

## Section on Women’s Health-APTA

# Bylaws

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## ARTICLE I. NAME

The name of this organization shall be the Section on Women's Health of the American Physical Therapy Association, hereinafter referred to as the "Component" or "Section" or "SoWH". SoWH, which is a Component of the American Physical Therapy Association, hereinafter referred to as the "Association" or "APTA".

## ARTICLE II. PURPOSE

The purpose of the Component shall be to provide a means by which Association members having a common interest in the physical therapy problems and concerns of women may meet, confer, and promote these interests.

## ARTICLE III. OBJECTIVES

The objectives of the Component shall be to:

1. Promote and expand the role of physical therapy in the field of women's health and wellness.
2. Develop resources for member specialists in this field and to provide training programs for members wishing to specialize.
3. Develop and maintain standards for specialists in this practice and education of this branch of physical therapy.

## ARTICLE IV. COMPONENT MEMBERSHIP

### Section 1: Categories and Qualifications of Component Members

The Component membership categories and qualifications for 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 Privilege of Component Members

1. The rights and privileges of the Component's members shall be identical to those established in the Association's bylaws.
2. Each Physical Therapist Assistant, Retired Physical Therapist Assistant, and Life Physical Therapist Assistant member shall have one vote at the Component level.

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### **Section 3: Application for and Admission to Component Membership**

- A. The payment of Component dues by Association members in good standing and in the following Association categories shall constitute application for and admission to Component membership:
  - a. Physical Therapist;
  - b. Physical Therapist-Post Professional Student,;
  - c. Physical Therapist Assistant,;
  - d. Student Physical Therapist; and
  - e. Student Physical Therapist Assistant.
- B. Signed applications without payment of dues from Association members in good standing in the following Association categories shall constitute application for, and admission to, Component membership:
  - a. Retired Physical Therapist,;
  - b. Retired Physical Therapist Assistant,;
  - c. Life Physical Therapist; and
  - d. Life Physical Therapist Assistant.

### **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, with the exception of nonpayment of Component dues.

### **Section 5: Disciplinary Action**

- A. Any member of the Component who is suspended by the Association shall have their membership privileges suspended from the Association and from the Component. Any member of the Component who is expelled from membership in the Association shall be expelled from Component membership.
- B. Any member of the Component who fails to make timely payment of required Component dues, as determined by the Association in its sole discretion, is not in good standing and shall be expelled from Component membership.

### **Section 6: Reinstatement**

Any former member of the Component who is in good standing in the Association may be reinstated to membership in the Component upon receipt of the required Component dues.

### **Section 7: Resignation**

Any Component member may resign by mailing, emailing or faxing a notice of resignation to the Component Board President and the Component Executive Director. The resigning

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Component member shall be responsible for payment of all outstanding dues and fees and shall not be entitled to a refund of dues nor fees.

### ARTICLE V. REGIONAL AND SPECIAL INTEREST GROUPS

#### Section 1: Regional Groups

- A. A regional group shall:
  - a. Operate under bylaws or rules of order that shall be consistent with Component and/or Association bylaws.
  - b. Not levy special assessments that carry punitive action or loss of good standing.
- B. A regional group of the Component may be established and/or dissolved in accordance with the rules and conditions specified by the Component.

#### Section 2: Special Interest Groups

- A. A special interest group shall:
  - a. Operate under bylaws or rules of order that shall be consistent with Component or Association bylaws and that shall be approved by the Component Board of Directors.
  - b. Not levy special assessments that carry punitive action or loss of good standing.
  - c. A special interest group of the Component may be established and/or dissolved in accordance with the rules and conditions specified by the Component.

#### Section 3: Limitations

Regional and Special Interest Groups are subject to the following limitations:

- A. Bylaws and policies of the Component and the Association;
- B. No regional or special interest group shall profess or imply that it speaks for or represents the Component or members other than those currently holding membership in the regional or special interest group unless authorized by the Component's governing body.

### ARTICLE VI. MEETINGS

#### Section 1. Annual Meeting

- A. The Component shall hold a business meeting in each calendar year at a time and place designated by the Board of Directors, hereinafter referred to as the "Annual Meeting".

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- B. Notice of the Annual Meeting shall be posted on the Component's website and will also be sent via electronic mail to all Component members at least thirty (30) days in advance of the Annual meeting.
- C. A quorum of Component members for the Annual Meeting shall consist of thirty (30) members, including at least five (5) members of the Board of Directors.

### **Section 2. APTA Annual Conference**

A business meeting and professional program may be held at the time and place of the Association's Annual Conference.

### **Section 3. Special Meetings**

- A. Special Meetings of the Component may be called by 1) the Component Board President; **or** 2) upon written request of any three (3) members of the Component Board of Directors or any one-hundred (100) Component members.
- B. Notice of a Special Meeting shall be posted on the Component's website and will also be sent via electronic mail to all Component members at least thirty (30) days in advance of the Special Meeting. Attendance is limited to Component members and invited guests approved by the Board of Directors.
- C. A quorum shall consist of thirty (30) Component members, including at least two (2) members of the Board of Directors.

### **Section 4. Regional Meetings**

Regional meetings may be held by vote of the Board of Directors or in response to a request by any one-hundred (100) Component members. At least thirty (30) days prior to a regional meeting, notice shall be posted on the Component's website and sent via electronic mail to all Component members.

### **Section 5. Component Voting**

At all Annual, Special or Regional Meetings, each Component (**Physical Therapist or Physical Therapy Assistant**) member in good standing shall have one vote. Proxy voting is not permitted. Unless otherwise specifically provided in these bylaws, a majority vote of those Component members in good standing shall govern. A majority is defined as a number more than half, providing a quorum is present. The Membership may use electronic or other recognized means of written communication to hold meetings and vote. Voting electronically and by mail ballot is subject to Association and Component policies and procedures, as well as applicable law.

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## ARTICLE VII. BOARD OF DIRECTORS

### Section 1: Rights, Duties, and Responsibilities

The Board of Directors (hereinafter referred to as the "Board") is the governing body of the Component and holds legal authority and fiduciary responsibilities on behalf of the Component and its membership. The Board is responsible for the governance, oversight control, and strategic direction of the Component under such rules as the Board may determine, subject to the specific conditions of the Association and these bylaws. The Board shall consist of between ten and fifteen members, including the Officers (President, President-Elect, Past President, Vice President, Secretary, Treasurer), and six additional Directors.

#### A. Officers

##### a. President

- i. Shall serve as the chief elected officer of, and the official spokesperson for the Component, and shall preside at all meetings of the Board and membership; and
- ii. Be an ex-officio member of all Component committees, with the right to vote, with the exception of the Nominating Committee.

##### b. Past-President

- i. Shall be a member of the Board and shall have such powers, and perform such duties, as the Board may prescribe.
- ii. The Past President shall have no voting powers.

##### c. President-Elect

- i. Assume the duties of the President if she/he/they is absent or incapacitated;
- ii. Assist the President in the discharge of the duties of that office.

##### d. Vice-President

- i. Shall be a member of the Board and shall have such powers, and perform such other duties, as the Board may prescribe.

##### e. Secretary

- i. Keep an accurate record of the members of the Component and communicate with the Treasurer and Editor to update this list;
- ii. Record the minutes of all Component meetings and the meetings of the Board of Directors.

##### f. Treasurer

- i. Shall serve as the Board advisor with respect to the funds of the Component.

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- ii. Be responsible for maintaining complete and accurate financial records including, but not limited to, the annual budget.
- g. Directors
  - i. Perform duties as specified in the Component's policies and procedures;
  - ii. Perform duties as assigned by the Board.

### **Section 2: Vacancies Terms**

- A. The terms of the President, Past President, President-Elect shall be for one year, which terms shall begin at the at the close of the Component's Annual Business Meeting or until their successor qualifies. In the event of a vacancy in the office of President, the President-Elect shall automatically succeed to the President role.
- B. In the event of a vacancy in the office of Vice-President, Secretary, Treasurer or Director, the Board of Directors shall appoint a qualified and eligible member to serve the unexpired portion of the term.
- C. The standard term of the remaining members of the Board shall be for staggered terms of three years subject to Board policy. The terms shall begin at the close of the Component's Annual Business Meeting or until their successor qualifies.
- D. If the unexpired term being filled is less than fifty percent (50%) of a full term, the new officer/director may continue to be elected to serve the maximum number of terms as outlined in these bylaws.
- E. Any Board member may be removed, with or without cause, by a 2/3rd vote of the Board of Directors followed by a majority vote of the Component Membership.

### **Section 3: Failure to Serve**

Officers are expected to complete the responsibilities of the position which they have accepted with integrity, good judgment, and confidentiality. Failure of an officer to fulfill the duties and responsibilities outlined in these bylaws shall result in prompt corrective action as outlined in the Component's policies and procedures. All elected officers and Board members of the Component, including President, and appointed individuals shall be subject to the action by the Component's Board of Directors.

### **Section 4: Board of Directors**

- A. Duties and Responsibilities:  
The Board of Directors shall, in addition to the duties otherwise imposed by these bylaws:



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- a. Carry out the mandates and policies of the Component as determined by the members.
  - b. Direct all business and financial affairs for and on behalf of the Component, adopt the Component's annual budget, be responsible for all of the Component's property and funds, and provide for an annual audit.
  - c. Appoint and fill vacancies on the Board of Directors and for standing committee chairs.
  - d. Be responsible for the time and place of the Annual Meeting and any other meetings of the Component.
  - e. Transfer all records in good order to their successors
- B. Meetings
- a. The Board of Directors shall meet before or after the Annual Meeting of the Component.
  - b. Special meetings of the Board may be called by The President or upon written petition to the Board President signed by at least two Directors. 3. The meetings shall be held at a time and place designated by the President upon at least seven (7) days written notice to all members of the Board.
  - c. Six (6) members of the Board of Directors consisting of at least two (2) officers and three (3) directors shall constitute a quorum.
  - d. The Board may use electronic or other recognized means of written communication to hold meetings and vote.

### **Section 5: Term Limits**

Officers and Directors of the Board shall assume office at the close of the Component's Annual Business Meeting. No officer nor director may serve in the same position for more than two (2) consecutive terms.

### **Section 6: Qualifications**

Only such members of the Component as are provided for in the Association bylaws, Article IV, Section 2, subparagraph B.(3).b, who have been members in good standing for a period of at least two (2) years immediately preceding their election, and who have demonstrated a willingness to serve, shall be eligible for election to office. Physical Therapist Assistants, Life Physical Therapist Assistants and Retired Physical Therapist Assistants may hold office subject to the limitations specified in the Association bylaws, Article V, Section 4, subparagraph C.

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## ARTICLE VIII. COMMITTEES

### Section 1: Executive Committee

- A. Composition
  - a. The Executive Committee shall consist of the President, President-Elect, Past President, Vice President, Secretary, and Treasurer.
- B. Duties
  - a. The Executive Committee shall oversee duties of the Board of Directors between meetings of the Board of Directors.
  - b. To address funding, judicial, or litigious issues that may arise between Board of Directors meetings.
- C. Conduct of Business
  - a. The Executive committee shall meet as necessary to fulfill its duties.
  - b. Written notice of all meetings shall be mailed to all members of the Board of Directors not later than seven (7) days before the fixed date for the meeting. A majority shall constitute a quorum.

### Section 2: Nominating Committee

- A. Composition, Election and Tenure
  - a. The Nominating Committee shall consist of three (3) eligible members, who have been members in good standing for a minimum of two (2) years.
  - b. Members shall serve for three-year (3) terms.
  - c. The senior member of the committee shall serve as Chairperson.
  - d. No member shall be elected to serve consecutive terms.
  - e. At least one (1) member shall be elected each year by mail or electronic ballot of at least 50 valid responses.
  - f. Any vacancies shall be filled by the Board of Directors until the next regular election at which time the vacant position shall be filled for the remainder of the term.

### Section 3: Finance Committee

- A. Composition, Election and Tenure
  - a. This committee shall be chaired by the Component Treasurer.
  - b. This committee shall consist of the current Component Treasurer, Director of Financial Development, and at least one member appointed by the Board of Directors to serve on the committee.
- B. Duties
  - a. This committee shall be responsible for advising the Board of Directors on matters pertaining to the Component's financial needs, growth, and

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stability based on periodic review of income, expenditures, and investments. Additional responsibilities shall be outlined in the Component's policies and procedures.

### **Section 4: Other Committees**

- A. Other committees may be appointed by the Board of Directors or the President to maintain the purposes and directives of the Component for an appropriate term.
- B. Specific responsibilities of all appointed committees shall be placed in the Component's policies and procedures at the time each committee is appointed.

### **Section 5: Committee Appointments**

The membership of all committees, with the exception of the Finance, Nominating, and Executive Committees, shall be appointed by the President-Elect.

## **ARTICLE IX. DELEGATE TO THE ASSOCIATION'S HOUSE OF DELEGATES**

### **Section 1: Qualifications**

- A. The qualifications of the Delegate shall be as stated in the Association's bylaws.
- B. The Component Delegate may not serve concurrently as a Chapter or Assembly Delegate.
- C. The Component shall notify Association Headquarters of the name of the Component Delegate, as required by the Association and the Standing Rules of the House of Delegates.
- D. The Component must be represented in the House of Delegates at least every third year.

### **Section 2: Election and Term**

- A. The President of the Component will serve as the Component's Delegate to the House of Delegates.
- B. If the President is unable to represent the Component as its delegate, the Board of Directors shall appoint and announce an alternate delegate.

### **Section 3: Duties**

- 1. To attend the annual and special meetings of the House of Delegates of the Association.
- 2. To present to the House of Delegates such matters as are ordered by the Executive Committee and/or voting body.

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3. The Delegate shall be charged by the Component members in keeping with the purpose, objectives, policies, functions and interests of the Component.

### ARTICLE X. NOMINATIONS AND ELECTION OF BOARD OF DIRECTORS

- A. Nominations for the Board of Directors shall be received each year by the Nominating Committee. During a three (3) year cycle, the Treasurer, Director of Education and Director of Research will be elected on year 1, the Vice President, Director of Communications, and Director of Practice on year 2, and the Secretary, Director of Financial Development, and Director of Programming on year 3. The President-Elect will be nominated and elected each year. The President-Elect will be elected each year.
- B. The Nominating Committee, through its chair, shall report to the Board the Nominating Committee's recommendation of a candidate for each Board position required to be filled each year. All nominees shall be persons having the rights and privileges of Component and Association Members and shall have signified a willingness to serve. The Board shall approve the nominees following review of the recommended nominee slate.
- C. The Officers and Directors shall be elected by ballot of at least fifty (50) valid responses. Voting may take place at any duly convened Annual or Special Meeting of the Component, provided that at least thirty (30) days prior to the meeting a copy of the proposed slate of candidates has been emailed to members. Voting may be done in person or electronically.
- D. If there are two (2) candidates a majority is required to elect. If there are three (3) or more candidates, a plurality of votes is required to elect.
- E. The Nominations Committee Chair shall report the results of the election to each of the nominees, to the Board of the Directors, and to the Executive Director at the first meeting following the election.

### ARTICLE XI. FINANCE

#### **Section 1: Fiscal Year**

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

#### **Section 2: Limitation on Expenditure**

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 Component's Board of Directors. The Board of Directors shall not commit the Component to any financial obligation in excess of its current financial resources.

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### Section 3: Dues

- A. Component dues shall be determined by the Component's Board and shall not exceed those of the Association for each member category.
- B. All dues shall be for the period specified in the Association Bylaws.
- C. All dues changes approved by the Component membership and approved by the Association's Board of Directors before the Association's deadline will become effective on the first of the Association's next fiscal year.

### Section 4: Statements & Auditing

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

## ARTICLE XII. DISSOLUTION

The Component may dissolve subject to a recommendation to dissolve supported by no less than two-thirds (2/3) of the members of the Component's Board of Directors and adopted by two-thirds (2/3) of the Component's members. Upon dissolution, Components assets shall inure to the Association or other entity as federal and state law permits.

## ARTICLE XIII. PARLIAMENTARY AUTHORITY

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

## ARTICLE XIV. AMENDMENTS

### Section 1: Amendments by Vote

These Bylaws may be amended, revised or repealed by a majority vote with a minimum participation of five percent (5%) of the eligible membership. Voting may take place at any duly convened Annual or Special Meeting of the Component, provided that at least thirty (30) days prior to the meeting a copy of the proposed amendments have been emailed to members; or by a majority vote with minimum participation of five percent (5%) vote of the eligible members voting by a thirty (30) day electronic ballot.

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## **Section 2: Editorial Amendments**

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

## **Section 3: Approval by the Association**

Amendments to the Component's bylaws become effective upon approval in writing by the Association's Board of Directors.

## **ARTICLE XV. ASSOCIATION AS HIGHER AUTHORITY**

In addition to these Bylaws, Articles of Incorporation, and applicable law, the Component is governed by the Association bylaws and standing rules, and by Association House of Delegates and Board of Directors policies.

Adopted: June 18, 1978. Revised: November 1984, February 1987, February 1988, June 1990, May 1991, February 1992, February 1993, February 1994, February 1995, August 1995, November 1995, May 1997, June 1998, April 2001, August 2003, February 2005, February 2006, November 2006.

## **ARTICLE XVI. EXECUTIVE DIRECTOR**

**Section 1.** The Board shall hire, evaluate, and provide general oversight of a Component Executive Director. The Board shall compensate the Executive Director upon such terms and conditions as the Board in its judgment determines is fair and reasonable.

**Section 2.** The Executive Director shall manage the affairs of the headquarters office and shall employ and terminate the employment of members of the Component staff as necessary to carry out the work of the Component. She/he/they may establish salaries for staff, define their duties, supervise their performance, establish their titles and delegate responsibilities to them. The Executive Director shall be an ex-officio member of all committees, without a vote.

## **ARTICLE XVII. INDEMNIFICATION AND LIMITATION OF LIABILITY**

**Section 1.** Any current or former officer or director of the association shall be indemnified by the Section for expenses and costs, including reasonable attorney's fees actually and necessarily incurred in connection with any claim asserted against her/him by action in

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court or otherwise, by reason of her/his/them being or having been such officer or director to the fullest extent permitted by law, provided she/he/them is not found to have been negligent or guilty of gross misconduct in the performance of his or her duties.

**Section 2.** Nothing herein shall constitute members of the Section as partners for any purpose. No member, officer, agent or employee of this organization shall be liable for the acts or failure to act on the part of any other member, officer, agent or employee of the Section, nor shall any of the members, officers, agents, or employees be liable for their acts or failure to act under these bylaws, excepting acts, or omissions to act, arising out of willful misfeasance.