

**AMENDED AND RESTATED BYLAWS**

**OF**

**COLORADO CHAPTER OF THE  
AMERICAN PHYSICAL THERAPY ASSOCIATION**

*(A non-profit corporation incorporated under the statutes of the State of Colorado)*

## **TABLE OF CONTENTS**

ARTICLE I - Name	2
ARTICLE II - Object	2
ARTICLE III - Membership	2
ARTICLE IV – General Membership Meeting	4
ARTICLE V – Board of Directors/Executive Committee Officers	4
ARTICLE VI – Committee	10
ARTICLE VII – District and SIGS	12
ARTICLE VIII – Delegates of the House of Delegates	12
ARTICLE IX – Representative to the APTA Physical Therapist Assistant Council	13
ARTICLE X – Representative to the APTA Student Council	13
ARTICLE XI - Elections	15
ARTICLE XII - Finance	16
ARTICLE XIII - Dissolution	16
ARTICLE XIV – Miscellaneous	16
ARTICLE XV – Indemnification	18

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**ARTICLE I  
Name and Territorial Jurisdiction**

Section 1: Name. The Colorado Chapter of the American Physical Therapy Association, hereinafter referred to as the Chapter, shall be a Chapter of the American Physical Therapy Association, hereinafter referred to as the Association.

Section 2: Territorial Jurisdiction. The territorial jurisdiction of the Chapter is the territorial boundaries of the State of Colorado.

**ARTICLE II  
Object and Purpose**

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

**ARTICLE III  
Membership**

Section 1: Categories and Qualifications of Members

The Chapter membership categories and qualifications for Physical Therapist, Student Physical Therapist, 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 for Physical Therapist, Student Physical Therapist, Physical Therapist Assistant, and Student Physical Therapist Assistant members who are not assigned to the Chapter. Corresponding members shall have the rights as stated in the Association bylaws.

Section 2: Rights of Members

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

- A. Physical Therapists and Physical Therapist Assistant members will have one (1) vote at the Chapter level.

Section 3: Admission to Membership

Admission to Chapter membership is by assignment by the Association's Board of Directors or

chosen by a member as provided in the Association bylaws.

#### Section 4: Dues

The Board shall establish dues and may set different dues for different categories of membership. However, the Chapter due's structure shall not conflict with the Association's, and Chapter dues for any dues category shall not exceed Association dues for that dues category without specific approval from the Association Board of Directors. Dues are payable following the schedule established by the Association.

- A. All dues shall be for the period specified in the Association Bylaws and shall be payable following the Association's schedule.
- B. All dues' changes approved by the Chapter's Board of Directors 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.
- C. 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, the 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 and Physical Therapist Assistant members are eligible for one (1) year of membership at 50% of the chapter dues rate for a Physical Therapist or Physical Therapist Assistant member.

#### Section 5. 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.

- A. Complies with the Binding Ethical Documents of the Association applicable to the individual's membership category.
- 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 6: Disciplinary Action

The Chapter shall follow the Association's binding ethical documents and any ethics complaints against a member shall be processed in accordance with the Association's policies.

- A. Suspension. Any member of the Chapter who has been suspended by the Association shall have his/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.

### Section 7: Reinstatement

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

## **ARTICLE IV GENERAL MEMBERSHIP MEETINGS**

### Section 1: Regular and Annual Meetings

Regular meetings of the membership shall be called by the Board of Directors. Regular meetings shall be held at least annually and shall be held at such time and place as specified by the Board.

### Section 2: Special Meeting(s)

Special meetings of the membership shall be called by the Board of Directors or upon request by at least ten percent of the membership.

### Section 3: Notice of Meeting Requirements

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

### Section 4: Voting and Quorum

A quorum for a meeting of the Chapter membership shall consist of five (5) percent of the voting members in good standing; a majority of votes is required to carry a matter where a quorum exists, unless otherwise provided by these bylaws or applicable state law. Proxy voting is permitted at meetings of voting members. At the discretion of the Board, membership meetings may be held virtually, or decisions may be made by the membership electronically to the fullest extent allowed by law.

## **ARTICLE V Board of Directors/Executive Committee Officers**

### Section 1: Authority

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

### Section 2: Composition

The Board of Directors shall consist of no more than eighteen (18) members who are both appointed and elected as provided in these bylaws, holding the Chapter offices or positions identified below:

- A. President
- B. President-Elect
- C. Vice President
- D. Treasurer
- E. Secretary
- F. Chief Delegate

- G. Chief Delegate-Elect
- H. District Representatives [four (4) in total; one (1) from each District].
- I. Six Directors at Large (Finance, Practice, Professional Development, SIG, Young Professional, Diversity, Equity, and Inclusion)
- J. PTA Council Director, representing the *PTA Council* of the Association.

All such officers, directors at large and representatives designated in this Section 2. shall be known as Directors.

### Section 3: Officer Positions, Powers, and Duties

Only such members of the Chapter as are provided for in the Association Bylaws, who have been members of the Association in good standing for a period of one (1) year immediately preceding their election, and who have consented to serve, shall be eligible for election to office. Physical Therapist Assistant members may hold office subject to the limitations specified in the Association Bylaws

- A. President. The President shall preside at all meetings of the Executive Committee, Board of Directors, and Chapter. The President shall be an ex officio member of all committees except the Nominating Committee. The President shall appoint all committee chairs except for the Nominating Committee. Only the President or their designee shall serve as the official spokesperson of the Chapter.

The President shall be the Chief Executive Officer of the Chapter and shall, subject to the general direction and control of the Board of Directors, have the general supervision, direction, and control over the business and affairs of the Chapter and its officers, agents, and employees. The President may sign, with the Secretary or any other proper officer of the Chapter designated by the Board of Directors, any deeds, leases, mortgages, deeds of trust, or other documents of conveyance or encumbrance of any real property owned by the Chapter. The President shall also perform all duties incident to the office of President and such other duties as may be assigned by the Board of Directors from time to time.

- B. President-Elect. The President-Elect works closely with the President to become familiar with the responsibility and workings of the office and shall assume any duties as the President shall assign.
- C. Vice President. The Vice President shall assist the President and shall perform such duties as may be assigned to them by the President or by the Board of Directors. The Vice President shall serve as Bylaws Chair. In the absence of the President, the Vice President, shall have the powers and perform the duties of the President.
- D. Secretary. The Secretary shall keep accurate minutes of the proceedings of the voting membership and of the Board of Directors and shall ensure that all notices are duly given in accordance with the provisions of these Bylaws; shall be custodian of the records and of the seal of the Chapter and shall attest the affixing of the seal of the Chapter when authorized by the Board of Directors; and shall perform such additional duties as are

incident to such office and as may be assigned to such person by the Board of Directors or the President.

- E. Treasurer. The Treasurer shall be bonded with the Chapter bearing the expense and shall be the custodian of all Chapter funds which shall be paid on approval of the Board of Directors or upon a majority vote of the Chapter members. The Treasurer shall be responsible for reporting in writing on the financial status of the Chapter to the Association. The Treasurer shall also serve as a member of the Finance Committee. The Treasurer shall be the principal financial officer of the Chapter; shall have the charge and custody of and be responsible for all funds and securities of the Chapter; shall deposit such funds in the name of the Chapter in such depositories as shall be designated by the Board of Directors; shall keep accurate books of account and records of financial transactions and the condition of the Chapter and shall submit such reports thereof as the Board of Directors may from time to time require; and in general, perform all duties incident to such office and such other duties as may from time to time be assigned to such person by the President or by the Board of Directors. The Treasurer shall make an annual financial report to the Chapter at the annual meeting of the Board of Directors. With the approval of the Board of Directors, the Treasurer shall be authorized to engage any firm of certified public accountants to assist in the performance of any of the duty's incident to the Treasurer's office.
- F. Chief Delegate. The Chief Delegate is responsible for the Chapter's voting delegation at the Association's House of Delegates and shall report the action of the House of Delegates to the Chapter.
- G. Chief Delegate-Elect. The Chief Delegate-Elect works closely with the Chief Delegate to become familiar with the responsibility and workings of the office.

#### Section 4: Qualifications

- A. Only members of the Chapter as provided for in the Association bylaws, and who have consented to serve, shall be eligible for election to office.
- B. Physical Therapist Assistant members may hold office subject to the limitations specified in the Association bylaws.
- C. President-Elect. The President-Elect must have served on the Chapter Board of Directors for a minimum of two (2) years.
- D. Chief Delegate-Elect. The Chief Delegate-Elect must have been a Delegate and have attended the House of Delegates as a Delegate for a minimum of two (2) years.

#### Section 5: Elections, Appointments and Term of Office

New members of the Board of Directors shall be chosen annually in the manner provided in these Bylaws and vacancies shall be filled in the manner provided in these Bylaws. No member shall serve more than six complete consecutive terms and no more than two complete

consecutive terms in the same office. The combined service of President-Elect and President shall be considered as serving one (1) term in office.

The term of office for each representative of the Board of Directors is two years or until the election or appointment of their successors.

Members of the Board of Directors shall assume office January 1 after their election or appointment.

In the event a position on the Board of Directors becomes vacant, the Executive Committee of the Board, District or Special Interest Group affected shall appoint a member to fill the unexpired portion of the term.

A. Elected Board of Directors.

1. The Finance, Practice, and Young Professional Directors At Large are slated by the Nominating Committee and elected by the membership.
2. The PTA Council Director is elected by the membership and represents the PTA Council for the Chapter.

3. Officers.

- a. The term of office for the office of President is three years, or until the election of their successor.
- b. The term of office for each of the following offices is two years or until the election of their successors: Vice President, Secretary, Treasurer and Chief Delegate.
- c. The term of office for the President-Elect is one (1) year, or until the election of their successor. The President-Elect will automatically assume the position of President one (1) year after being elected.
- d. The term of office for the Chief Delegate-Elect is one (1) year, or until the election of their successor and shall serve as a voting member of the House of Delegates. The Chief Delegate-Elect will automatically assume the position of Chief Delegate one (1) year, after being elected.
- e. Officers of the Chapter shall assume office January 1 after their election.

B. Appointed Board of Directors

- a. The Professional Development Director is appointed by the Officers of the

Professional Development Committee.

- b. The Special Interest Group (SIG) Director is designated by rotation or appointment from the current Officers of Colorado Chapter SIGs. The Director must be a current SIG member.
- c. Diversity, Equity, and Inclusion (DEI) Director is designated by rotation or appointment from the current members of the DEI committee.

#### Section 6: Resignations and Removals

- A. The President may remove a Director for failure to fulfill duties.
- B. A director may resign by providing written notice to the Board of Directors.
- C. A director may be removed with or without cause by a vote of the membership. Further, if a director resigns or is expelled from Chapter membership, such director shall automatically cease to serve as director of the Chapter.

#### Section 7: Vacancy

- A. If the office of the President should become vacant between elections, the President-Elect shall preside or fill the vacancy. When there is no President-Elect, the next qualified officer in the following order (Vice President, Secretary, Treasurer, Chief Delegate) will preside until the election of a President-Elect.
- B. Should the office of the President-Elect become vacant between elections, the office shall remain vacant and a special election for the President will be held at the next annual meeting.
- C. If a vacancy occurs on the Board for any reason, the position shall be filled upon recommendation by the Executive Committee and appointment by the Board of Directors for the unexpired portion of the term.

#### Section 6: Standard of Conduct for Directors and Officers

- A. Role of Directors. The Chapter's Directors are fiduciaries in control of the property of others, with their duties running primarily to the Chapter's and with their powers being derived from the Nonprofit Act, the Chapter's Articles, and these Bylaws. In the exercise of their management functions, the Directors are required to use their best judgment and independent discretion, and are responsible for the determination and execution of corporate policy, including, but not limited to, (1) policy decisions with respect to services, fees, wages and labor relations; (2) selection, supervision, and removal of officers and other executive personnel; (3) fixing of executive and lobbyist compensation, (4) determination of budgets, financing and capital changes; (5) delegation of authority

for administrative and other action; (6) subject to the limitations contained in these Bylaws, the adoption, amendment and repeal of Bylaws (7) approval of various extraordinary Chapter matters; and (8) supervision and vigilance for the welfare of the Chapter's business as a viable economic entity in the marketplace.

- B. Duties; Good Faith. Each Director and officer shall perform their duties as a Director or officer, including without limitation their duties as a member of any committee of the board, in good faith, in a manner the Director or officer reasonably believes to be in the best interests of the Chapter, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In the performance of their duties, a Director or officer shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a Director or officer shall not be considered to be acting in good faith if the Director or officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A Director or officer shall not be liable to the Chapter or its members for any action the Director or officer takes or omits to take as a Director or officer if, in connection with such action or omission, the Director or officer performs their duties in compliance with this Section. A Director or officer, regardless of title, shall not be deemed to be a trustee with respect to the Chapter or with respect to any property held or administered by the Chapter including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property. The designated persons on whom a Director or officer are entitled to rely are: (i) one or more officers or employees of the Chapter whom the Director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a certified public accountant or public accountant, or other person as to matters which the Director or officer reasonably believes to within such person's professional or expert competence; or (iii) a committee of the Board of Directors on which the Director or officer does not serve if the Director reasonably believes the committee merits confidence.
- C. Board of Directors. The Board of Directors shall:
  1. Carry out the mandates and policies of the Chapter.
  2. Direct all business and financial affairs for and on behalf of the chapter; be responsible for all its property and funds.
  3. Foster the growth & development of the Chapter.
  4. Employ an Executive Director who shall be responsible to the Board of Directors.
  5. Publish Bylaws.
  6. Be responsible for maintaining adequate representation to the Board of Directors and filling vacancies as they occur on the Board of Directors.

7. Create committees and task forces except for the Nominating Committee, the Finance Committee and the Ethics Committee which are provided for in these Bylaws.
8. Be responsible for programming, time, and location of Chapter meetings.
9. Be responsible for Chapter publications; and
10. Provide for development and maintenance, and review of Chapter policies and procedural documents.

#### Section 7: Conduct of Business Meetings and Actions of the Board

- A. The APTA CO Board of Directors meets not less than twice a year at the times and places designated by the Board. Notice of all meetings shall be given to all members of the Board of Directors not less than ten (10) days before the date of the meeting.
- B. A majority of voting Directors form a quorum, and a majority of votes are required to carry an action where a quorum is present, unless otherwise required by these bylaws or applicable state law. Proxy voting is not permitted.
- C. At the discretion of the APTA CO Board, meetings may be held virtually, or decisions may be made by the Board electronically to the fullest extent allowed by law.
- D. The President shall call a special meeting of the APTA CO Board of Directors on written request of ten (10) members of the Board of Directors. When a decision is needed between meetings of the Board of Directors voting may be conducted by the most expedient process permitted by the Colorado Revised Nonprofit Corporation Act.

## **ARTICLE VI**

### **Committees**

#### Section 1: Standing Committees.

The standing committees of the Colorado Chapter shall be the Executive Committee, the Diversity, Equity, Inclusion Committee, the Finance Committee, the Ethics Liaison, and the Nominating Committee.

- A. Executive Committee.
  1. Composition. The Executive Committee consists of the officers of the Chapter.
  2. The President-Elect and Chief Delegate-Elect shall serve in a non-voting capacity.
  3. Duties. The Executive Committee shall exercise the power of the Board of Directors between its meetings and report to the Board at its next succeeding meeting any action taken.

4. The President shall appoint Executive Committee members to serve as liaisons to the Chapter's Committees and SIGs."
5. The Executive Committee shall meet not less than twice a year. Three members constitute a quorum. The President may call a special meeting on request of three (3) members of the Executive Committee. Notice of all meetings shall be given to Executive Committee members not later than five (5) days before the date of the meeting.

B. Finance Committee.

1. Composition. The Finance Committee shall consist of the Treasurer, District Treasurers, Finance Director and one member to be appointed biennially.
2. Duties. The committee shall advise the Board of Directors on matters pertaining to the Chapter's financial needs, growth and stability, investment policies, and compliance with financial obligations to the Association. The Committee shall be responsible for presentation of an annual budget to the Board of Directors

C. Ethics Liaison. The Board of Directors will designate an Ethics Liaison to interact with the Association Ethics and Judicial Committee, to refer ethics complaints to the Ethics and Judicial Committee, and to promote ethics related educational resources to members.

D. Nominating Committee.

1. Composition and Tenure. The Nominating Committee shall consist of Five (5) members total with no more than one (1) PTA who have been Chapter members in good standing for two (2) consecutive years immediately preceding assumption of office. Nominating Committee members shall be elected for three-year terms or until the election of their successors and shall assume office January 1 after their election.
2. Duties. The Nominating Committee shall, in addition to the duties otherwise directed by the membership shall: (1) foster activities that maintain and promote a pool of nominees; (2) prepare a slate for each position from those consenting to serve, if elected, for officers and directors at large, delegates at large to the Association's House of Delegates, and Nominating Committee members as directed by the Chapter's Nomination and Election Manual; (3) strive to have representation on the Nominating Committee slate from each District; (4) strive to create a diverse slate of qualified candidates with regard to special interest, clinical specialty, practice setting and geographic location; (5) post the slate of candidates on the Chapter website or through other appropriate Chapter means of communication at least fourteen (14) days prior to the opening of Chapter elections.
3. Chair or Co-Chair The chair and/or co-chair shall be elected by the committee and

shall serve until their successor assumes office.

E. Diversity, Equity, Inclusion Committee

1. Composition. The DEI Committee shall consist of no less than three (3) appointed members.
2. Duties. The committee shall provide the Board with strategic counsel and recommendations for advancing diversity, equity, and inclusion in the Chapter and profession.

F. Other Committees.

1. The Board of Directors may establish other committees and task forces.
2. All committees which consist entirely of directors shall be Board committees and shall have and exercise the authority of the Board as may be designated by the Board. All non-Board committees shall not have or exercise the authority of the Board but may advise and make recommendations to the Board.

## **ARTICLE VII** **DISTRICTS AND SPECIAL INTEREST GROUPS**

Section 1: Districts.

The Chapter may create districts, and special interest groups, within its territorial jurisdiction.

- A. Formation and Dissolution. Districts may be formed and dissolved in accordance with the rules and conditions established by the Chapter's Policies and Procedures for Districts.
- B. Membership Assignment. District assignment shall be ruled upon by the Board of Directors when in contradiction to boundary assignments.
- C. Obligations. Each district shall be governed by the Chapter's Policies and Procedures for Districts, and these shall not be inconsistent with Chapter or Association Bylaws and shall be approved by the Chapter Board of Directors and abide by these Bylaws.
- D. Finances.  
Districts may not establish dues, fees, or levy assessments to Chapter members.
- E. Organization.
  1. The officers of the district shall be as prescribed in the Chapter's Policies and Procedures for Districts; and
  2. A representative as designated in these Bylaws shall serve on the Chapter Board

of Directors.

Section 2: Special Interest Groups.

- A. Formation and Dissolution. Formation and Dissolution of Special Interest Groups (SIGs). Special Interest Groups may be formed and dissolved in accordance with the rules and conditions established by the Chapter's Policies and Procedures for SIGs.
- B. Purpose. Members of the Chapter having a common interest may meet, confer.
- C. Obligations. Be governed by the Chapter's Policies and Procedures for SIGs and these shall not be inconsistent with Chapter or Association Bylaws, shall be approved by the Chapter Board of Directors and abide by these Bylaws.
- D. Finances. SIGs may not establish dues, fees or levy assessments to Chapter members.
- E. Organization.
  1. The officers of the special interest group shall be established according to SIG policy and procedures.
  2. One (1) Director at Large shall represent all the SIGs, as set forth in these Bylaws.

Section 3: Limitations.

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

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

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

Section 1: Qualifications.

Qualifications are as prescribed by Association Bylaws.

- A. The Chapter shall be represented in each session of the House of Delegates unless a waiver is approved by the Association Board.
- B. A Chapter Delegate may not serve concurrently as a delegate for any other delegation.
- C. The Chapter shall notify the Association of delegates' names as required by the Association's policies and procedures including the Standing Rules of the House of Delegates.

### Section 2: Chief Delegate-Elect/Chief Delegate.

The Chief Delegate-Elect shall attend the annual conference as a Delegate at Large, or as a district representative if already serving in that capacity in the year of such a person's election and serve as Chief Delegate for the ensuing two (2) years.

### Section 3. Selection.

- A. The number of delegates representing the Chapter will be determined by the Association's apportionment number based on Chapter membership.
- B. The voting delegation will consist of the President, President-Elect, Chief Delegate, Chief Delegate-Elect, representation from Districts and membership at large (delegate at large). One of the delegate positions may be a physical therapist assistant. A physical therapist assistant may also fill a delegate position for the time needed by the chief delegate. The PTA director shall be the physical therapist assistant delegate unless another PTA is elected as a delegate at large or appointed by their region
- C. The terms will be determined according to Bylaws governing election of officers and Chapter Board of Directors Policies and Procedures.
- D. The term of office for Delegate at Large is two years, or until the election of their successor.

### Section 4: Alternate Delegate at Large.

The President may appoint an alternate delegate at large to represent the Chapter.

### Section 5: Rights and Duties.

- A. To attend the annual and special meetings of the Association House of Delegates
- B. Attend special meetings as called by the Chief Delegate.
- C. Conduct business according to Association Bylaws and Chapter policies.

## **ARTICLE IX.**

### **REPRESENTATIVE TO THE ASSOCIATION PHYSICAL THERAPIST ASSISTANT COUNCIL**

Section 1: Function The Association bylaws refer to a physical therapist assistant engagement group. This council serves as the representative voting body for physical therapist assistant members.

### Section 2: Qualifications

- A. The qualifications of the representative shall be as stated in Association policy.

- B. The Chapter shall notify Association headquarters of the name of the representative, as required by the American Physical Therapy Association
- C. The PTA Director will serve as the representative to the Association Physical Therapist Assistant Council.

Section 3: Appointment

The Chapter Board of Directors shall appoint a Physical Therapist Assistant member to serve as the representative to the Council if the Colorado PTA Director is unable to serve.

**ARTICLE X**  
**REPRESENTATIVE TO THE ASSOCIATION STUDENT COUNCIL**

Section 1: Function The Association bylaws refer to a student engagement group. This council serves as the representative voting body for student physical therapist and student physical therapist assistant members.

Section 2: Qualifications

- A. The qualifications of the representative shall be as stated in Association policy.
- B. The Chapter shall notify Association headquarters of the name of the representative, as required by the Association.

Section 3: Appointment

The Chapter Board of Directors shall appoint a Student Physical Therapist or Student Physical Therapist Assistant member to serve as the representative to the Council.

**ARTICLE XI**  
**Elections**

Section 1: Vacancies.

- A. Offices with incumbents coming to the end of their regular terms shall be filled in compliance with the Chapter's policies on elections.
- B. The slate of nominees will be posted at least fourteen (14) days prior to the opening of the election on the Colorado Chapter website or other appropriate Chapter means of communication.

Section 2: Write-in candidates shall be permitted in compliance with the Chapter's Policy on Elections provided eligibility has been verified and written consent to serve has been obtained and submitted to the presiding officer following the election.

Section 3: Simultaneous election to Chapter Board or Officer positions

If a candidate is elected to two positions at the same election, the candidate must choose which

office they want to hold. The office not chosen will be filled in a separate election.

Section 4: Rules of Plurality.

The rule of plurality shall be in effect in all elections. Election shall be by written ballot, electronic voting by the members of the Chapter or members of the Chapter's Board of Directors in any form shall be allowed.

Section 5: Tellers

Tellers shall be appointed by the President when members vote for candidates for any position. Tellers shall file an election report which will include the number of votes cast for each eligible candidate. In the event of a tie, re-balloting shall be held to determine the election.

Section 6: Minutes

Chapter business meeting minutes shall be submitted to the Association headquarters by the Chapter Secretary within forty-five (45) days following a meeting or election.

**ARTICLE XII**  
**Finance**

Section 1: Fiscal Year

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

Section 2: Limitations on Expenditures

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

Section 3: The Chapter shall submit its annual financial statements, tax returns, and audit report to the Association as directed by the Association.

**ARTICLE XIII**  
**Dissolution**

Section 1: Dissolution by the Chapter

A petition for dissolution signed by twenty percent (20%) of the members eligible to vote may be presented to the Board of Directors. The Board of Directors shall then give timely notice to the membership and provide an opportunity for discussion at a general meeting. Following these steps, the Chapter shall be dissolved if a two-thirds (2/3) vote is obtained.

Section 2: Dissolution by the Association

Should the Chapter fail to observe its obligations to the Association, the Association may revoke the Charter of the Chapter in accordance with Association Bylaws.

Section 3: Property and Records

If the Chapter is dissolved, its property and records shall be conveyed to the Association after

payment of any bona fide debts. The Association shall not be obligated for any Chapter debts unless the Chapter has been specifically authorized by the Association's Board to act on behalf of the Association.

## **ARTICLE XIV** **MISCELLANEOUS**

### Section 1: Books and Records

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board, and Board committees, and shall keep a record giving the names and addresses of the members entitled to vote.

### Section 2: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised, where not in conflict with the Chapter's Articles of Incorporation, bylaws, or other policies, or applicable state law, shall govern meetings and actions of the membership and of the Board.

### Section 3: Association as Higher Authority

The Chapter shall submit minutes of all proceedings of its members to the Association within forty-five (45) days of such meeting. In addition, the Chapter shall maintain records related to membership, programming, publications, and other activities and operations, and shall provide them for review by the Association upon request. In addition to the Chapter's corporate articles and bylaws, the Chapter is governed by the Association as its higher authority, the Association's bylaws, standing rules, and all applicable policies and procedures.

### Section 4: Amendments

Subject to the provisions of these bylaws, the Chapter's corporate articles, and applicable state law, the power to amend these bylaws and to adopt new bylaws may be exercised by 2/3 vote of the established quorum of the membership, provided that at least fourteen (14) days prior to the vote, a copy of the proposed amendments has been sent to the voting body.

### Section 5. Automatic Bylaw Change.

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 Vice President and shared with the Board of Directors. The Vice President shall notify the Chapter's membership that such amendments have been made.

### Section 6. Approval.

Any amendments to the Chapter's bylaws shall be submitted to the Association for approval prior to taking effect.

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

## **ARTICLE XV**

## **Indemnification**

Section 1. Definitions. For purpose of this Article, the following terms shall have the meanings set forth below:

- A. Proceeding. Any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, whether formal or informal.
- B. Indemnified Person. Any person (and, if deceased, such person's heirs, devisees or personal representatives) who is or was a party or is threatened to be made a party to any proceeding, by reason of the fact that such person is or was a director or officer of the corporation, or while a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise, or employee benefit. A director or officer shall be considered to be serving an employee benefit plan at the corporation's request if such person's duties to the corporation also impose duties on or otherwise involve services by such person to the plan or to participants in or beneficiaries of the plan.
- C. Official capacity. Official capacity, when used with respect to a director, means the office of director in the corporation, and when used with respect to an individual other than the director, means the office in the corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the corporation. Official capacity includes service with the corporation or an affiliated corporation, partnership, joint venture, trust or other enterprise, or employee benefit plan.
- D. Corporation. Corporation includes any domestic or foreign predecessor entity of the corporation in a merger, consolidation, or other transaction in which the predecessor's existence ceased upon consummation of the transaction.
- E. Liability. Liability means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expense (including attorney's fees) incurred with respect to a proceeding. In addition, reference herein to other terms which may be defined in the Colorado Business Corporation Act shall have the same meanings set forth therein as the same may be amended from time to time, except to the extent that such Act conflicts with the Colorado Revised Nonprofit Corporation Act, in which event the provisions of the latter Act will govern.

Section 2. Actions by or in the Right of the Corporation. The corporation shall indemnify any Indemnified Person who was or is a party to any proceeding by or in the right of the corporation to procure a judgment in its favor against reasonable expenses (including attorney's fees) incurred in the defense or settlement of such action or suit if (a) such persons conducted themselves in good faith; and (b) such persons reasonably believed that their conduct was in the best interest of the corporation in the case of conduct in their official capacity with the corporation, or such persons reasonably believed that their conduct was at least not opposed to

the corporation's best interest in the case of conduct not in their official capacity with the corporation, except no indemnification shall be made in relation to a proceeding in which such person shall be adjudged liable unless and only to the extent that the court in which such proceeding was brought, or any other court of competent jurisdiction, determines upon application that, whether or not such person meets the standards of conduct described in (a) and (b) above and despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses (including attorneys' fees) which such court deems proper, but such expenses shall be limited to reasonable expenses incurred if such person was adjudged liable to the corporation in the proceeding. If any claim that may be made by or in the right of the corporation against any person who may seek indemnification under this Article XV is joined with any claim by any other party against such person in a single proceeding, the claim by or in the right of the corporation (and all expenses related thereto) shall nevertheless be deemed the subject of a separate and distinct proceeding by or in the right of the corporation for the purpose of the Article XV.

Section 3. All Other Actions. The corporation shall indemnify any Indemnified Person who was or is a party to any proceeding (other than an action by or in the right of the corporation) against reasonable expenses (including attorneys' fees), judgments, penalties, fines, and amounts paid in settlement incurred by him in connection with such proceeding if:

- A. Such persons acted in good faith;
- B. Such persons reasonably believed that their conduct was in the best interest of the corporation in the case of conduct in their official capacity with the corporation, or such persons reasonably believed that their conduct was at least not opposed to the corporation's best interests in the case of conduct not in their official capacity with the corporation; and
- C. With respect to any criminal proceeding, such persons had no reasonable cause to believe their conduct was unlawful, except that no indemnification shall be made in connection with any proceeding charging improper personal benefit in which such person shall be adjudged liable on the basis that a personal benefit was improperly received by such person unless and only to the extent that the court in which such proceeding was brought, or any other court of competent jurisdiction, determines upon application that, whether or not such person meets the standards of conduct described in A, B, or C above and despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses (including attorney's fees) which the court deems proper, but said expenses shall be limited to reasonable expenses incurred if such person is adjudged liable on the basis of improperly receiving a personal benefit. The termination of any proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, is not of itself determinative that the person did not meet the standards of conduct set forth in Sections 2 and 3 above.

Section 4. Successful Defense. To the extent that the Indemnified Person has been wholly

successful on the merits or otherwise in defense of any proceeding referred to in Sections 2 or 3 above, such persons shall be indemnified by the corporation against reasonable expenses (including attorneys' fees) incurred by such persons in connection therewith, and should such indemnification be required as a result of application to the court conducting such proceeding or to another court of competent jurisdiction, the corporation shall also pay such reasonable expenses (including attorney's fees incurred by him to obtain the court-ordered indemnification. The foregoing indemnification is to be made without the necessity of a determination that the person met the applicable standards of conduct described in Sections 2 and 3 or that indemnification is authorized or reasonable in amount, as provided in Section 5 below.

Section 5. Determination that Indemnification is Permissible and Authorization of Indemnification and Evaluation as to Reasonableness. Except for the indemnification made by the corporation under Section 4, any indemnification made by the corporation under Sections 2 and 3 above shall be made upon the determination that indemnification of the person is permissible in the circumstances because such person has met the applicable standards of conduct set forth in Sections 2 or 3. Such determination shall be made:

- A. By the Board of Directors by a majority vote of a quorum of the directors consisting of directors who were not parties to the proceeding;
- B. If a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors designated by the Board of Directors, which committee shall consist of two or more directors not parties to the proceeding, except that directors who are parties to the proceeding may participate in the designation of directors for the committee; or
- C. If a quorum of the Board of Directors cannot be obtained or the committee of the Board of Directors cannot be established, or even if such quorum is obtained or committee established, if such quorum or committee so directs, the determination that indemnification is permissible may be made:
  1. By independent legal counsel selected by a vote of the Board of Directors or the committee in the manner specified in A or B above or, if a quorum of the full Board of Directors cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full Board of Directors; or
  2. By the members. Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible; except that if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by the body that selected said counsel.

Section 6. Advance Payment of Expenses. Expenses (including attorneys' fees) or some part thereof incurred in defending a proceeding shall be paid by the corporation in advance of the final disposition of such proceeding if:

- A. The Indemnification Person furnishes the corporation with a written affirmation of his good-faith belief that he has met the applicable standards of conduct described in Sections 2 and 3;
- B. The Indemnified Person furnishes to the corporation a written undertaking executed by him or on his behalf to repay such amount unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in Sections 2, 3 or 4; and
- C. A determination is made that the facts then known to these making the determination would not preclude indemnification. The undertaking contemplated by B hereof shall be an unlimited general obligation of the Indemnified Person, but need not be secured and may be accepted without reference to financial ability to make repayment.

Section 7. Indemnification Not Exclusive. The indemnification provided in this Article XV shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the articles of incorporation, any other Bylaws, agreement, vote or resolution of members of disinterested directors, or otherwise, or any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office. Furthermore, the corporation shall pay or reimburse expenses incurred by a person entitled to indemnification in connection with his appearance as a witness in a proceeding at a time when he has not been named defendant or respondent in a proceeding.

Section 8. Corporation May Purchase and Maintain Insurance. By action of the Board of Directors, notwithstanding any interest of the directors in such action, the corporation may purchase and maintain insurance in such amounts as the Board of Directors may deem appropriate, on behalf of any Indemnified Person against any liability asserted against or incurred by such persons in any capacity as an Indemnified Person or arising out of their status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article XV or of the law.

Section 9. Report of Indemnification to Members. Any indemnification of or advance of expenses to a person entitled to indemnification in accordance with this Article XV, if arising out of a proceeding by or on behalf of the corporation, shall be reported in writing to the members within or before the notice of the next members' meeting.

Section 10. Period of Indemnification. Any indemnification pursuant to this article shall be applicable to acts or omissions that occurred prior to the adoption of this article, shall continue as to any Indemnified Person who has ceased to be director or officer of the corporation or, at the request of the corporation, was serving as and has since ceased to be director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise, or employee benefit plan, and shall inure to the benefit of the heirs, executors and personal representatives of such Indemnified Person. The repeal or amendment of this article or of any section or provision hereof which would have the effect of limiting, qualifying or restricting any of the powers or right or rights of indemnification, provided or permitted in this article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or

power of the corporation to indemnify any person, or affect any right or indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

**Section 11. Right to Impose Conditions to Indemnification.** The corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this article, such reasonable requirements and conditions as to the Board of Directors or members may appear appropriate in each specific case and circumstances, including but not limited to any one or more of the following:

- A. That any counsel representing the person to be indemnified in connection with the defense or settlement or any proceeding shall be counsel mutually agreeable to the person to be indemnified and to corporation;
- B. That the corporation shall have the right, at his option, to assume and control the defense or settlement or any claim or proceeding made, initiated, or threatened against the person to be indemnified; and
- C. That the corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the Indemnified Person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such right of subrogation to the corporation.

**Section 12. General Provisions.**

**A. Colorado Business Corporation Act.** In addition to and not by way of limitation of the indemnification provided for herein, the corporation shall also indemnify the persons entitled to be indemnified as described in this Article XV in the same manner and to the same extent as is provided in the Colorado Business Corporation Act in effect on July 1, 1994 and as the same may be amended from time to time, except to the extent the Colorado Business Corporation Act conflicts with the Colorado Revised Nonprofit Corporation Act, in which event the provisions of the Colorado Revised Nonprofit Corporation Act will govern.

**B. Limitation.** The provisions set forth in this Article XV are intended to reflect the corporation's obligation to indemnify, to the full extent permitted by law, any person who is or was a director, officer, agent, fiduciary or employee of the corporation against any claim, liability or expense arising against or incurred by such person as a result of actions reasonably taken by him at the direction of the corporation. The provisions set forth in this Article XV are intended to reflect the corporation's authority to the full extent permitted by law to indemnify its directors, officers, agents, fiduciaries and employees against any claim, liability, or expense arising against or incurred by them in all other circumstances and to maintain insurance for such persons to the full extent permitted by law. Such indemnification shall inure to the benefit of the estates, heirs, devisees, and personal representatives of such persons. Article XV of these Bylaws prescribes the procedures for such indemnification and the obligations of the corporation in this regard may be reflected in agreements from the corporation to directors, officers, agents,

fiduciaries, or employees. For the purposes of these Bylaws, the term "official capacity" when used with respect to any director, officer, agent, fiduciary or employee shall include service with the corporation or a parent, subsidiary or affiliated corporation or other entity. If the Colorado Revised Nonprofit Corporation Act is hereafter amended to permit Colorado nonprofit corporations to provide indemnification greater than that provided by the corporation under Article XV then Article XV will be deemed amended so as to permit the corporation to provide such indemnification to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act, as so amended.

C. Directors. A Director shall have no personal liability to the corporation for monetary damages for breach of fiduciary duty as a director, except as provided to the contrary in the Colorado Revised Nonprofit Corporation Act. If the Colorado Revised Nonprofit Corporation Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act, as so amended. Any repeal or modification of this Subsection 12.C of Article XV of these Bylaws shall not adversely affect any right or protection of a director of the Corporation hereunder, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Subsection 12.C of Article XV of these Bylaws, prior to such repeal or modification.

### **CERTIFICATE**

The undersigned, being the Secretary of the Colorado Chapter of the American Physical Therapy Association, hereby certifies that the foregoing Bylaws have been adopted in accordance with law as the Amended and Restated Bylaws of the Corporation, effective as of the DATED this \_\_\_\_\_ day of \_\_\_\_\_, 202\_\_\_.

Secretary \_\_\_\_\_