



## ***NOTICE OF PROPOSED BYLAWS AMENDMENTS***

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Date: January X, 2025

The Board of Directors has approved two amendments to the Academy of Education's bylaws that must be approved by the membership during the Academy's annual meeting on February 14 at 6:30 PM in Houston, TX.

### **AMENDMENT I: AMENDMENT TO THE NOMINATING COMMITTEE CHAIR ROLE**

#### PROPOSED CHANGE:

MOTION 2024-BOD-032: The Board approved to amend the Academy of Education bylaws to reflect a change in the Nominating Committee Chair role to become a non-voting member of the Board.

#### SUPPORT STATEMENT:

During the APTA review of the Academy of Education's bylaws, APTA expressed concern that the Academy of Education's Nominating Committee Chair was an appointed position (not elected) and had a vote on the Board of Directors, while all other board members are elected. Additionally, APTA noted the majority of other boards did not allow the Nominating Committee Chair a vote on their boards.

The Nominating Committee noted the importance of its chair to attend Board of Directors meetings and recommended the position continue as a non-voting member of the board.

Fiscal Impact: The Academy currently supports travel for the Nominating Committee Chair to key meetings (e.g., ELC, CSM). No further funds are required.

Subsequent bylaws changes:

Original Language:

Article VII. Board of Directors, Executive Committee and Officers

Section 1: Board of Directors

A. Composition

The Board of Directors shall be comprised of the Executive Committee (see Section 2a)<sup>2</sup>, Director for Communications and Promotion, Director for Professional Development, Chairs of Special Interest Groups and the Chair of the Nominating Committee.

1. Each member of the Board shall carry one (1) vote except the Clinical Education Special Interest Group Co-Chairs who shall carry only one (1) vote between them.

a. If the President-Elect is completing service in another position on the Board (i.e., holding two positions on the Board) that person shall have only one (1) vote on the Board of Directors.

Amended language (changes underlined and italicized):

Article VII. Board of Directors, Executive Committee and Officers

Section 1: Board of Directors

A. Composition

The Board of Directors shall be comprised of the Executive Committee (see Section 2a), Director for Communications and Promotion, Director for Professional Development, Chairs of Special Interest Groups and the Chair of the Nominating Committee.

1. Each voting member of the Board shall carry one (1) vote except the Clinical Education Special Interest Group Co-Chairs who shall carry only one (1) vote between them.

a. If the President-Elect is completing service in another position on the Board (i.e., holding two positions on the Board) that person shall have only one (1) vote on the Board of Directors.

2. The Chair of the Nominating Committee shall serve as a non-voting member of the Board.

Original language:

Article IX. Committees

Section 2: Nominating Committee

C. Composition

1. The Nominating Committee shall consist of four (4) eligible Academy members in good standing who shall serve for three years. One member shall be elected each year to serve a three-year term or until the election and succession to office of a successor.
2. The Chair of the Committee shall be appointed by the President with approval by the Board from among Academy members who have at least 2 years of experience on a nominating committee.

Amended language (changes underlined and italicized):

Article IX. Committees

Section 2: Nominating Committee

C.. Composition

1. The Nominating Committee shall consist of four (4) eligible Academy members in good standing who shall serve for three years. One member shall be elected each year to serve a three-year term or until the election and succession to office of a successor.
2. The Chair of the Committee shall be appointed by the President with approval by the Board from among Academy members who have at least 2 years of experience on a nominating committee. The Chair is a non-voting member of the Academy Board of Directors and represents the nominating committee at all Academy annual business meetings.

**AMENDMENT II: ELECTIONS**

PROPOSED CHANGE:

MOTION 2024 – BOD-0023: The Board of Directors approved to amend the Academy of Education bylaws to reflect a change in the Elections process to change the voting period from four (4) weeks to two (2) weeks.

SUPPORT STATEMENT:

During the APTA review of the Academy of Education’s bylaws, APTA noted the Academy of Education’s voting period was longer than most of the other academies’ voting periods. This change would bring the Academy of Education’s voting period into alignment with other academies.

Fiscal Impact: None.

Subsequent bylaws change:

Original Language:

Article VIII. Elections

Section 1: Process, C.

- C. The slate for Academy elections shall be announced at the Annual meeting of the APTA Academy of Education. If the number of nominees for any given office is full per Academy policy, nominations from the floor for that office will not be entertained. Elections shall begin no later than April 1st each election year and remain open for a period of four (4) weeks once commenced.

Amended Language:  
Article VIII. Elections  
Section 1: Process, C.

- C. The slate for Academy elections shall be announced at the Annual meeting of the APTA Academy of Education. If the number of nominees for any given office is full per Academy policy, nominations from the floor for that office will not be entertained. Elections shall begin no later than April 1st each election year and remain open for a period of two (2) weeks once commenced.

#### **OTHER MINOR BYLAWS CHANGES REQUESTED BY APTA**

Per the current Academy of Education bylaw Article XIV. Amendments, B.: "If the intent of an amendment is editorial or to bring the Academy's bylaws into agreement with those of the Association (APTA), the amendment shall be made as required by the Vice-President and shared with the Board of Directors. The Vice-President shall notify the Academy's membership that such amendments have been made."

These amendments were made at the request of APTA and do not require membership approval:

##### Revision #1

Article X. Delegates to the Association's House of Delegates  
Section 1. Qualification

Current: The qualifications of the delegates shall be as stated in the Association's bylaws.

Revised: The number of Academy delegates shall be determined in accordance with Association practices. The qualifications of the delegates shall be determined by the Academy. A physical therapist assistant may serve in up to one allotted delegate position.

Support Statement. Revised language aligns with recommendations from APTA.

##### Revision #2

Section 2.

Current: The President of the Academy shall be the Academy's chief delegate.

Revised: The President, or an appointed designee approved by the EC, is appointed to serve as the Academy's chief delegate.

Support Statement. The revised language does not require the Academy of Education president to serve as the chief delegate.

##### Revision #3

## Current:

### Article XII: Dissolution

#### Section 2: Disposition of Property

- A. In the event of dissolution, all property and records of whatsoever nature in the possession of the Academy shall, after payment of all bona fide debts, be turned over to the Association. The Association shall not be obligated for any Academy debts unless the Academy has been specifically authorized by the APTA Board to act on behalf of the Association.
- B. If the Academy is dissolved for the purpose of merging with an existing Academy or newly formed Academy, all property and records of whatsoever nature in the possession of the Academy shall, after payment of bona fide debts, be turned over or conveyed to the existing or newly formed Academy with which it is merged.

## Revision

### Article XII: Dissolution

#### Section 2: Disposition of Property

- A. In the event of dissolution, all property and records of whatsoever nature in the possession of the Academy shall, after payment of all bona fide debts, be turned over to the Association.
- B. In the event of the Academy's dissolution for the purpose of merging with an existing or newly formed Academy, all property and records shall be transferred to the American Physical Therapy Association (APTA), unless: 1. A specific merger is authorized by the APTA Board of Directors, and 2. The APTA Board provides explicit instructions for the transfer of property and records as part of the merger authorization.

Support Statement. The revised language addresses APTA concern about the distribution of property and records in the event of dissolution of the Academy.

## Revision #4

### Fourth:

1. Article VI.
  - a. Section 1: **add** (was not present before).
    - i. Notice of time and place of Annual meeting shall be sent to all Academy members at least 30 days prior to the meeting.
  - b. Section 2: **Change** 50% to 20%.
    - i. A special meeting (whether onsite or virtual) may be called by five (5) members of the Board of Directors or must be called upon written petition of **20%** of membership
  - c. Section 3: Change to 30 day notice down from 90 day notice.
    - i. Special meetings may be held during any calendar year, call by the Board, with stipulations as noted above, upon **30 days' notice** to the members of the Academy, for the purpose of conducting the Academy's business and other activities in accordance with the purpose and functions of the Academy.

Support Statement. The revised language provides updates to operational timelines within the Academy, as recommended.