



## **BOARD OF DIRECTORS JOB DESCRIPTION POLICY**

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### **Purpose:**

To describe the role, responsibilities and activities of the APTA Washington Board of Directors.

**Background:** The job description for the Board of Directors including the qualifications, election mechanism, term of office, duties and responsibilities are prescribed in the APTA Washington Bylaws.

### Article IV. Membership

#### Section 4.06 Chapter Representation:

No member or group of members of the Chapter shall profess or imply that it speaks for or represents the Chapter, unless authorized to do so in writing by the Board of Directors or as provided for in these Bylaws.

### Article VII. Governance

#### Section 7.01 Composition:

##### (A) Board of Directors:

- (1) The President, Vice-President, Secretary, Treasurer, one At-Large Western Washington Director, one At-Large Eastern Washington Director, one SIG Panel Director, one Practice Panel Director, one Professional Enhancement Director and one PTA Director shall constitute the voting members of the Board of Directors
- (2) The President-Elect and Student Liaisons shall constitute the non-voting members of the Board of Directors.

#### Section 7.02 Qualifications:

Immediately preceding assumption of office the members of the Board of Directors shall have been:

##### President-Elect:

- 1) A Physical Therapist, Retired Physical Therapist, or Life Physical Therapist member of the Association for three (3) years.
- 2) A Physical Therapist, Retired Physical Therapist, or Life Physical Therapist member of the Chapter for two (2) years.
- 3) At some time have been a member of the Chapter Board of Directors or a Standing Committee, District or SIG Chair.

President:

- 1) President-Elect for one (1) year.

Vice-President:

- 1) A Physical Therapist, Retired Physical Therapist, or Life Physical Therapist member of the Association for three (3) years, and a member of the Chapter for two (2) years.

Secretary and Treasurer:

- 1) A Physical Therapist, Retired Physical Therapist, Life Physical Therapist, Physical Therapist Assistant, Retired Physical Therapist Assistant, or Life Physical Therapist Assistant member of the Association and Chapter for two (2) years.

Eastern Washington At-Large Panel Director

- 1) A Physical Therapist, Retired Physical Therapist, Life Physical Therapist, Physical Therapist Assistant, Retired Physical Therapist Assistant, or Life Physical Therapist Assistant member of the Association for one (1) year.
- 2) Must reside East of the summit of the Cascade Mountains.

Western Washington At-Large Panel Director

- 1) A Physical Therapist, Retired Physical Therapist, Life Physical Therapist, Physical Therapist Assistant, Retired Physical Therapist Assistant, or Life Physical Therapist Assistant member of the Association for one (1) year.
- 2) Must reside West of the summit of the Cascade Mountains.

Panel Directors:

- 1) A Physical Therapist, Retired Physical Therapist, Life Physical Therapist, Physical Therapist Assistant, Retired Physical Therapist Assistant, or Life Physical Therapist Assistant member of the Chapter for six (6) months.
- 2) SIG Panel Director shall have been a member of a SIG.

Physical Therapist Assistant Director:

- 1) A Physical Therapist Assistant member of the Association and Chapter for one (6) months.

Physical Therapist Student Liaison:

- 1) A Student Physical Therapist member of the Association and Chapter for six (6) months.
- 2) A student in an accredited Physical Therapy Curriculum and be in good standing at the school.
- 3) Shall be selected and serve a term according to procedures in the Chapter policy and procedure manual.

Physical Therapist Assistant Student Liaison:

- 1) A Student Physical Therapist Assistant member of the Association and Chapter for six (6) months.
- 2) A student in an accredited Physical Therapist Assistant Curriculum and be in good standing at the school.

Section 7.03 Terms and Vacancies:

- (A) All members of the Board of Directors shall assume office immediately following the Chapter Meeting.

(B) No Board member shall serve more than four consecutive elected terms, nor more than two consecutive elected terms in the same position. Partial terms that occur by appointment or election to complete unexpired terms, or to fill a portion of a term due to organizational restructuring, shall not count toward the four consecutive elected terms or the two consecutive terms in the same position.

(C) Officers:

(1)The term of office of the President, Vice-President, Secretary and Treasurer shall be two (2) years or until the election or appointment of their successors.

(2)The term of the President-Elect shall be one (1) year.

(3)Appointment by the Board of Directors to complete unexpired terms shall not count toward terms in Art VII, Sec 3, B.

(4)The President-Elect, Vice-President and Secretary shall be elected at the Chapter Meeting in even calendar years. The President-Elect shall automatically assume the position of President after serving as President-Elect for one year. The combined service of President-Elect and President shall be considered as serving one term in office.

(5)The Treasurer shall be elected at the Chapter Meeting in uneven calendar years.

(6)Vacancies:

In the event, for whatever reason, there is no membership elected President-Elect or if, before the expiration of the term for which they were elected, the President-Elect or President dies, resigns, is removed or becomes disqualified, the Vice-President shall succeed to the office vacated for the unexpired portion of the term. In the event, for whatever reason, there is any other officer position in which there is no membership elected officer, or there are vacancies created by the death, resignation, removal or disqualification of other officers, these positions shall be filled by appointment by the Board of Directors for the unexpired portion of the term.

(D) At-Large, Panel and PTA Directors:

(1) The term of office of At-Large, Panel and PTA Directors shall be two (2) years or until the election or appointment of their successor.

(2) The SIG Panel Director, Practice Panel Director and the PTA Director shall be elected by the membership by the Chapter Meeting in even calendar years.

(3) The Professional Enhancement Panel Director shall be elected by the membership by the Chapter Meeting in uneven calendar years.

- (4) The At-Large Western Washington Director shall be elected by their geographic membership at the Chapter Meeting in even calendar years.
  - (5) The At-Large Eastern Washington Director shall be elected by their geographic membership at the Chapter Meeting in uneven calendar years.
  - (6) Vacancies: In the event, for whatever reason, there is no membership elected At-Large or Panel Director or PTA Director for a given position, or if before the expiration of the term for which a Director was elected, the Director dies, resigns, is removed or becomes disqualified, the Board of Directors shall fill the vacancy by appointment for the unexpired portion of the term.
- (E) Student Liaisons:  
Term of office and election mechanism shall be specified in the Chapter Policy and Procedure Manual.

#### **Section 7.04 Officers:**

The officers of the Chapter shall be the President-Elect, President, Vice-President, Secretary, and Treasurer.

(A) President-Elect:

The President-Elect shall serve as a non-voting member of the Board of Directors and carry out such duties as delegated by the President, and Board of Directors; and shall serve as a delegate to the Association House of Delegates except in those years when the President and President-Elect are the same person.

(B) President:

The President shall serve as official head and public spokesperson of the Chapter and shall preside at all meetings of the Chapter, and the Board of Directors; shall direct and develop Chapter activities in accordance with the policies of the Chapter and the Association and shall be an ex-officio member of all committees except the Nominating committee. The President may not serve on the Ethics Committee.

The President shall serve as a delegate to the annual Association House of Delegates.

The President, Vice-President, or executive officer on verbal approval with written follow-up documentation of the verbal approval by the President or Vice-President, shall sign contracts on behalf of the Chapter.

(C) Vice-President:

The Vice-President shall keep informed of Presidential duties and activities and shall assist the President in the discharge of those duties; in the absence of the President or the President's inability to act,

the Vice-President shall perform the same duties and functions as the President. In the event of a vacancy in the office of President or President-Elect, the Vice-President shall succeed to the position for the unexpired portion of the term.

The Vice-President shall be responsible for signing contracts on behalf of the Chapter or giving verbal approval, with written follow-up documentation of the verbal approval, for the executive officer to do so in the absence of the President.

The Vice-President shall serve as a delegate to the Association House of Delegates in those years when there is no President-Elect.

(D) Secretary:

The Secretary shall be responsible for the following: minutes of the Board of Directors and the Chapter Meetings; a copy of Chapter Meeting minutes must

be sent to the Association within forty-five (45) days following that meeting. The Secretary shall carry out such other duties as delegated by the President,

Board of Directors and/or Chapter membership.

(E) Treasurer:

The Treasurer shall be the Chair of the Finance and Audit Committee; shall be responsible for the fiscal policies of the Chapter, and preparation of the annual budget to be presented to the Chapter membership at each Chapter Meeting.

If a non-budgeted or over-budget expenditure of less than \$1,500.00 is deemed necessary by the Treasurer, the Treasurer may approve such expenditure. If the expenditure exceeds \$1,500.00, a majority vote of the Board of Directors is required.

The Treasurer is to have a C.P.A. compile, review or audit the financial records of the Chapter annually.

The Treasurer shall carry out such other duties as directed by the Board of Directors and/or Chapter membership.

Section 7.05 Duties:

(A) Board of Directors:

(1) Shall carry out the mandates and policies of the Chapter as determined by the membership, in accordance with the policies and procedures set forth in these Bylaws.

(2) Shall have full power and complete authority to transact all business for and on behalf of the Chapter subject to the provisions of Chapter and Association Bylaws, and all resolutions and enactments of the membership except for duties specifically retained by the membership.

(3) Shall appoint special committees and task forces and may direct their activities.

(4) Shall bring before the membership at any regular or special meeting, or by correspondence, communications from the Association for information, discussion and/or vote.

(5) Shall make an annual report to the Association and shall

report to the Association any member not in good standing in the Chapter.

(6) Shall bring before the membership at any regular or special meeting, or by correspondence, actions of the Board of Directors for information, discussion and/or vote.

(7) Shall develop and maintain a Chapter policy and procedure manual.

(8) Shall appoint Standing Committee Chairs, except for that of the Nominating Committee.

(9) Shall appoint a three (3) person committee prior to the legislative session, composed of the Legislative Committee Chair and any two of the following: President, Vice-President, President-Elect, Secretary, Treasurer, or Practice Panel Director, who may make compromise changes in emergency situations when legislation is in jeopardy.

(10) Shall schedule an annual meeting of the chapter membership.

(B) At-Large, Panel and PTA Directors:

(1) Shall serve on the Board of Directors with duties as prescribed in Article VII, Section 7.05, A of these Bylaws.

(2) Shall coordinate communication to and from constituents and the Board of Directors.

a. The constituents of the Western Washington At-Large Panel Director shall be the Chapter and District members residing West of the summit of the Cascade Mountains.

b. The constituents of the Eastern Washington At-Large Panel Director shall be the Chapter and District members residing East of the summit of the Cascade Mountains.

c. The constituents of the SIG Panel Director shall be the members of the Chapter SIGs.

d. The constituents of the Practice Panel Director shall be the members of the Reimbursement, and Legislative Committees, and Task Forces as designated by the Board of Directors.

e. The constituents of the Professional Enhancement Panel Director shall be the members of the Editorial Advisory Committee, and the Education Committee, and Task Forces as designated by the Board of Directors.

f. The constituents of the PTA Director shall be the PTA members and the PTA caucus of the Chapter.

(3) Shall carry out policies and procedures as outlined in the Chapter policy and procedure manual.

Section 7.06 Conduct of Business:

Board of Directors:

(A) The Board of Directors shall meet at least four (4) times annually. A majority of the voting members shall constitute a quorum.

(B) Board members shall be notified of regular meetings no less than thirty (30) days in advance of the date, place and time of the scheduled Board meeting.

(C) The Board of Directors shall automatically accept the resignation of any Board member who misses two (2) Board meetings in one calendar year without verbal or written permission of the presiding officer.

(D) The President may call a special meeting of the Board of Directors provided all members of the Board have been notified of the time, place and date of such meeting prior to its occurrence. Special meetings shall not be considered to be applicable for automatic resignation purposes.

(E) The President must call a special meeting of the Board of Directors upon written petition of 50% of the Board.

(F) Only duly elected voting members of the Board of Directors may vote at Board of Director meetings.

## Article X. Elections

### Section 10.06 Election Schedule

(A) Chapter Meeting of even calendar years:

President-Elect

Vice-President

Secretary

SIG, Practice Panel and PTA Directors

The At-Large Western Washington Panel Director, elected by their geographic area membership

Appropriate delegates to the House of Delegates

(B) Chapter Meeting of uneven calendar years:

Treasurer

Professional Enhancement Panel Director

The At-Large Eastern Washington Panel Director, elected by his/her geographic area membership

Appropriate delegates to the House of Delegates

Physical Therapist Assistant representative to the PTA Caucus

## Article XI. Finances

### Section 11.02 Limitations on Expenditures

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

## Definitions:

**Board:** The governing body of the Association, all of whom are elected. The voting board is composed of the following ten (10) positions: President, Vice-President, Treasurer, Secretary, Special Interest

Group (SIG) Panel Director, Practice Panel Director, Professional Enhancement Director, Western and Eastern Washington Directors, PTA Director.

**Committee:** Long standing group, members are appointed; report to the appointed Board member liaison.

**Task Force:** Group with a defined, temporary term and a defined purpose of accomplishing definite objectives; members are appointed; report to the establishing entity.

**Policy:**

The Board of Directors provides leadership in the deliberations on policies, financial matters, major issues and is responsible for Chapter strategic planning and ongoing evaluation of the effectiveness of that planning. To fulfill these responsibilities Board members shall:

1. Know Chapter policies and governance procedures
2. Be responsive to members needs
3. Assess environmental factors affecting the Chapter and the profession, and
4. Assure that the Chapter's fiscal resources are allocated wisely and that the fiscal integrity of the Chapter is maintained.

Verification/Authorization/Approval: APTA Washington membership and APTA Washington BOD

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