies and numbering one-third of the total number of votes that could be cast if all voting delegates were present shall constitute a quorum.

C. Elections

- (1) Election of officers, directors, and members of the Nominating Committee shall be by ballot or use of electronic equipment. Officers shall be elected by a majority of the votes cast when a quorum is present or participating. Directors and members of the Nominating Committee shall be elected by a plurality of the votes cast when a quorum is present or participating, with the exception of the public member appointed by the Board. If the vote fails to determine election, rebaloting shall be conducted under procedures determined by the Board of Directors.
- (2) Except for appointed positions, on a group petition of at least five eligible petitioners, a qualified consenting member shall be placed in nomination for a position as an officer or as a member of the Board or Nominating Committee. Eligible group petitioners include components and the PTA Engagement Group delegation. Such a petition must be filed with the Elections Committee no later than 20 days after the slate of candidates prepared by the Nominating Committee has been distributed to members. A candidate nominated by petition shall be afforded similar opportunities for publication of candidacy to the membership as those afforded a candidate nominated by the Nominating Committee but shall be identified as nominated by petition.
- (3) On petition by an individual member in good standing, a qualified consenting member shall be placed in nomination for a position as an officer or as a member of the Board or Nominating Committee. Individual petitions shall be conducted under procedures as determined by the Board of Directors.

D. Memorials and Resolutions

Only memorials or resolutions adopted by the House can be issued in the name of the association.

Section 9: Committees of the House of Delegates

A. Nominating Committee

- (1) The Nominating Committee, elected by the House, shall consist of five physical therapist members in good standing.
- (2) Members shall serve three-year terms starting at the beginning of the calendar year following the close of the annual session of the House at which they were elected, or until their successors are elected. The terms of two members shall expire each year, except that every third year the term of only one member shall expire. No member shall be elected to successive complete terms.
- (3) Members of the committee may not serve concurrently as delegates to the House or be slated for national office during their term.
- (4) The chair shall be elected by the committee annually.
- (5) Vacancies on this committee shall be filled by appointment by the Nominating Committee until the next session of the House, when an election shall be held to fill the unexpired term.
- (6) This committee shall:
 - a. Foster activities that maintain and promote a pool of qualified nominees.
 - b. Prepare a slate of at least two qualified candidates, if possible, for each position from those consenting to serve if elected for officers, directors, and members of the Nominating Committee to meet the responsibilities of their positions. The slate of candidates shall be distributed to the members as soon as available, but no later than three months before the election.

B. Reference Committee

- (1) The Reference Committee shall assist the House in meeting its responsibilities as prescribed in the standing rules.
- (2) This committee shall consist of at least three members, all of whom shall be physical therapist members appointed by the House officers. The speaker of the House of Delegates shall serve as an ex-officio member.
- (3) Members shall serve three-year terms with at least one member being appointed each year.
- (4) Members of the committee may not serve concurrently as delegates to the House.

C. Bylaws and House Documents Committee

- (1) The Bylaws and House Documents Committee shall review and propose revisions to these bylaws, standing rules, and association policies and positions for the profession adopted by the House as prescribed in the standing rules.
- (2) This committee shall consist of at least three members, all of whom shall be physical therapist members appointed by the House officers. The Secretary shall serve as an ex officio member.
- (3) Members shall serve three-year terms with at least one member being appointed each year.

D. Special Committees

- (1) The House may create such special committees to further the work of the House as it deems necessary, subject to the Board's fiduciary role.
- (2) Members of the committee, with the exception of the nonvoting delegate, may serve concurrently as voting delegates.

ARTICLE VI. BOARD OF DIRECTORS

Section 1: Authority

- A. The Board is the governing authority for the association and as such has the corporate duties of care, loyalty, and obedience.
- B. The Board is the fiduciary for the association and manages the affairs of the association pursuant to law and these bylaws.
- C. The Board carries out all association policies, positions, and the Code of Ethics, and motions adopted by the House that recommend the Board to act. When the House recommends the Board to act, the Board shall communicate its progress to the House at least annually. If the Board determines that any specific action is inadvisable, the Board shall report the reasons for its determination to the House.
- D. The Board establishes association policies and positions, including policies and positions for the profession, when necessary. Any association policy or position for the profession adopted by the Board shall be brought to the House at the next annual meeting for consideration.
- E. The Board in its role to foster the growth and development of the association shall, among other things:
 - (1) Direct all business and financial affairs for and on behalf of the association, be responsible for all its property and funds, and provide for an annual audit by a certified public accountant.
 - (2) Ensure the maintenance of the records of the association.
 - (3) Provide for an annual report of the financial status of the association to the members.
 - (4) Appoint and employ a chief executive officer who shall be the administrator of the headquarters and responsible to the Board.
 - (5) Fill vacancies on the Board and on committees, except as otherwise provided in these bylaws and in the standing rules.
 - (6) Be responsible for the creation, appointment, purposes, and activities of such committees and other work groups as it deems necessary.
 - (7) Adopt association policy, in consultation with the Ethics and Judicial Committee, for processing charges that a member has violated relevant provisions of the Code of Ethics.
 - (8) Appoint the public member of the Board.
 - (9) Enter into relationships on behalf of the association with related organizations, as defined in association policy adopted by the Board.

Section 2: Composition

- A. Board of Directors
The six officers of the association together with 10 directors, one of whom shall be the public member, shall constitute the Board.
- B. Indemnification
Directors and officers of the association are indemnified against claims or lawsuits to the full extent permitted under the law.

Section 3: Qualifications

- A. Physical therapist and physical therapist assistant members in good standing are eligible to serve. Only physical therapist members may serve as officers of the association.
- B. One individual who is not a physical therapist, physical therapist assistant, or member of the association shall be appointed by the Board as a "public member" of the Board.

Section 4: Officers

The officers of the association shall be the president, vice president, secretary, treasurer, speaker of the House of Delegates, and vice speaker of the House of Delegates. The public member shall not be an officer.

- A. President

The president shall:

- (1) Be the spokesperson for the association.
- (2) Preside at meetings of the Board and Executive Committee.
- (3) Serve as an ex-officio member of all committees appointed by the Board except the Ethics and Judicial Committee.
- (4) Meet regularly with the other members of the Board and with the chief executive officer.
- (5) Delegate such duties as may be appropriate to other members of the Board and through the chief executive officer to the staff of the association.
- (6) Perform such other duties as are stipulated in these bylaws or the standing rules, directed by the Board, or are customarily assumed by the president of an association.

B. Vice President

The vice president shall:

- (1) Assume the duties of the president in the absence or incapacitation of the president.
- (2) Fill the office of president for the unexpired term in the event of a vacancy, in which case the office of vice president shall be declared vacant.
- (3) Advise and assist the president.
- (4) Perform such other duties as are stipulated in these bylaws or the standing rules, directed by the president or Board, or are customarily assumed by the vice president of an association.

C. Secretary

The secretary shall:

- (1) Keep the minutes of meetings of the House, Board, and Executive Committee.
- (2) See that all notices are duly given in accordance with these bylaws or as required by law.
- (3) Fulfill all the roles and responsibilities as a House officer.
- (4) Perform such other duties as are stipulated in these bylaws or the standing rules, directed by the president or Board, or are customarily assumed by the secretary of an association.

D. Treasurer

The treasurer shall:

- (1) Make annual financial reports as required by the Board.
- (2) Serve as chair of the Finance Committee.
- (3) Perform such other duties as are stipulated in these bylaws or the standing rules, directed by the president or Board, or are customarily assumed by the treasurer of an association.

E. Speaker of the House of Delegates

The speaker of the House of Delegates shall oversee the year-long activities of the House and shall:

- (1) Preside at meetings of the House.
- (2) Be an ex officio member of the Reference Committee.
- (3) Fulfill all the roles and responsibilities as a House officer.
- (4) Perform such other duties as are stipulated in these bylaws or the standing rules or are customarily assumed by the speaker of a House of Delegates.

F. Vice Speaker of the House of Delegates

The vice speaker of the House of Delegates shall:

- (1) Assume the duties of the speaker in the absence or incapacitation of the speaker.
- (2) Fill the office of speaker for the unexpired term in the event of a vacancy, in which case the office of vice speaker shall be declared vacant.
- (3) Advise and assist the speaker.
- (4) Fulfill all the roles and responsibilities as a House officer.

- (5) Perform such other duties as are stipulated in these bylaws or the standing rules, directed by the president or Board, or are customarily assumed by the vice speaker of a House of Delegates.

Section 5: Tenure

- A. The members of the Board shall be divided into four classes. Each of the first four classes will include between two and three members who are neither officers nor the public member, plus one or two officers. The secretary and the vice speaker of the House of Delegates shall belong to the first class. The treasurer shall belong to the second class and shall be elected the year after the first class. The president and the vice president shall belong to the third class and shall be elected the year after the second class. The speaker of the House of Delegates shall belong to the fourth class and shall be elected the year after the third class. The public member shall be appointed by the Board.
- B. Members of the Board other than the public member shall assume office at the beginning of the calendar year following the year when they were elected. The public member shall assume office at a time determined by the Board.
- C. The term of office of each member of the Board, with the exception of the public member, shall be four years or until their successors assume office. The term of the public member shall range from one to three years as determined by the Board.
- D. No member shall serve more than one complete term on the Board in the same office consecutively. No member shall serve more than two complete consecutive terms in any office on the Board with the exception of the president who may serve no more than three complete consecutive terms on the Board.
- E. A complete term for a member of the Board shall be defined as four years, and for the public member as determined by the Board. If a member vacates a current office to assume another office on the Board, the time served in the vacated office shall count as a full term for the purpose of term limits.
- F. If a position on the Board becomes vacant, the vacancy shall be filled in the manner prescribed in these bylaws or the standing rules.
- G. The process to remove a Board member from office prior to the expiration of their term shall be done in accordance with the state in which the association is incorporated.

Proviso: New term lengths and limits will apply to Board members elected starting with the 2025 elections. Any individual elected in 2025 or later may serve no more than one complete term per office and no more than two complete terms in any Board office. However, the President may serve up to three consecutive terms. This applies regardless of any prior Board service before 2025. There are a few exceptions:

- 1. *Individuals elected to their first term of office before 2025 will be eligible for reelection in 2025, 2026, and 2027, under the new bylaws, to serve a new four-year term.*
- 2. *Individuals serving a second term of office before 2025 will not be eligible to serve a third consecutive term in the same office.*
- 3. *The Speaker will be elected to a two-year term in the 2026 elections, which will not count as a complete term. The Speaker will then be elected in 2028 for a full four-year term.*

Section 6: Conduct of Business

- A. Board of Directors
The Board shall meet at least once a year. Ten members shall constitute a quorum. The president may call a special meeting of the Board and must call a special meeting on written request of 10 members of the Board. Notice of all meetings shall be sent to all members of the Board not later than 10 days before the

date fixed for the meeting. This notice may be by U.S. mail or by electronic communications as permitted by law. When a decision is needed between meetings of the Board, voting may be conducted by mail or electronic means as permitted by law.

B. Committees of the Board of Directors

- (1) **Executive Committee.** The Executive Committee shall consist of the president, vice president, secretary, treasurer, and one of the 10 directors other than a physical therapist assistant or the public member. This fifth member shall be elected to the Executive Committee annually by members of the Board who are not members of the Executive Committee. The Executive Committee shall exercise the power of the Board between meetings and shall meet at least twice a year. Three members shall constitute a quorum. The president may call a special meeting of the Executive Committee and must call a special meeting on request of three members of the committee. Notice of all meetings shall be given to all members of the Executive Committee not later than five days before the date fixed for the meeting. This notice may be by U.S. mail or by electronic communications as permitted by law.
- (2) **Other Committees.** The Board of Directors appoints other committees as necessary. Committees composed only of officers and/or directors may be delegated Board authority. All other committees appointed by the Board are advisory committees with their authority limited to making recommendations to the Board.

ARTICLE VII. FINANCE

Section 1: Fiscal Year

The fiscal year of the association is Jan. 1 through Dec. 31. The fiscal year of components may be either Jan. 1 through Dec. 31 or July 1 through June 30.

Section 2: Limitation on Expenditures

No officer, employee, committee, or any other individual or group shall expend any money not provided in the budget as adopted or spend any money in excess of the budget allotment, except with the approval of the Board.

ARTICLE VIII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the association in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the standing rules of the association, and any special rules of order the association may adopt.

ARTICLE IX. AMENDMENTS

Unless the year ends in 0 or 5, any bylaws amendment must receive a two-thirds vote without debate to be considered. These bylaws may be amended by the House by a two-thirds vote, provided that the amendment:

- A. Has been submitted in accordance with Reference Committee process by a date set by the speaker of the House of Delegates, which shall be at least four months before the first meeting of the House.
- B. Has been distributed to members at least two months before the first meeting of the annual meeting of the House. Distribution may be by U.S. mail, or any electronic communication permitted by law.

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