

VIRGINIA PHYSICAL THERAPY ASSOCIATION, INC. BYLAWS

Amended November 6, 2021

Article I. Name and Territorial Jurisdiction

The name of this organization shall be the Virginia Physical Therapy Association, Incorporated, hereinafter referred to as the Chapter. It shall be a component chapter of the American Physical Therapy Association hereinafter referred to as the Association. The territorial jurisdictions of the Chapter shall be the geographical boundaries of the Commonwealth of Virginia.

Article II. Object

The object of the 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 stated in the Association bylaws.

Article IV. Membership

Section 1. Categories and Qualifications of Members. The Chapter 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. In addition, the Chapter shall maintain a single Corresponding Member category and a single Corresponding Student Member category with rights and privileges as stated in the Association bylaws.

Section 2. Rights and Privileges of Members. The rights and privileges of the Chapter's members shall be identical to those established in the Association bylaws. Physical Therapist Assistant, Retired Physical Therapist Assistant, and Life Physical Therapist Assistant shall have one vote at the Chapter level.

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 of the Chapter 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's Standing Rules. The Chapter may not charge a reinstatement fee.

Article V. Districts and Special Interest Groups

Section 1. Districts

The following six Districts are established with geographical boundaries defined in the Standing Rules of the Chapter: Northern, Central, Tidewater, Blue Ridge, Mountain, and Valley. Their boundaries may be altered as described in the following Section A.

A. Creation or Alteration of Districts

1. To form a new District or alter existing boundaries of existing Districts, a written application and supportive information signed by at least three-fourths of the voting members from the proposed District or existing Districts shall be sent to the Board of Directors of the Chapter. The Board of Directors shall act on this application at the next Board meeting. If approved, the territorial boundaries of the new or altered District(s) shall be determined by the Board and representative members who signed the application for the new District or altered District boundaries, and documented in the Standing Rules of the Chapter.

2. District Bylaws must conform with Chapter and Association Bylaws. Bylaws and amendments to be adopted by the Districts and actions on matters of policy must be submitted to the Chapter Board of Directors who must act on these matters at the next Board meeting. If such Bylaws, amendments or matters of policy are not approved by the Board, the District may appeal to the membership of the Chapter at the next annual meeting. The Board must act on the matter as instructed by the Chapter membership.

3. The Chapter comprises all Districts in the State of Virginia.

B. Membership. The criteria for District Membership shall be consistent with that of the Chapter. Petitions to the contrary shall be decided upon by the Board of Directors of the Chapter.

C. Finances. The allocation of finances to each District is determined by the Board of Directors of the Chapter. A District shall not establish dues or levy special assessments that carry punitive action or loss of good standing.

D. Organization and Administration

1. The officers of a District shall be the Chair, Secretary, Treasurer (or Secretary-Treasurer), and one District Director. The Chair and the District Director shall serve on the Chapter Board as the two Chapter Directors from their District (cf. Article VIII, Section 1.A)
2. A written report of a District's activities shall be presented at the annual Chapter meeting and at other times on request of the Chapter's Board of Directors.
3. A District Financial Report shall be submitted to the Chapter Treasurer by February 1, annually.

E. Meetings. A District meeting shall be held each year and shall be designated the Annual Meeting. Additional special meetings may be called by the Chair provided all members are notified in advance of the time, place and purpose of such meetings.

Section 2. Special Interest Groups (SIG)

A. Special Interest Groups (SIG) may be formed within the Chapter provided the members are not required to belong to an Association section of like nature or with similar interests. They shall not levy special assessments that carry punitive action or loss of good standing.

B. Creation of Special Interest Groups

1. To form a special interest group, procedures developed and published in the VPTA Policy and Procedure manual must be followed; approval for formation given by the Board of Directors; and final approval given by the membership at the Chapter Annual Meeting.
2. The bylaws and policies of special interest groups must conform with Chapter and Association Bylaws, and be approved by the Chapter Board. If the bylaws, any bylaw amendments, or matters of policy are not approved by the Board, the Group may appeal to the membership of the Chapter at the next annual meeting. The Board must act on the matter as instructed by the Chapter membership.

C. Membership The criteria for membership in a special interest group should be consistent with that of the Chapter.

Section 3. Dissolution

A. A District or Special Interest Group which fails to comply with Chapter policy or these Bylaws may be dissolved by a vote of two-thirds of the Chapter's Board of Directors provided the District or SIG is given an opportunity to be heard in its own defense, following at least one month's notice. A District or SIG so disciplined shall have the right to appeal to the Chapter membership at its next meeting and the decision of the membership shall be final.

B. A District or SIG may request dissolution by a two-thirds vote of the members present and voting at a special meeting called for the purpose, provided the members are notified thirty days prior to the time for the meeting.

Section 4. Limitations. Districts and SIGs are subject to the following limitations:

A. Bylaws and policies of the Association and the Chapter

B. No District or SIG shall profess or imply that it speaks for or represents the Chapter or members other than those currently holding membership in the District or SIG unless authorized to do so in writing by the Chapter's governing body.

Article VI. Meetings

Section 1. Annual Meeting. The Chapter shall hold an annual meeting of the Chapter membership in the Autumn of the year for the conduct of business, with attendance limited to Chapter members and invited guests approved by the Chapter officers, provided at least thirty days' notice is given to all members. A quorum shall consist of fifteen members. The date, time, and location of the meeting shall be set by the Board.

Section 2. Special Meetings. Special meetings may be called by the President and/or the Board of Directors and shall be called upon the written request of two hundred members, provided that thirty days' notice is given to all members. Attendance is limited to Chapter members and invited guests approved by the Chapter officers. A quorum shall consist of fifteen members. The date, time, and location of the meeting shall be set by the Board to take place within two months of the date of receipt of a written request for a special meeting.

Section 3. Emergency Decisions.

A. If the Board determines that an emergency decision must be made between meetings, a mail or electronic vote may be conducted. A voting form shall be mailed or electronically posted at least three weeks prior to the date the ballots must be returned. In order for a decision to be reached, ballots (including blanks or abstentions) must be returned from 10% of the membership. The outcome of the emergency decision shall be documented in the minutes of the next regular meeting.

B. The Executive Committee shall have the authority to postpone a regular or special meeting in the event of a dire emergency.

Section 4. Minutes

All meeting minutes shall be submitted to the Association within 45 days after the date of the meeting. The Board of directors shall be authorized to approve the minutes of all meetings.

Article VII. Officers, their Nomination and Election

Section 1. Officers. The officers of the Chapter shall be President, President-Elect, Vice President, Secretary, Treasurer, and Chief Delegate.

Section 2. Schedule of Elections. Election of officers shall be held prior to the chapter's Annual Meeting. In even-numbered years, elections shall be held for the offices of Vice-President and Treasurer; in odd-numbered years, for President-Elect, Chief Delegate and Secretary.

Section 3. Qualifications. Only such members as have been Physical Therapist, Retired Physical Therapist, Life Physical Therapist, Physical Therapist Assistant, Retired Physical Therapist Assistant or Life Physical Therapist Assistant members for at least two years in the Chapter immediately preceding their election, and who have consented to serve as officers of the Chapter, shall be eligible to hold office. Exceptions: Only Physical Therapists, Retired Physical Therapists or Life Physical Therapists may serve as President, President-Elect, or Vice-President; Only Physical Therapists may serve as the Chief Delegate.

Section 4. Nominations and Elections.

A. A request for nominations for offices due to be vacated shall be electronically posted by the Nominating Committee on the Chapter website six months prior to the Annual Meeting. Names of nominees must be received within ninety days following this initial request.

B. The Nominating Committee shall prepare a list of candidates which shall be posted electronically on the Chapter website at least forty-five days prior to the Annual Meeting. The listing shall be accompanied by a biography, and candidate statement of each candidate.

C. Mail and electronic ballots shall be made available to the membership at least forty-five days prior to the annual meeting. Ballots must allow for write-in votes and shall prominently specify the date by which the ballot must be postmarked or electronically submitted to the Chapter Office to be counted. In order for an election to be complete, ballots (including blanks or abstentions) must be returned from at least 5% of the membership.

D. The Chapter Office shall be responsible for vetting ballots to ensure they were cast by Physical Therapist, Retired Physical Therapist, Life Physical Therapist, Physical Therapist Assistant, Retired Physical Therapist Assistant, and Life Physical Therapist

Assistant members only.

E. A plurality vote is necessary for election. Should a tie occur between two or more candidates for any position, a run-off ballot, containing the names of the tied nominees will be promptly sent to the membership. Run-off ballots must allow for write-in votes and shall prominently specify the date by which the ballot must be postmarked or electronically submitted to the Chapter Office to be counted. In order for a run-off election to be complete, ballots (including blanks or abstentions) must be returned from at least 5% of the membership.

F. The results of elections shall be: announced to the membership at the Annual Meeting, documented in the minutes, posted on the Chapter website, forwarded to the Association within forty-five days, and published in *The Virginian*.

Section 5. Tenure and Term Limits.

A. All officers shall be elected to serve for a two-year term or until the election and installation of their successors except the President-Elect who shall serve a one-year term, prior to automatically assuming the office of President for a subsequent two-year term.

B. No individual may assume two offices concurrently, except for the instances in which the President wishes to stand for election for a second term. If the President runs for and is elected President-Elect, midway through his term, he serves in both offices for one year and then as president for two additional years.

C. All newly elected officers shall assume their duties at the close of the Annual Meeting.

D. No member shall serve a third consecutive term in the same office. No person shall serve in any capacity on the Board for more than eight consecutive years.

E. An interval of two years shall elapse before a member is eligible for election to a third term in the same office.

F. A minimum of one year shall be considered a term of office in determining eligibility for re-election. The combined terms in office of the President-Elect and President shall be considered as one term for purposes of eligibility for re-election.

Section 6. Vacancies. A vacancy in the office of President shall be filled by the Vice-President for the remainder of the term. Vacancies in all other offices shall be filled for the unexpired term by a qualified member appointed by the Board of Directors with the exception of the President-Elect. If the President-Elect position becomes vacant it shall be filled by a special election process to be established by the Board of Directors.

Section 7. Duties. Duties of officers shall be set out in the Policy and Procedures manual of the Chapter. The president shall be an ex-officio member of all committees except the Nominating and the Chapter Ethics Committees.

Article VIII. Board of Directors and Executive Committee

Section 1. Board of Directors

A. Composition. The Chapter Officers and Directors shall constitute the Chapter Board of Directors, hereinafter referred to as the Board. There shall be two Chapter Directors from each District. Chapter Directors may not serve concurrently as Chapter Officers.

B. Election and Tenure of Directors

1. Directors shall be elected from and by the Physical Therapist, Retired Physical Therapist, Life Physical Therapist, Physical Therapist Assistant, Retired Physical Therapist Assistant, or Life Physical Therapist Assistant members in their respective Districts and shall assume their duties at the close of the Annual Chapter Meeting following the completion of their election.

2. The term of office of Chapter Directors shall be two years or until the election and installation of their successors, with District elections held to stagger their terms of Board duty such that the District Chair and District Director (the two Chapter Directors) are elected, or re-elected, in alternating years.

3. The privilege of re-election or filling vacancies for the unexpired term of its Chapter Directors shall be the prerogative of each separate District, subject to the eight consecutive year term limit in Article VII, Section 4.D.

C. Meetings of the Board

A majority of officers and directors shall constitute a quorum of the Board. The Board shall meet at least three times a year, as scheduled by the Board in each meeting. Special meetings may be called by the President and shall be called if 50% of the membership of the Board petitions for such a meeting.

D. Duties and Powers of the Board

1. To carry out the mandates and policies of the Chapter as determined by the membership.

2. Have full power and complete authority, subject to the provisions of these Bylaws and all resolutions and enactments of the membership, to perform all acts and transact all business for and on behalf of the Chapter.

3. Establish special committees and direct the activities of all special and standing committees except the Nominating Committee and Ethics Committee.

4. Abide by the policies and procedures of the Association and the Chapter.

5. Bring before the members communications from the Association for information, opinion, and vote.

6. For each vacancy within the Virginia State Board of Physical Therapy, the Vice President will draw up a list of a minimum of three persons eligible for appointment from which the Chapter President makes a final selection. The Vice President submits the selection by the end of Spring as prescribed by the State Statutes relating to physical therapy.

7. Verify the proper membership category of all members of the Chapter.

8. Receive, review and approve the annual budgets, authorize expenditure of funds and have the Chapter's financial accounts audited.
9. Arrange for the employment of such outside services as may be required to operate the Chapter efficiently within the financial resources of the Chapter.
10. Make recommendations to the Chapter regarding proposed amendments to these Bylaws.
11. Request that all reports of officers, standing and special committees and all annual or other reports requested by the Association Board of Directors be submitted by the dates specified.
12. Report to Association Headquarters any member's loss of good standing in the Chapter.
13. Determine the time and place of the Annual Meeting of the Chapter.
14. Publish a Chapter Newsletter.
15. Determine priorities for Executive Committee and standing Committees.
16. Review Executive Committee recommendations and appoint committee chairs and officers to fill vacancies.
17. Serve as the appeal body in Peer Review cases.
18. Act on all applications for the formation of Districts and Special Interest Groups.

Section 2. Executive Committee

A. Composition. The Executive Committee shall consist of the officers stipulated in Article VII, Section 1.

B. Meetings of the Executive Committee

1. The President shall have the authority to schedule and call meetings of the Executive Committee which shall be at least two times a year.
2. A special meeting of the Executive Committee must be called if 50% of the membership of the Committee petitions for such a meeting.
3. Three members shall constitute a quorum for meetings of the Executive Committee.

C. Duties and Powers of the Executive Committee

1. Exercise the administrative authority of the Board between meetings of the Board.
2. Recommend to the Board chairs of all standing and special committees, except

the Nominating Committee.

3. Recommend candidates to fill all vacancies of elected Officers of the Chapter, other than that of the presidency.
4. Provide for bonding of all persons handling money or other property of the Chapter.
5. Determine priorities, set guidelines and direct activities of any contract outside services.
6. Appoint a Registered Agent to fulfill the requirements of incorporation.

Section 3. Electronic meetings

Regular and special meetings of the Board of Directors or the Executive Committee may be held by electronic means subject to the following:

- a. The technology used for the electronic meetings shall allow all the members full access to and full participation in all meeting transactions either continuously or intermittently throughout the specified time of the meeting.
- b. The number of people actually responding to a call for any particular meeting must meet or exceed the quorum of a majority of the members of the respective group and these responders shall be assumed present until the meeting is adjourned; however, in meetings where members are expected to be continuously present (e.g., telephone or video conferences) the quorum of members who respond must remain connected during the course of the business portion of the meeting.
- c. The affirmative vote of a majority of the quorum number shall be the numerical minimum vote requirement for the adoption of any motion during electronic meetings. A majority of the votes cast, or a greater proportion as indicated by the adopted Parliamentary Authority, shall be necessary for the adoption of motions, as long as the number of affirmative votes is equal to, or greater than, the numerical value of more than half the quorum.
- d. Procedural rules related to the conduct of electronic meetings shall be established and promulgated by the Board of Directors.

Article IX. Standing and Special Committees and Appointments

The President, subject to the approval of the Board of Directors, may establish and appoint such standing or special, committees as are required by the Bylaws or as the President, the Board, or the Chapter may find necessary to establish.

Section 1. Titles, Term, and Composition of Standing Committees, Duties of Committees and Committee Chairs: Refer to the Policies and Procedures manual of the Chapter.

Section 2. Finance Committee

- A. The Finance Committee shall consist of the Chapter's District Treasurers and the

Chapter Treasurer, as Chair. The erstwhile Treasurer shall serve on the committee the first year after his/her term has ended.

B. This Committee shall advise the Board of Directors on matters pertaining to the Association's financial needs, growth, and stability based on periodic review of income, expenditure, and investments. The committee shall present an annual budget to the Board of Directors.

Section 3. Ethics Committee

A. The Ethics Committee shall consist of one member in good standing from each of the Chapter's districts, appointed by the District's leadership for a two (2) year term. The chair is appointed from the committee membership by the Chapter President for a two (2) year term and may be re-appointed for additional terms. The appointment of the Chairman shall be approved by the Board of Directors.

B. The Committee shall investigate complaints of violations of ethical standards within the Chapter's jurisdiction and shall conduct the investigation according to the Association's stated procedures.

Article X. Nominating Committee

Section 1. Members

A. The Nominating Committee shall be composed of Physical Therapist, Retired Physical Therapist, Life Physical Therapist, Physical Therapist Assistant, Retired Physical Therapist Assistant, or Life Physical Therapist Assistant members in good standing, one from each District, who have been members of the Chapter for at least two years preceding their election.

B. Election

The members of the Nominating Committee shall be elected for a two (2) year term by the Chapter prior to the Annual Meeting in the following manner:

1. Northern, Central and Tidewater Districts elected in even- numbered years, to take office on the first day after the Annual Meeting.
2. Blue Ridge, Mountain and Valley Districts elected in odd-numbered years, to take office on the first day after the Annual Meeting.
3. The nomination and election procedure shall follow that of the officer's elections, Article VII, Section 4.
4. The Nominating Committee will choose its own chair within 30 days of the Annual Meeting on a yearly basis and notify the President in writing of the results of the election.

Section 2. Duties

A. Study the qualifications of eligible candidates and prepare a list of the names and qualifications of nominees consenting to serve. This list is to include one or more names for each vacancy to be filled for the following areas:

- a. Officers & Board of Directors of the Chapter
- b. Delegates
- c. PTA Caucus representative
- d. Nominating Committee members

Section 3. Vacancies. If a Nominating Committee member dies, resigns, is removed from office, or fails to serve, the Nominating Committee at its next scheduled meeting shall elect an eligible member to serve the unexpired portion of the term.

Article XI. Chapter Delegates to the Association House of Delegates

Section 1. Qualifications.

A. Chapter Delegates: Only Physical Therapist members who have been Association members in good standing in any category of membership for two years immediately preceding their election may serve as Chapter Delegates. A Chapter Delegate may not, in the same year, serve as a Section Delegate.

B. Chief Delegate: The Chief Delegate shall have served as a delegate for at least one session of the House of Delegates in the last five years prior to running for Chief Delegate.

C. The Chapter shall notify Association headquarters of the names of Chapter Delegates, as required by the Association and the Standing Rules of the House of Delegates.

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

Section 2. Election and Terms

A. Prior to the Annual Meeting in the odd numbered years, the Chapter will elect the Chief Delegate. The Chief Delegate shall serve a term of two years or until the election and installation of his successor, and is eligible for re-election.

B. The additional number of delegates to which the Chapter is entitled shall be elected as half of the delegate complement in odd years, and half in even years by plurality prior to the Annual Meeting for a term of two years or until the election and installation of their successors, and are eligible for re-election. All elected Delegates shall begin their term immediately following the Annual Meeting.

C. The unelected candidates for Delegate shall be ranked in order of votes received and will serve as Alternate Delegates, eligible to fill any vacancies in the Delegate positions in rank order.

D. In the case of a temporary indisposition of the Chief Delegate attending the House

of Delegates, those delegates attending the session shall elect an acting Chief Delegate.

Section 3. Vacancies

A. Should a delegate vacancy arise before the House of Delegates convenes, the vacancy shall be filled from the rank ordered Alternate Delegate list .

B. If there are no alternate delegates, vacancies will be filled either by appointment of the Board of Directors or by special election as determined by the Board of Directors.

C. However, if a Delegate vacancy occurs prior to, or at the House of Delegates meetings, and it would be impossible (according to the President) or financially burdensome (according to the Treasurer) to fill the vacancy with an alternate delegate from the ranked ordered list of alternate delegates, then , the vacancy maybe occupied by the President.

Section 4. Rights and Duties

A. Chief Delegate. The Chief Delegate is responsible for the Chapter's total voting delegation at the Annual Session of the House of Delegates. He shall submit a report in writing to the Board of Directors for information at its first meeting following the Annual Session of the House of Delegates. The Chief Delegate shall transfer all records to their successor at the end of their term.

B. Delegates. Delegates shall attend all meetings of the Annual and Special Sessions of the House of Delegates.

Article XII. Representative to the Physical Therapist Assistant Caucus (PTA Caucus)

Section 1. Qualifications of Chapter Representative:

A. Only Physical Therapist Assistant, Life Physical Therapist Assistant or Retired Physical Therapist Assistant members who have been Association members for at least two years immediately preceding election may serve as Chapter representatives.

B. The Chapter shall notify Association headquarters of the name of the Representative.

Section 2. Election and Term.

A. The Representative to which the Chapter is entitled shall be elected by the Chapter's Physical Therapist Assistant, Life Physical Therapist Assistant, and Retired Physical Therapist Assistant members prior to the Annual Meeting in the year prior to the Annual Session of the PTA Caucus for a term of one year.

B. Unelected candidates shall be ranked in order of votes received and will serve as Alternate Representatives.

C. If the Representative position becomes vacant prior to the convening of the PTA Caucus, the top-ranked Alternate Representative will fill the Representative position.

3. If the Alternate Representative list is depleted, the unfilled position will be filled as necessary by appointment of the Board of Directors.

Section 3. Duties and Responsibilities of PTA Caucus Representative and Top Ranked PTA Alternate Caucus Representative.

- A. Participate in chapter activities including chapter business meetings, Issues Forums, Delegate meetings and conference calls.
- B. Communicate with the chapter PTA representative and the chapter delegates.
- C. Participate in chapter PTA SIG/Committee.
- D. Participate in scheduled PTA Caucus Conference calls when appropriate.
- E. Attend PTA Caucus meetings, HOD and related activities, if possible.
- F. Attend PTA Town Hall Meetings at CSM, if possible.
- G. Mentor future PTA Caucus representatives.

Article XIII. Finance

Section 1. Fiscal Year. The fiscal year of the Chapter is from July 1 through June 30.

Section 2. Ways and Means for Chapter funding

- A. Chapter dues shall be written in the Board Policy : Member Dues:
 - a. Chapter Annual Dues shall be set by the Board of directors on an annual basis not to exceed a 10% difference of the previous year's dues.
 - b. The Chapter dues for any category of membership shall not exceed Association dues for that membership category without specific approval of the Association Board of Directors.
 - c. All dues shall be for the period specified in the Association bylaws, and shall be payable following the Association's schedule.
 - d. All dues increases or decreases greater than 10% shall be approved by the Chapter membership and will become effective on the first of the Associations next fiscal year.
 - e. Increases of up to 10% shall not occur for more than two consecutive years without a membership vote.
- B. Student Physical Therapist and Student Physical Therapist Assistant member dues are for 12 months from the time of renewal or join date. As of the last day of the graduation month, a Student Physical Therapist or Student Physical Therapist Assistant member automatically converts to the Physical Therapist or Physical Therapist Assistant member category for the remainder of the 12 months of membership. Once the membership remainder expires, these new Physical Therapist or Physical Therapist Assistant members are eligible for one year of membership at 50% of the chapter dues rate for a Physical Therapist or Physical Therapist Assistant member, according to procedures established by the Board of Directors of the Association.
- C. Voluntary contributions, devices, bequests, and other gifts.

- D. In any other manner voted by the members that is within the specifications of the Association.
- E. The Board of Directors may offer reduced rates for Chapter dues as an incentive to promote membership.

Section 3. Expenditures and Appropriations.

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

B. Unexpended balances remaining in the budget allotment at the end of the fiscal year shall revert to the general fund.

Section 4. Dues Changes. All dues changes passed by the Chapter and Association Board of Directors before the Association's deadline shall become effective on the first day of the Chapter's calendar year following the Chapter's vote and Association Board of Directors' approval.

Section 5. Annual Reports to the Association. The Chapter shall submit its annual financial statements, tax returns, and audit report to the Association when and as directed by APTA Headquarters.

Article XIV. Amendments

Section 1. The Bylaws may be amended by a two-thirds vote provided that a copy of the proposed amendment shall have been mailed or electronically sent to each member at least three (3) weeks prior to the vote.

Section 2. Amendments may be proposed by any voting member provided they have been submitted in writing to the Vice President and to the President of the Chapter.

Section 3. If the intent of an amendment is editorial or to bring the Chapter's bylaws into agreement with those of the Association, the amendment shall be made as required by the Bylaws Committee and shared with the Board of Directors. The Bylaws Committee shall notify the Chapter's membership that such amendments have been made. The amended Bylaws will not require a vote of the Chapter membership.

Section 4. All amendments to these Bylaws shall be forwarded to the Headquarters of the Association for approval. Only after such approval may the amendments be considered in effect.

Article XV. Parliamentary Authority

Section 1. 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 the Chapter may adopt.

Section 2. A parliamentarian shall be appointed by the President, as needed, to assist and advise in the conduct of the membership meetings.

Article XVI. Dissolution of the Chapter

Section 1. The Association Board of Directors may dissolve the Chapter as prescribed in the Bylaws of the Association.

Section 2. By at least two-thirds vote, the Chapter may be dissolved. All members shall be notified at least three weeks prior to the date of the vote. If the Chapter votes to dissolve itself, this action shall be reported to the Association Board of Directors.

Section 3. Property and Records. In the event that the charter of the Chapter is revoked or in the event that the Chapter is dissolved or its existence otherwise terminated, all property and records of whatsoever nature in the possession of the Chapter shall, after payment of bona fide debts, be conveyed to the Association.

Article XVII. Association as Higher Authority

In addition to these Bylaws, the Chapter is governed by the Association Bylaws and Standing Rules and by the Associations House of Delegates and Board of Directors policies.

Adopted: April 5 1987
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