

Bylaws of THE AMERICAN PHYSICAL THERAPY ASSOCIATION OF NEW JERSEY, A NEW JERSEY NON PROFIT CORPORATION

Amended in November 1991, March 1997, January 1999, October 2001, October 2002

ARTICLE I. NAME & TERRITORIAL JURISDICTION

The name of this organization is the American Physical Therapy Association of New Jersey, A New Jersey Non Profit Corporation hereinafter referred to as the Chapter. The American Physical Therapy Association is hereinafter referred to as the Association. The territorial jurisdiction of this Chapter shall be the established geographical boundaries of the State of New Jersey.

ARTICLE II. OBJECT

The object of this Chapter shall be the object of the Association as stated in the Association Bylaws.

ARTICLE III. FUNCTIONS

The functions of the Chapter shall be the same as the functions of the Association as established in its Bylaws.

ARTICLE IV. MEMBERSHIP

Section 1: Categories and Qualifications of Members

- A. The Chapter's categories and qualifications of active, life, retired active, affiliate, life affiliate, retired affiliate, student and student affiliate shall be the same as those of the Association.
- B. The corresponding membership category is established for those members who meet the qualifications of active, life, retired active, affiliate, life affiliate, retired affiliate who have primary membership in any other Chapter.
Proviso: The corresponding member category will take effect January 1, 2004.

Section 2: Rights and Privileges of Members

The rights and privileges of the Chapter's active, life, retired active, affiliate, life affiliate, retired affiliate, student, student affiliate and corresponding members shall be identical to 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.

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

- A. Any member of the Chapter who is suspended by the Association shall have his or her membership privileges suspended in the Chapter. Any member who is expelled from membership in the Association shall be expelled from Chapter membership.
- B. Complaints to the effect that a member has violated the ethical principles or standards of the Association shall be processed in accordance with the Association's Procedural Document on Disciplinary Action.

Section 6: Reinstatement

Individuals are reinstated to Chapter membership in accordance with the Association Standing Rules. The Chapter may not charge a reinstatement fee.

ARTICLE V. DISTRICTS, SPECIAL INTEREST GROUPS, and ASSEMBLY SUBSIDIARY GROUPS

Section 1: Districts

- A. Definition - A district consists of a group of members of the Chapter living or working in a specified geographical area. The following listing is for information only. The Council of Directors has full authority to add (Article V, Section 1, B) or dissolve Districts (Article V, Section 1, G). The Chapter consists of three districts known as Southern, Central and Northern. These districts geographical boundaries are as follows:
 - Southern - Ocean, Burlington, Camden, Gloucester, Salem, Cumberland, Cape May, and Atlantic counties.
 - Central - Mercer, Monmouth, Somerset, Hunterdon, Union, and Middlesex counties.
 - Northern - Essex, Morris, Warren, Sussex, Bergen, Passaic, and Hudson counties.
- B. Formation - To form a new district, a written application signed by five or more active and life members of the Chapter shall be sent to the Council of Directors of the Chapter. The Council of Directors shall act on this application at the following Council of Directors meeting. If approved, the territorial boundaries of the new district shall be determined by the Council of Directors and the members who signed the application for the new district.
- C. Structure - Districts shall operate under Chapter Bylaws and standing rules and shall not act in a manner that is inconsistent with Association bylaws.
- D. Membership - The criteria for district membership shall be consistent with those of Chapter and Association.

E. Organization

1. The officers of the District shall be Chairperson, Vice-Chairperson and Secretary.
2. The chairperson shall preside at all meetings and be an ex-officio member of all committees except the nominating committee within the district, and serve as a voting Director at Large of the Council of Directors of the Chapter.
3. The district shall hold a minimum of three meetings annually.
4. A district quorum of eight district members is necessary to conduct business.
5. A written report of the district's activities shall be presented at the annual meeting and at other times on request of the Council of Directors of the Chapter.

F. Finance

1. The allocation of Chapter dues to each district is determined by the Council of Directors. Each district shall submit to the Council of Directors a request for approval of an annual action plan.
2. The district shall have no dues, but may levy assessments provided such assessments do not carry punitive action or loss of good standing and are approved by the Council of Directors.

G. Dissolution

1. A district which fails to comply with Chapter policy or these bylaws may be abolished, provided it is given an opportunity to be heard in its own defense following at least one month's probation and at least two-thirds of the Council of Directors concur. A district so disciplined shall have the right to appeal to the Chapter membership at the next annual Chapter meeting and the decision of the Chapter membership shall be final.
2. A district shall be voluntarily dissolved by:
 - a. A petition signed by a majority of members eligible to vote. Multiple copies of the petition may be used. All copies of the petition must be filed with the Council of Directors within six months after the petition is first promulgated which shall be stated on each copy thereof. The Council of Directors shall examine the petition to determine if it has been signed by a majority of the district members. If the Council of Directors determines that a majority of the district members have signed the petition, it shall certify to the district that it is dissolved. Otherwise, it shall certify to the district that the petition failed for lack of majority.
 - b. Or, a two-thirds vote of those voting by mail ballot. A mail ballot will be mailed to each member eligible to vote. A return of 25% of the ballots mailed shall be required for validation.
3. All monies, properties and official documents of the District become the property of the Chapter on the date of dissolution.

Section 2: Special Interest Groups

- A. Purpose - A special interest group may be organized to provide a means by which members having a common interest in special areas of physical therapy may meet, confer, and promote the interests of the respective special interest group.
- B. Formation and Dissolution - Special interest groups of the Chapter may be established and dissolved in accordance with the rules and conditions set down by the Chapter Council of Directors.
- C. Structure - Each special interest group shall operate under guidelines established by the Council of Directors of the Chapter. The group shall develop specific objectives for their operation.
- D. Obligations - Each special interest group shall conduct its affairs as set forth in the Chapter bylaws and standing rules, maintain financial records and hold meetings.
- E. Property and Records - In the event that a special interest group is dissolved, all property and records of whatever nature in possession of the group shall after payment of its bonafide debts be conveyed to the Chapter.

Section 3: Assembly Subsidiary Group

- A. Purpose - Assemblies may be organized to provide a means by which members of the same category, except active, having a common interest because of their membership category, may meet, confer, and promote the interest of the respective membership categories and assemblies.
- B. Formation and Dissolution - Assembly Subsidiary Groups of the Chapter may be established and dissolved in accordance with the rules and conditions set down by the Chapter's Council of Directors.
- C. Structure - Each assembly shall operate under guidelines established by the Council of Directors of the Chapter. The assembly shall develop specific objectives for their operation.
- D. Obligations - An assembly shall conduct its affairs as set forth by the Association bylaws for assemblies and Chapter bylaws. It shall maintain financial records and hold meetings.
- E. Property and Records - In the event that an assembly is dissolved, all property and records of what ever nature in possession of the group shall after payment of its bona fide debts be conveyed to the Chapter.

Section 4: Limitations

Districts, Special Interest Groups and Assembly Subsidiary Groups are subject to the following limitations:

- A. Bylaws and policies of the Chapter and the Association.
- B. No district, special interest group, or assembly subsidiary group shall profess or imply that it speaks for or represents the Chapter or members other than those currently holding memberships in the district, special interest group, or assembly subsidiary group unless authorized to do so by the Chapter's governing body.

ARTICLE VI. MEETINGS

Section 1: Annual Meetings

The Chapter shall hold at least two meetings (Fall and Spring) of its membership each year, and one meeting shall be held sufficiently far in advance to allow for main motions by the Chapter to be submitted to the House of Delegates.

Section 2: Written Notice

Written notice of all meetings shall be sent to all members at least ten days prior to the date of the meeting.

Section 3: Quorum

In order to conduct Chapter business a quorum must be present. Twenty-five Chapter members, excluding the Council of Directors, shall constitute a quorum.

Section 4: Special Meetings

A special meeting of the Chapter must be called upon written petition of 25% of all voting members.

Section 5: Meeting Minutes

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

ARTICLE VII. COUNCIL OF DIRECTORS

Section 1: Composition

- A. The Council of Directors shall be composed of the Chapter officers (4) specifically the President, Vice-President, Secretary, Treasurer, and also Directors at Large (3), Director of Practice, Director of Government Relations, Director of Communications, Director of Membership, Director of Programming and Chief Delegate. Each Officer, Director and the Chief Delegate will have only one vote even if one person holds two positions on the Council.
- B. The President-Elect shall be a non-voting member on the Council of Directors.

Section 2: Qualifications

- A. The President-elect, Vice President, Secretary, Treasurer and Chief Delegate shall be an active or life member of the Chapter for two years immediately preceding the election.
- B. Directors shall each have been an active, retired active, life, affiliate, retired affiliate or life affiliate member of the Chapter for two years immediately preceding the election.

Section 3: Terms and Vacancies

- A. All officers and directors shall serve two year terms or until the election and assumption to office by their successors. Elections shall be held at the Spring Meeting for all officers and Directors, except for the Chief Delegate and President-Elect or President who shall be elected at the Fall Meeting.
- B. The President-elect shall serve from the time elected at the Fall Meeting until the conclusion of the Chapter's Spring Meeting at which time, he/she shall assume the office of Presidency.
- C. The President-elect or a President seeking a second term, Vice President, Secretary, Director of Practice, Chief Delegate and Directors at Large shall be elected in even years.
- D. The Treasurer, Director of Government Relations, Director of Membership, Director of Programming and Director of Communications shall be elected in odd years.
- E. All officers, Directors and Chief Delegate may serve no more than two consecutive terms in the same office in addition to any remaining portion of a term they may have served. The combined service of President-elect and President shall be considered as serving one term in office.
- F. If the President dies, resigns, is removed from office or becomes disqualified, he or she will be succeeded by the Vice-President. The Vice President will serve the remaining portion of the presidential term.
- G. If the President-Elect's position becomes vacant other than by assumption of the presidency, a special election will be held to fill the President-Elect's office. The Council of Directors will determine when this election will be held.
- H. If any other officer's or director's position becomes vacant, the Council of Directors shall appoint a qualified member to fill the vacant position for the portion of the term remaining.

Section 4: Duties of the Council of Directors

The Council of Directors shall, in addition to the duties otherwise imposed by these bylaws and the standing rules:

- A. Act as trustees of this corporation.
- B. Carry out the mandates and policies of the Chapter as determined by the membership.
- C. Have full power and authority to perform all acts and to transact business for and on behalf of the Chapter, subject only to the provisions, of these bylaws and the bylaws of the Association, and all resolutions and enactments of the membership.
- D. Approve the annual budget prepared by the Treasurer, authorize expenditures of funds and appoint annually a committee of three members to audit the treasurer's accounts or have the accounts audited by a certified public accountant.
- E. Create special committees and task forces, and direct the activities of all committees, except the Nominating and Ethics committees.
- F. Appoint and fill vacancies of chairpersons and members of committees in accordance with bylaws and standing rules.

- G. Bring before the membership for their information, opinion and vote at any regular or special meeting correspondence/communication from the Association.
- H. Receive written annual reports of officers, directors, and committee chairpersons at the annual meeting of the Chapter.
- I. Be responsible for filling vacancies on the Council of Directors.
- J. Act on all applications for the formation of district, special interest groups and assembly subsidiary groups.
- K. Be responsible for the program, time, and place of the annual meeting of the Chapter.
- L. Be responsible for the publication of the Chapter newsletter.
- M. Provide for the development and maintenance of procedural documents related to these bylaws.
- N. Review and revise existing Chapter policies, except in these Bylaws, for consistency of intent and language with such new policies as may be adopted from time to time by the Council of Directors.

Section 5: Officers

- A. The President shall serve as official spokesperson for the Chapter, preside at all meetings of the Chapter and Council of Directors, serve as Chapter delegate, and as an ex-officio member of all committees, except Nominating and Ethics committees, and have such other responsibilities as described in the standing rules.
- B. The Vice President shall assume the duties of the President in his or her absence. He or she shall be responsible for Chapter operations and other tasks as described in the standing rules.
- C. The Secretary shall manage the agenda, reports and documents for Chapter, Executive and Council of Directors meetings. He or she shall assume all other duties as described in the standing rules.
- D. The Treasurer shall be custodian of all funds of the Chapter and shall be bonded by the Chapter. He or she shall present an annual budget to be approved by the Council of Directors, assure true and accurate accounts of all receipts and disbursements, which shall be the property of the Chapter, and make a written report to the Chapter annually and other such reports as may be required by the Council of Directors.

Section 6: Conduct of Business

- A. The President may call regular and special meetings of the Council of Directors. A special meeting may be requested by 50% of the Council members.
- B. The Executive Committee and Council of Directors may conduct business by mail or telecommunications, when necessary. A report of any action taken by mail or telecommunications shall be verified and made a part of the minutes at the next meeting.
- C. The Council of Directors must meet twice annually. A quorum of all Council of Directors meetings will be seven (7).

Section 7: Executive Committee

- A. Composition -The Executive Committee shall be composed of the President, Vice President, Secretary and Treasurer. Each shall have one vote in Executive Committee meetings.
- B. Duties and Responsibilities -The Executive Committee is responsible for all staff management issues of the Chapter association.
- C. Meetings -The Executive Committee shall meet at least twice a year.
- D. Quorum -Three (3) members of the Executive Committee shall constitute a quorum.

ARTICLE VIII. COMMITTEES

Section 1: Appointments, Terms and Duties

- A. Committee chairs and members shall be appointed by the Council of Directors, except for the Nominating committee.
- B. Terms of committee members and chairs may be set forth in the Chapter standing rules.
- C. Duties of each committee are set forth in the Chapter standing rules.

Section 2: Nominating Committee

- A. Active, retired active and life members who have been Chapter members for the two years preceding the election will be eligible to serve on the Nominating committee.
- B. The Nominating committee shall consist of three (3) members. Two are to be elected in the even numbered years (Northern & Southern District) and one is to be elected in the odd numbered years (Central District) at the annual Spring Meeting.
- C. No member shall serve more than two consecutive terms.
- D. The Nominating committee shall elect its own chairperson.

Section 3: Ethics Committee

- A. The Ethics committee shall consist of three (3) members.
- B. Members are appointed annually by the Council of Directors immediately after the Spring meeting.
- C. The Ethics committee shall elect its own chairperson.
- D. The Ethics committee shall be charged with investigating any ethics complaints according to the Association's stated procedures.

Section 4: Finance Committee

- A. The Finance Committee shall consist of at least three (3) members and be chaired by the Treasurer.
- B. The Committee shall perform financial reviews and recommend fiscal policies and procedures.

Section 5: Special Committees

The Council of Directors shall decide which committees are needed to conduct the activities of the Chapter and appoint the necessary committee members.

Section 6: Meetings

Meetings of all standing and special committees shall be open to the membership except:

- A. Nominating committee when nominees are being considered.
- B. Ethics committee meetings.
- C. Other committee meetings as stated in the standing rules.

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

Section 1: Qualifications

- A. To serve as a delegate, a delegate shall be an active member and shall have been a member in good standing in any class of membership of the Association for no less than two years immediately preceding the start of the House session.
- B. To serve as Chief Delegate, the Chief Delegate shall have served as a delegate at least twice previously and demonstrate active involvement with the Association at national, chapter or district level.

Section 2: Elections

- A. The Chapter President shall be appointed as a delegate.
- B. Members of each district shall elect delegates according to the standing rules and shall be represented by a total of three (3) delegates.
- C. The Chapter membership shall elect the Chief Delegate and the other delegates at-large. The number of delegates at-large shall be determined annually based upon the number of delegates allocated to the Chapter by the Association.
- D. Alternate delegates will be those nominated, but not elected as delegates at-large. The alternate delegate with the highest number of votes will be offered the first opportunity to fill any vacancy in the delegation. Successive vacancies are offered to alternate delegates in descending order of votes. If a delegate chooses not to accept an available delegate position in the order in which it was offered, he/she may still be considered an alternate for the current term and may be appointed to a vacant delegate position at a later date after all alternate delegates are utilized.
- E. If, after all alternate delegates have been utilized, a vacancy occurs in the delegation prior to a scheduled Chapter membership meeting, an election will be held to fill that vacancy. If the vacancy occurs after the last scheduled Chapter meeting prior to the House of Delegates, the Council of Directors may either appoint an eligible member to fill the vacancy, or may authorize the Chief Delegate and/or designated delegates to carry the vote(s).

Section 3: Term

- A. Delegates shall serve for a term of two years. All delegates shall take office immediately upon election and serve until their successors are elected and assume office. A delegate may serve multiple terms.
- B. The Chief Delegate shall serve as Chief Delegate for two sessions of the House of Delegates.
- C. The term of an alternate delegate shall be one year, unless called upon to fill a vacancy in the delegation, in which case the alternate completes the remainder of the original delegate's term.

Section 4: Notification

The Chapter shall notify Association Headquarters of the name of the Chapter delegates, as required by the Association and the Standing Rules of the House of Delegates.

ARTICLE X. REPRESENTATIVES TO THE ASSOCIATION'S NATIONAL ASSEMBLY OF PHYSICAL THERAPIST ASSISTANTS (NAOPTA)

Section 1: Qualifications

- A. The qualifications of the Representative shall be as stated in the bylaws of the National Assembly of Physical Therapist Assistants.
- B. The Chapter shall notify Association headquarters of the name of the Representative, as required by the Association.

Section 2: Election

- A. At a Chapter meeting prior to the annual session of the Representative Body, the affiliate, retired affiliate and life affiliate members shall elect the Assembly Representative at large. The alternate Representative shall be the individual who receives the next highest number of votes.
- B. If, after the alternate Representative has been utilized, a vacancy occurs prior to a scheduled chapter membership meeting, an election will be held to fill that vacancy. If the vacancy occurs after the last scheduled Chapter meeting prior to the annual session of the Representative Body, the Council of Directors may appoint an eligible member to fill the vacancy.

Section 3: Term

A Representative shall serve a term of two years. The Representative shall take office immediately upon election and serve until their successor is elected and assumes office. A Representative may serve multiple terms.

ARTICLE XI. ELECTIONS

- A. A slate of nominees shall be published by the Nominating committee and distributed to all voting members at least ten days prior to the elections.
- B. Nominations may also be made from the floor.
- C. Election shall be by ballot unless there is but one nominee for an office and then a voice vote may be called.
- D. Tellers shall be appointed by the presiding officer.
- E. The candidate for office receiving a majority of the vote shall be declared elected. In the event of failure to obtain a majority of the vote, reballoting shall be held until a majority is received by a candidate.
- F. A mail ballot may be authorized by the Council of Directors.
 - 1. A ballot will be mailed to each member eligible to vote.
 - 2. A return of 25% of the ballots mailed shall be required for validation.
 - 3. Ballots must be returned within a predetermined time as specified by the Council of Directors.
 - 4. Bylaws may not be amended by mail vote.
 - 5. Action taken must be in accordance with NJ Corporate law.

ARTICLE XII. FINANCE

Section 1. Fiscal Year

The fiscal year of the Chapter shall be the same as that of the Association.

Section 2. Chapter Dues

A. Schedule of Dues

- Active members: \$145.00.
- Active student members: \$0 in 2002, and \$75.00 in 2003 and thereafter.
- Affiliate members: \$80.00
- Student and student affiliate members: \$15.00
- Life members: \$40.00
- Life affiliate members: \$40.00
- Retired active members \$75.00
- Retired affiliate members: \$75.00
- Corresponding member (effective 1/1/2004): \$50.00

B. Chapter Dues and Renewal

- 1. Dues will be for the period specified in the Association bylaws.
- 2. Chapter dues for any category of membership shall not exceed Association dues for that membership category without specific approval of the Association's Board of Directors.
- 3. Chapter membership renewal shall coincide with the member's national Association membership expiration date.
- 4. Chapter dues will be billed and received by the Association headquarters.
- 5. The suspension of Chapter and Association membership and the date of suspension will be determined by the Association.
- 6. All dues changes approved by the Chapter membership and approved by the Association's Board of Directors before the Association's deadline will become effective on the first of the Chapter's next fiscal year.
- 7. Chapter dues for student or student affiliate members are for 12 months from the time of renewal or join date. As of the last day of the graduation month, the student or student affiliate member automatically converts to the active or affiliate member category for the remainder of the 12 months of membership. Once the membership remainder expires, these new active or affiliate members are eligible for one year of membership at 50% of the Association and Chapter dues rate for an active or affiliate member.

Section 3: Limitation on Expenditures

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

Section 4: Financial Report

The Chapter 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 Board of Directors of the Association may revoke the Charter of a Chapter if the Chapter has failed to satisfy its obligations or has failed to observe the limitations upon its activities as set forth in the Association bylaws.
- B. The Chapter may dissolve pursuant to its articles of incorporation.
- C. The Chapter may be dissolved voluntarily subject to a recommendation to dissolve supported by no less than 2/3 of the members of the Chapter's Council of Directors and adopted by 2/3 of the Chapter's voting members provided that a quorum is present at the called meeting.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

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

ARTICLE XV. AMENDMENTS

Methods

- A. These bylaws may be amended in whole or in part at any meeting of the Chapter by a 2/3 vote of the active, affiliate, retired active, retired affiliate, life, and life affiliate members voting provided a notification of proposed amendments is sent by mail, and a copy of the proposed amendments is made available to all voting members of the Chapter at least 10 days prior to that meeting. 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 of the Chapter's next fiscal year following approval.)
- B. When Association Bylaws have been amended so as to require amendments of these bylaws, the Bylaws committee shall prepare the necessary amendments and submit them to the Council of Directors of the Chapter for approval. The Council of Directors shall notify the membership of the amendments.

ARTICLE XVI. ASSOCIATION AS HIGHER AUTHORITY

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