

# ***APTA NEW YORK***

## ***BOARD OF DIRECTORS PROCEDURE MANUAL***

*Approved 5/93  
Amended 1996  
Amended 1998  
Amended 1999  
Amended 2000  
Amended 10/01  
Amended 10/02  
Amended 2003  
Amended 10/04  
Amended 10/06  
Amended 2/08  
Amended 2011  
Amended 1/12  
Amended 5/12  
Amended 3/13  
Amended 2/14*

## TABLE OF CONTENTS

I.	Organization	
	A. Creation.....	3
	B. Purpose.....	3
	C. Accountability .....	3
	D. Constituency.....	3
	E. Voting Power.....	3
	F. Elections & Term of Office .....	3
	G. Vacancies on Board of Directors .....	4
II.	Operations	
	A. Meetings.....	5
	B. Attendance .....	7
	C. Conduct of Business.....	8
	D. Speaking and Making Motions .....	8
	E. Minutes.....	8
	F. Reports.....	10
	G. Records.....	11
	H. Policy and Procedure Manuals.....	12
	I. Orientation of Chapter Directors .....	12
	J. Duties and Responsibilities .....	12
	EC Member-at-Large - Procedure/Duties	
	K. Other Duties of the Board .....	14
	L. Job Descriptions	
	1. Chapter Director.....	14
	2. Chief Delegate.....	15
	3. President.....	16
	4. Vice President .....	17
	5. Secretary.....	18
	6. Treasurer .....	18
	7. Speaker of the Delegate Assembly .....	19

## APPENDIX

Outline of Motions.....	20
Flow Chart for National, Chapter and District Bylaws, Policies and Procedures.....	21
(Page 21 is an insert to the manual - not in the electronic file)	

# BOARD OF DIRECTORS PROCEDURE MANUAL

## I. Organization

### A. Creation

The Board of Directors was created by the bylaws of the APTA New York.

### B. Purpose

The purpose of the Board of Directors:

- 1) To provide the mechanism for carrying out the mandates and policies of the Chapter as determined by the Delegate Assembly; and
- 2) To provide a body which may act on behalf of the Chapter between meetings of the Delegate Assembly.

### C. Accountability

The Board of Directors is accountable to the Delegate Assembly.

### D. Constituency

The Board of Directors consists of the Officers of the Chapter and a Chapter Director from each District. The total number of Chapter Directors and Officers shall not exceed the number authorized by the Chapter's Certificate of Incorporation (not less than 9 nor greater than 20). All committee, advisory panel, task force chairs, the Federal Affairs Liaison and the Executive Director serve as consultants to the Board. The Presiding Officer is the President or Vice-President in the absence of the President.

**Qualifications:** The qualifications for membership on the Board are governed by the Bylaws. Only such Chapter members shall be eligible for election to the Board who:

1. are physical therapist, retired physical therapist or life physical therapist members in good standing of APTA and the Chapter;
2. have consented to serve if elected;
3. have been members of APTA for two years immediately preceding election.

### E. Voting Power

Voting power of the Board is determined by the Bylaws:

Each officer shall have one vote, except the Chief Delegate to the APTA House of Delegates. Each Chapter Director to the Board shall have one vote.

### F. Elections and Term of Office

#### 1. Election of Officers

Elections of Officers are governed by the New York Chapter bylaws. Please refer to ARTICLE VII. OFFICERS, BOARD OF DIRECTORS & EXECUTIVE COMMITTEE, Section 1A: Officers.

#### 2. Election of Chapter Directors

Elections of Chapter Directors are governed by both the APTA New York Chapter Bylaws and the District bylaws. According to the Chapter Bylaws:

- a. Directors shall be elected by the districts that they represent at the appropriate District Annual Meeting, prior to the Annual Meeting of the Assembly and shall assume office upon adjournment of the Annual Meeting of the Assembly. *(Note: the beginning of the term does not start with election.)*
- b. Chapter Directors from the odd-numbered districts are elected on the odd-numbered years and

Chapter Directors from the even-numbered districts are elected on the even-numbered years.

### **3. Term of office**

- a. The term of office of all Officers shall be two years or until their successors are elected, and shall become effective immediately following the adjournment of the Assembly at which elected, except for the Chief Delegate to the APTA HOD who shall assume the office following the adjournment of the Annual Meeting of the HOD in the year elected.
- b. The term of office of all Chapter Directors shall be two years or until their successor is elected.
- c. The privilege of reelection of its chapter director shall be the prerogative of each separate district, except that no person shall serve more than 3 consecutive terms as a Chapter Director.
- d. No Officer may serve in the same office for more than two consecutive terms, but may be reelected to that office following an interim or at least a complete term.
- e. No person shall serve as an Officer of the Board for more than eight consecutive years.
- f. The term of office of all Board members shall be 2 years or until their successors are elected.

## **G. Vacancies on Board of Directors**

Vacancies on the Board are filled in accordance with the Chapter Bylaws, ARTICLE VII OFFICERS, BOARD OF DIRECTORS & EXECUTIVE COMMITTEE, Section 2. Vacancies, How Filled. (See the Executive Committee Procedure Manual for the Procedure to fill Officer and committee vacancies.)

### **1. Resignation Procedures**

- a. for Officers - see Executive Committee Procedure Manual
- b. for Committee Chairpersons and members - see Committee Procedure Manuals
- c. for Chapter Directors:
  1. All resignations shall be sent by the individual, in writing, to the, Chapter President;
  2. Copies of the resignation are to be sent to the District Chair and the Executive Director.
  3. Notifications should be sent as soon as possible, and preferably 90 days prior to the effective date.
  4. The District Chairperson will request the District Executive Committee or Board (see District Bylaws) to fill the vacancy.
  5. The President will follow up with a letter to remind the District Chairperson to fill the Chapter Director vacancy.

### **2. Dismissal**

#### **Policy:**

Grounds for dismissal are:

- a. Noncompliance with Chapter policies and procedures.
- b. Failure to perform assigned tasks and fulfill required responsibilities.
- c. Failure to attend required meetings, workshops, etc.

#### **Procedure for Dismissal:**

- a. for Officers - see Executive Committee Procedure Manual
- b. for Committee Chairs and members - see Committee Procedure Manuals
- c. When any Chapter member has reason(s) to call for the dismissal of a Chapter Director,
  1. A written request shall be submitted to the President
  2. A copy is to be sent to the Secretary and Executive Director (BOD 10-06-02).
  3. The President shall initiate a review and the Executive Committee shall make final determination of appropriate action.
  4. Should dismissal be recommended, the Chapter Director will be notified in writing of the decision and grounds for dismissal.
  5. The Chairman of the District will be notified that the District Executive Committee

or Board (determined by District bylaws) must fill the vacancy.

### **3. Appeal**

#### **Policy:**

A Chapter Director who has been dismissed by the Executive Committee has the right to appeal the decision within two weeks.

#### **Procedure:**

- a. The appeal of dismissal must be submitted in writing to the President.
- b. A copy should be sent to the Executive Director.
- c. The President will initiate a review by the Executive Committee.
- d. If the Executive Committee reverses its decision, the member will be reinstated for the remainder of his/her term.
- e. If the Executive Committee upholds its decision, it will make a recommendation to the Board; with the Board of Directors making the final determination. To insure timely resolution, vote may be by mail, phone, or at a Board meeting.

## **II. Operations**

### **A. Meetings**

#### **1. Regular Meetings**

##### **Policy:**

The Board of Directors shall meet three times a year with one meeting held in conjunction with the Chapter Conference (BOD 10-00-24). If the financial situation for any fiscal year prevents the expenditure of monies to conduct three meetings of the Board of Directors per year, the Chapter will hold sufficient number of meetings of the Board of Directors to conduct the business and at least three meetings of the Executive Committee per year (08-79-29, 01-88).

#### **2. Special Meetings**

The President may call a special meeting of the Board at his/her own initiative and must call a special meeting on request of a majority of the members of the Board.

#### **3. Telecommunications Meetings (Bylaws)**

Regular and special meetings of the Board may be held by a conference with telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

#### **4. Executive Session**

Confidential items will be considered by the Board in Executive Session. The Board has the right to determine who may be allowed to be present for such discussions. According to Robert's Rules, "a (Board) member can be punished under disciplinary procedure if he/she violates the secrecy of an executive session. Anyone else permitted to be present is honor bound not to divulge anything that occurred."

#### **Procedure:**

- a. When an item is deemed confidential, a motion to go into executive session shall be made; if attendance is to be limited, this should be included in the motion (e.g., I move that the Board go into Executive Session to be limited to Board members and Committee Chairs). This motion would be open for amendments (e.g., to move to amend by adding Executive Director or by striking Board members and Committee Chairs, and inserting only APTA members).
  - b. This requires a majority vote of the Board.
  - c. The President will remind all present about confidentiality of the proceedings.
  - d. Documentation of Executive Session proceedings are to be kept separately. (See minutes.)
- #### **5. Notice**
- Written notice of all meetings must be sent to all members of the Board and consultants not later than 10 days before the date fixed for the meeting.

## **6. Location**

Meetings will be held at a site recommended by the President in consultation with the Executive Committee and Executive Director. Locations of meetings cannot be in contradiction to the budget and program established and approved by the Board of Directors.

## **7. Dates**

Dates for meetings will be set as far in advance as possible and will be determined by the President in consultation with members of the Executive Committee and the Executive Director.

## **8. Quorum**

A majority of the total authorized votes of officers and Directors shall constitute a quorum of the Board.

## **9. Agenda**

The agenda for the Board meeting and assignments of issues for workgroups is the responsibility of the President in consultation with the Executive Committee and should be distributed to the Board members at least 10 days prior to the meeting. Chapter office will maintain a calendar and list of items that should be included on the agenda for regular meetings. Routine items for the agenda should include:

- a. Call to Order
- b. Roll Call
- c. Approval of Minutes of previous meeting
- d. Approval of Agenda
- e. Reports - (order may vary from meeting to meeting);
  1. under each committee / person reporting, there should be:
    - old business (including status of current charges; motions which have been postponed to a particular meeting appear under old business and do not receive a new board number; motions with a future due date or report date do not need to be included on the agenda)
    - report (including activities; objectives)
    - new business (including consideration of recommendations)
  3. Committee Reports
    - Executive Committee report (including any interim Executive Committee report(s))
    - Standing Committee reports
    - Special Committee / Task Force reports
  4. Office Reports
    - Executive Director
    - Other staff as necessary
  5. Board Reports
    - Officers
    - Chapter Directors
- f. Other New Business
  1. Review of Delegate Assembly actions for new policies, duties, or charges for the Board;
  2. Develop procedures by which policies, duties and charges can be fulfilled;
  3. Preparation of motions for Assembly action;
  4. Make recommendations to committees or appropriate body;
- g. Think Tank Time (including Revenue Producing ideas)
- h. Good and Welfare
- i. Adjournment

Annually, the following are to be included on the agenda:

- j. Budget - Fall Board Meeting.
- k. Annual Legislative Plan - Fall Board Meeting (BOD 04-11-08)
- l. Review of strategic plan - Fall Board Meeting.
- m. Recommendations for Chapter Goals & Objectives for Executive Committee to consider -

- Fall Board Meeting (BOD 01-95-12)
- n. Review of draft Chapter Goals for submission to Delegate Assembly - Winter Board Meeting.
- o. Review and update policy and procedure manuals - Winter Board Meeting
- p. Recommendations from all Directors, Executive Committee and Committee Chairs (BOD 01-97-05) regarding Chapter Conference Program (Directors make recommendations in winter board meeting report) (BOD 04-96-08)
- q. National Awards - spring board meeting. (BOD 01-89-17)
- r. Recommendations for Committee Members to replace those whose terms expire - Spring Board Meeting (prior to July 1)
- s. Election of Member-At-Large – Spring Board Meeting (BOD 10-01-02)

As necessary,

- t. Consider recommendations for new committee members (new committees or to replace those who have resigned)
- u. Determination of two attendees for APTA Government Affairs workshop.

## **B. Attendance**

### **1. Chapter Director Policy**

It is the policy APTA NEW YORK that all Districts be represented at all meetings of the Board of Directors. Failure of a Chapter Director to attend 3 successive Board meetings may be considered cause for removal from office.

#### **Procedure:**

- a. If a Chapter Director is unable to attend, he/she should see that an alternate attends; following any guidelines that the district has established.
- b. When a district has had no representation at a meeting of the Board of Directors, the Chapter President will contact the Chapter Director and the District Chairman to remind them that an alternate should be sent in the event a Chapter Director is unable to attend.
- c. If a Chapter Director does not attend 3 consecutive meetings, the Chapter President must contact the District Chairperson and recommend dismissal and replacement of the Chapter Director (BOD 08-78-14).

### **2. Committee / Task Force Policy:**

It is the policy of APTA NEW YORK that Committee and Task Force Chairs attend those Board meetings to which they have been invited as required to facilitate the business of the Board of Directors (BOD 10-07-14). Failure of a Committee or Task Force chairperson to attend three successive Board meetings to which they have been invited may be considered cause for dismissal from the Chairpersonship.

#### **Procedure:**

- a. If a Committee or Task Force Chairperson is unable to attend, he/she should contact another committee or task force member to serve as his/her designee and notify the Chapter office of the name of the committee or task force designee.
- b. When a committee or task force has had no representation at a meeting of the Board of Directors to which that committee or task force was invited, the Chapter President will contact the committee or task force chairperson to remind them that an alternate should be sent in the event he/she is unable to attend.
- c. If a Committee or Task Force chairperson does not attend 3 consecutive board meetings to which they have been invited, the Chapter President may in consultation with the Executive Committee seek a replacement and notify the Committee or task force chairperson in writing of his/her dismissal and the name of the replacement.

### **3. Guest Policy:**

Chapter members are encouraged to attend the meetings of the Board of Directors. However, all

guests attending meetings of the Board of Directors shall each be responsible for his/her own expenses (BOD 02-79-23).

Procedure:

- a. Those desiring to attend the Board meeting who are not Board members or consultants, should request permission of the President.
- b. The President, with consideration given to space limitations, may grant permission to attend the meetings of the Board.
- c. Generally, written materials prepared for the Board meeting will not be distributed to guests at these meetings.
- d. The Board may limit attendance during Executive Sessions.

### **C. Conduct of Business**

1. Call to Order: President
2. Roll Call: Secretary will call the roll.
3. Approval of Minutes
  - a. President asks "Are there any corrections for the minutes of date?"
    1. "If there are no corrections, the minutes stand approved."
    2. "If there are corrections, the Secretary records these in the minutes for the current meeting. "If there are no further corrections, the minutes stand approved as corrected."
4. Approval of Agenda.
5. Business is then conducted according to the agenda.

### **D. Speaking and Making Motions:**

1. The Committee / Task Force Chairpersons and the Chief Delegate to the APTA House of Delegates have the right to speak and make motions, but not to vote (BOD 01-92-17). Guests may be recognized through their Chapter Director.
2. Motions for consideration by the Board are to be written (an original and 3 copies) on motion paper (see Guide to Writing Motions in the Orientation Handbook) and include at least the following:
  - a. The action desired.
  - b. Identification of person(s) and/or group(s) to whom action is applicable or to whom it is to be referred.
  - c. Financial implication (if something has not been budgeted, the budget will need to be amended as well; consultation with the Treasurer or finance committee is recommended).
  - d. Timeframe for accomplishment.
  - e. All motions submitted to the Board of Directors must include a reference to the strategic planning goal or objective to which the motion pertains (BOD 05-94-05).
3. The maker of the motion has the right to speak to the motion first, giving the rationale for the motion.
4. For further discussion of the motion, Board members will be recognized first.
5. Motion numbers: Each main motion will be assigned a number using the format: BOD mo.-yr.-# of motion at that meeting.

### **E. Minutes**

#### **Policy:**

Minutes are to be recorded and kept for each Board meeting and distributed within 30 days of the meeting. No taping of the meetings of the Board of Directors is allowed.

According to Robert's Rules, "the minutes, or record of proceedings, of an executive session must be read and acted upon only in executive session." "Minutes should contain mainly a record of what was done at the meeting, not what was said by the members. The minutes should never reflect the

Secretary's opinion, favorable or otherwise, on anything said or done."

## 1. Recording Procedure

- a. Date and hour of Call to Order should be recorded.
- b. **Attendance/ Roll Call:** Those attending are recorded, indicating if a member/ committee chair is being represented by a designee. Those absent should be recorded.
- c. **Reports:** The responses to previous board and delegate assembly charges should be recorded in the minutes. It is not necessary to record other content of written reports. Information that is not included in written reports may be included in the minutes if requested.
- d. **Guest Speakers:** Only the name and subject are recorded, not the content.
- e. **Discussion:** Discussion may be included in the minutes if it helps clarify the issues. No editorial comments should be made nor should opinions of the Secretary be included. The minutes should reflect the factual information presented. If the opinion of the person addressing the motion/issue is recorded, it should thus be stated; e.g., it was the opinion of (person speaking) that (opinion stated as accurately as possible.)
- f. **Informal consideration:** According to Robert's Rules, "When a question is considered informally, the same information should be recorded as under the regular rules, since the only informality in the proceedings is in the debate."
- g. **Motions:** All motions (primary, secondary, tertiary and Parliamentary) will be included in the minutes in the order presented. If a motion is withdrawn or there is objection to consideration, the full motion will not be recorded, only the number and "Withdrawn" or "Objection to Consideration". All other motions will be included in their entirety with the presenter; content of motion; action taken -- carried, defeated, postponed, postponed definitely, referred, etc.; rationale; target date; and any fiscal impact. If a roll call vote is ordered, the vote will be recorded.

### 1. Amendments:

- Accepted: If a motion is amended, the original phrasing will appear in parentheses with the accepted, amended phrasing in bold within the original presentation; e.g., the scenario of a motion presented by the Speaker with an amendment attempt by the President would be recorded as:
  - BOD 01-92-01 carried as amended by President; Speaker moved to "go into Executive Session including **APTA members present** (the Board)."
  - President moved to amend by striking "the Board" and inserting "APTA members present" - carried
- Defeated: If defeated, the wording of the defeated amendment will not appear in the original main motion, but will be typed as a secondary motion under the motion indicating maker of motion, and "defeated". BOD 1-91-1 carried; Speaker moved to "go into Executive Session of the Board."
  - President moved to amend by striking "the Board" and inserting "APTA members present" - defeated.
- Amendment Defeated and Amendment Carried:
  - BOD 1-91-1 carried as amended by Vice-President; Speaker moved to "go into Executive Session of the Board, **Committee Chairs and Executive Director.**"
  - President moved to amend by striking "the Board" and inserting "APTA members present" - defeated.
  - Vice-President moved to amend by adding "and Committee Chairs and Executive Director" - carried.
- Amendment defeated and a second amendment further amended and Carried:

- BOD 1-91-1 carried as amended by Vice-President and Treasurer, Speaker moved to "go into Executive Session of the Board **and Committee Chairs.**"
- President moved to amend by striking "the Board" and inserting "APTA members present" - defeated.
- Vice-President moved to amend by adding "and Committee Chairs and Executive Director" - carried.
- Treasurer moved to amend the amendment by striking "and Executive Director" - carried.

h. **Good and Welfare:** Announcements should be listed.

**2. Distribution:**

The Secretary will insure that the minutes (marked Draft) are completed and distributed to the Board and Committee Chairs in compliance with Chapter Policies. The Secretary will insure that the Chapter complies with APTA Policies regarding minutes.

**3. Approval:**

- a. Minutes are approved either at the next Board Meeting.
- b. **Minutes with no corrections:** The Executive Director will mark the minutes approved, file them (replacing all Draft copies), and post them on the Chapter web site.
- c. **Minutes with corrections:** The minutes which need correcting are corrected by the Executive Director. The Executive Director will mark the minutes approved, file them (replacing all Draft copies), and post them on the Chapter web site.

**F. Reports**

**Policy:**

Each Member of the Board shall submit a written report to the Chapter Office via e-mail to be included in the Board Packet for each meeting of the BOD. (Committee and Advisory Panel Chairpersons are also referred to his / her Committee Procedure Manual.)

1. Procedure for reports:

- a. Chapter Office will notify Board Members and Committee Chairpersons of the deadline for submitting reports.
- b. Reports should be written following the format outlined in the Operations Manual, Tab 4.
- c. If the person reporting is recommending Board action, motions should be written on Motion Forms following the Guidelines for Making Motions, found in the Orientation Handbook, and submitted in time for inclusion in the packet. Questions on writing motions should be addressed to the Judicial/Reference Committee Chairperson or members.
- d. Reports and motions are submitted to Chapter office via e-mail by the deadline.
- e. The Motion Log should be updated.
- f. When received by the deadline, Chapter office will include them in the packet which will be posted on the Chapter web site.
- g. When the deadline has not been met, it is the responsibility of the Board member to post or provide sufficient copies of reports and motions for the Board.
- h. Copies of all reports will be filed in the appropriate files in the Chapter Office.

2. Format for Reports: See the Operations Manual Tab 4 for the format for reports.

3. Board Report to Delegate Assembly

**Policy:**

Proceedings of the Board of Directors are reported to the Delegate Assembly at each annual meeting. (See also, Executive Committee Procedure Manual: Reports)

**Procedure:**

- a. The Secretary of the Chapter shall write the report.
- b. Chapter office will notify the Secretary of the deadline for the report
- c. The report format may be found in the Appendix.
- d. The Secretary will submit the report in time for inclusion in the Delegate Assembly packet.

4. Newsletter summary of Board meetings

**Policy:**

A written narrative summary of the proceedings of each meeting of the Board is prepared and published in the Chapter newsletter.

**Procedure:**

- a. The Secretary in conjunction with the Communications Director will prepare the summary.
- b. The Secretary sends the summary to the President for review (BOD 10-06-03)

**G. Records**

**1. Chapter Director Records**

**Policy:**

Each Chapter Director will maintain an up-to-date Chapter Operations Manual.

**Procedure:**

- a. Upon assuming office:
  1. The new Director shall receive from the outgoing Chapter Director, a current Operations Manual which should contain: a Chapter calendar; bylaws of APTA and APTA NEW YORK; Chapter goals; Ethics and Guide for Professional Conduct; Standards of Practice; Orientation Handbook; Policy Manual, current Motion Log; Procedure Manual of the Board; other Procedure Manuals as needed (5-80).
  2. The new Director shall also receive from the outgoing Director, a copy of the current Chapter budget; minutes of the Executive Committee, Board of Directors, and Delegate Assembly meetings for the previous two years; copy of most recent charge log for that Director position; and any pertinent correspondence.
  3. If any items are missing, the new Director shall request them from Chapter Office.
- b. Upon receipt of new minutes, directories and other pertinent documents, the Chapter Director will file them appropriately.
- c. Prior to turning over the Operations Manual to a new Director, the outgoing Director must insure the Manual is up-to-date.

**2. Motion Logs**

**Procedure:** (BOD 01-99-08)

- a. Chapter Office will keep a log of motions presented to the Board.
- b. The Motion Log will be posted to the Chapter web site.
- c. Each person is to refer to the motion log for applicable charges when writing reports.
- d. The motion log should be updated regularly by the Chapter Office with information from the Board reports.
- e. These logs will be used for Strategic Planning purposes.

**3. Chapter Office Records**

Chapter Office will maintain an up to date Board of Directors file. The Office will keep:

- a. all approved Minutes of the Board
- b. final Motion logs of previous years and current motion log.
- c. reports to the board, filed in the appropriate file.
- d. copy of the Operations Manual
- e. an up-to-date roster of Chapter Officials

## H. Policy and Procedure Manuals

### Policy:

The Policy and Procedure Manuals shall be updated and reviewed by the Board of Directors at least once a year (BOD 10-77-13).

### Procedure:

1. The Speaker of the Assembly in coordination with Chapter Office shall be responsible for ensuring that the Chapter Policy Manual and the Board Procedure manual are updated to reflect changes by the Delegate Assembly and/or Board.
2. Chapter office will send a reminder to each committee chairman and to each board member of the need to review the policy and procedure manuals.
3. Any changes to be made should be in the form of a motion to amend the policy or the procedure, using the appropriate motion format.
4. These motions should be sent to Chapter Office in time for inclusion in the Board packet for the winter board meeting.

## I. Orientation of Chapter Directors

### Policy:

It is the policy of APTA NEW YORK that the Chapter is responsible for funding newly elected Chapter Directors to attend the BOD Meeting held in conjunction with the Chapter Annual Meeting (BOD 10-05-07).

### Procedure:

1. Both outgoing and incoming Chapter Directors will attend the Board of Directors meeting held at Annual Meeting for the purpose of orientation.
2. Outgoing Chapter Directors shall provide their successors with the current Chapter Operations Manual; they are to go over the Orientation Handbook and the operations manual with the successor.
3. The President is responsible for the general orientation of all persons newly elected to the BOD.
4. New members of the Board will be assigned a mentor who is an experienced member of the Board (BOD 10-04-06).

## J. Duties and Responsibilities as found in the Bylaws: (BOD 01-12-03)

1. **Member-at-Large (MAL)**. Annually, those members of the Board of Directors, who are **not** members of the Executive Committee, shall elect a fifth member to the Executive Committee (BOD 10-01-02).
  - Only Chapter Directors, the Speaker and the Chief Delegate are eligible to serve as the member-at-large.
  - Only Chapter Directors and the Speaker of the Assembly may vote for the member-at-large. (Note: The Chief Delegate is a non-voting member of the Board.)

### **Procedure:**

- The member-at-large will be elected annually at the spring BOD meeting.
- Nominations should be submitted between March 1st and April 1st to the Executive Committee.
- The Executive Committee will ask for a brief statement (no longer than one page) from each nominee to be submitted electronically to the Executive Director indicating why they want to serve as the member-at-large.
- Information will be published in the Spring BOD Meeting Packet.
- The current MAL will oversee and conduct the MAL elections.
- Nominations will also be accepted from the floor on the day of the vote by the Directors and Speaker.

**Duties:** (EC 05-12-04)

- Attend all in-person meetings with the EC (at least 4 annually)
  - Participate in monthly EC Conference Calls
  - Serve as the Membership Chair / APTA Liaison
  - Attend APTA Annual Membership Conference
  - Oversee and conduct the Member-at-Large elections annually at the Spring BOD Meeting (EC 03-13-02).
2. Carry out the mandates and policies of the Chapter as determined by the Assembly.
- Procedure:**  
It will be the responsibility of the Speaker of the Assembly in conjunction with the President to ensure that any new mandates or policies passed by the Assembly are placed on the Board agenda as appropriate.
3. Have full power and complete authority, subject to the provisions of the bylaws and all resolutions and enactments of the Assembly, to perform all acts and transact all business for and on behalf of the Chapter.
4. Create standing committees, special committees, and task forces and direct the activities of all committees and task forces except the Nominating Committee and Ethics Committee.

**Standing Committee Policy:**

The Board of Directors has the authority to create standing committees of the Chapter to perform functions of an ongoing nature.

**Procedure:**

- a. Standing Committees may be created by a majority vote of the Board or Delegate Assembly.
- b. The motion must include the name of the committee, purpose, number of members, qualifications for membership on the committee, fiscal impact, and time frame for developing a procedure manual and three-year plan of action with outcome measures (which the Board must approve).
- c. In order to become operational, the committee must be budgeted.
- d. Procedure to fill the committee will be as printed in the Executive Committee Procedure Manual.
- e. Once the Chairperson is appointed, the Executive Director will send the new Committee Chairperson the Format for Committee Procedure Manuals (BOD 05-91-04) and a copy of the charge creating the committee and any policies, duties, etc. as developed by the board pertaining to the new committee.
- f. The Chairperson will be responsible for calling the meeting and coordinating the development of the Procedure Manual with outcome measures.
- g. The Chairperson will be responsible for following the Chapter policies regarding standing committees.

**Special Committee/ Task Force Policy:**

The Board of Directors or Delegate Assembly may create special committees or task forces to carry out functions which are not of ongoing nature.

**Procedure:**

- a. Such a committee or task force may be created by a majority vote.
- b. The motion must include the name of the committee, purpose, number of members, and special qualifications for membership, anticipated report date, and fiscal impact.
- c. In order to become operational, the committee must be budgeted.
- d. Procedure to fill the committee will be as printed in the Executive Committee Procedure Manual.
- e. Once the Chairperson is appointed, the Executive Director will send a copy of the charge creating the committee or task force and any policies, duties, etc. developed by the board pertaining to the new committee or task force.

- f. The Chairperson will be responsible for coordinating the plan of action to respond to the charge of the Delegate Assembly or the Board.
  - g. The Chair will be responsible for following the Chapter policies regarding committees.
  - h. As long as the committee or task force is in existence, the Chair is to write a report to be included in the packet for each Board meeting and a report for the Delegate assembly packet.
  - i. Once the committee has completed the task, the committee should file a final report and a motion to disband the committee should be presented to the Board.
5. Be empowered to require attendance of any or all committee and task force chairpersons except the Nominating Committee at any Board meeting, but shall not confer voting power on these Chairpersons. (See II. Operations, A. Meetings - Attendance)
  6. Order the calling of Board meetings. (See II Operations, A. Meetings)
  7. Bring communications from the Association before the members for information, opinion, or vote.
  8. Receive, review, and approve the annual budgets, and arrange for expenditure of funds. (See Board of Directors Procedure Manual for Procedure to Formulate a Budget)  
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 Board. The Board shall not commit the Chapter to any financial obligation in excess of its current financial resources. Article XI, Section 4 of bylaws.)
  9. Authorize the employment of such outside services as may be required to operate the Chapter efficiently within the financial resources of the Chapter.
  10. Perform any other duties as provided in the Bylaws or as indicated by vote of the Assembly.
  11. Require that all reports of officers, committee and task force Chairpersons and all annual or other reports requested by the APTA BOD are submitted by the dates specified. (See Reports section)
  12. Determine the time and place of the Annual Meeting and the Conference of the Chapter. (See Policy Manual)
  13. Have a Chapter Newsletter published. (See Newsletter Procedures)
  14. Determine priorities for the executive personnel.
  15. Have final approval for formation or dissolution of Districts (See bylaws for procedure to form or dissolve Districts)
  16. Recommend formation or dissolution of special interest groups to the Delegate Assembly and subsequently approve the bylaws of the special interest group. (See bylaws for procedure relating to special interest groups)
  17. Govern the legal requirements of dissolution and the disposal of assets if the Chapter is dissolved. (See APTA bylaws for procedure)
  18. Request special meeting of the Delegate Assembly at any time during the year by vote of the Board of Directors or in response to a request from districts representing a majority of delegate votes in the previous Chapter Delegate Assembly. (See Article VI, Sect. 3)
  19. If a decision must be made between meetings of the Delegate Assembly, by a majority vote, the Board of Directors may determine that the delegates be polled by mail. (see Article VI, Section 3F)

**K. Other Duties of the Board:**

1. The BOD shall select and fund two Chapter members each year to attend the APTA Government Affairs Forum that is held in Washington and act as our key contact persons (JC-12-06).
2. The Board reviews and approves the strategic plan.

**L. JOB DESCRIPTIONS**

**1. CHAPTER DIRECTOR**

General Description:

Directs the activities of the Board to ensure that it meets the goals, objectives, and charges as directed by the Delegate Assembly. Represents the District at all Board of Directors meetings,

prepares Board assignments and works toward the fulfillment of Chapter objectives.

#### Duties, Responsibilities and Authority

- a. Attends all meetings of the Board.
  - b. In the event that he/she is unable to attend, initiates the process to send an alternate (according to District bylaws).
  - c. Assists in developing Chapter goals.
  - d. Assists in developing the Chapter objectives.
  - e. Informs District members of the objectives and their expected individual contributions and responsibilities.
  - f. Assists the Executive Committee in recommending committee member appointments.
  - g. Maintains contact with student and faculty liaisons in the district (BOD 1-00-05).
  - h. Contributes to meeting agendas and distributes relevant information to Chapter office for inclusion in Board packet.
  - i. Solicits names for National Awards Nominations & brings them to Spring BOD meeting.
  - j. Suggests topics and speakers for future Chapter Conferences in Winter BOD Report.
  - k. Prepares required written reports (see Guideline to Report Writing in the Appendix of the Board Procedure Manual) to be submitted in timely manner for inclusion in the Board of Directors packet; including dissemination of information at each Board of Directors meeting of those speakers who have provided successful, stimulating and exciting programs. (BOD 02-81-28D)
  - l. Prepares motions to Board of Directors based on report. (See Guide to Writing Motions in Orientation Handbook.)
  - m. Reviews all relevant material prior to the Board meetings. Prepares to make contributions and voice objective opinions concerning the Board issues.
  - n. Carries out individual assignments that are made by the Board, Delegate Assembly, or Executive Committee.
  - o. Attends the Annual Meeting of the Chapter.
  - p. Knows and follows the Association's practices, policies, and procedures as they pertain to the Chapter goals and objectives.
  - q. Is aware of the specific responsibilities of the Board.
  - r. Prepares and submits an annual budget estimate request for the next calendar year to the Chapter Treasurer.
  - s. Orients the new Director prior to vacating the Directorship.
  - t. Serve as **liaison to a committee** (or more than one, as required), with responsibilities including: (BOD 04-11-05)
    1. Maintaining contact and communication with committee chairs as a resource throughout the year, including prior to and after each board meeting. The Director liaison will participate in committee activities as this allows for representation of all committees at board meetings.
    2. Participating in committee activities and meetings, as appropriate.
- PROCEDURE:
- Assignments will be reviewed annually and reassignments made immediately following the Delegate Assembly, where new Chapter Directors are installed, as required.
  - The Vice President remains the ex-officio member of all committees as noted in the bylaws
  - The Executive Director will notify the directors of their assignments.

#### Relationships:

Maintains contact on status of assigned tasks with the Executive Committee. Maintains contact with the District Executive Board and/or Committee.

## **2. CHIEF DELEGATE**

**According to the Bylaws, the duties of the Chief Delegate to the APTA House of Delegates are to:**

- a. Serve as coordinator and principle spokesman for the Chapter delegation and present to the House of Delegates such matters as are directed by the Board and/or Assembly.
- b. Preside over any meetings of the Chapter Delegates to the House of Delegates.
- c. Serve as ex-officio member of the Board without a vote.
- d. Prepare and distribute the caucus schedule for the Chapter Delegation to the House of Delegates.
- e. Orient the Chapter Delegation to their roles and responsibilities.
- f. Delegate responsibilities to the Chapter Delegates prior to and during the session of the House of Delegates.
- g. Submit a summary report of House of Delegates activities to be published in the Chapter Newsletter as soon as possible after the House of Delegates.
- h. Prepare and distribute a summary report of House of Delegates activities to the first Chapter Board Meeting following the House of Delegates.
- i. Perform any other duties as directed by the Executive Committee, Board or Assembly.

**The Chief Delegate also:**

- a. Submits APTA NEW YORK's nominations for National Office prior to the November 1 due date.  
(BOD 10-96-16)
- b. Attends Board meetings and Delegate Assembly.
- c. Assists in development of Chapter goals, objectives, and strategic plan.
- d. Prepares motions to Board based on Board reports.
- e. Carries out individual assignments made by Board, Delegate Assembly, or Executive Committee.
- f. Submits Annual Report to Delegate Assembly.
- g. Knows and follows Association policies, practices, and procedures as they pertain to Chapter goals and objectives.
- h. Prepares and submits annual budget estimate request for the next calendar year to the Chapter Treasurer.
- i. Orients new Chief Delegate prior to vacating the position.
- j. Reviews all relevant materials prior to Board meetings. Prepares to make contributions and voice objective opinions concerning Board issues.

Relationships:

Maintains contact on status of assigned tasks with the Executive Committee. Maintains contact with appropriate personnel at APTA headquarters.

## **3. PRESIDENT**

**According to the Bylaws, the duties of the President are to:**

- a. Serve as official spokesman for the Chapter, with the exception of the Chapter delegation to the HOD.
- b. Preside at all meetings of the Board and the Executive Committee.
- c. Call the scheduled Board meetings and any special Board meeting at the request of the majority of the Board, and call any necessary meeting of the Executive Committee.
- d. Assume leadership of the Chapter activities and make every effort to develop the Chapter in accordance with policies of the Association.
- e. Serve as a delegate to the House of Delegates.
- f. Submit an annual written report to the Chapter.
- g. Serve as an ex-officio member without vote on the Finance Committee.

**The President also:**

- a. In consultation with the Executive Committee, sets the agenda for the Board meetings.
- b. Recommends site for Board Meetings in consultation with the Executive Committee and Executive Director.
- c. Insures that Districts are represented at Board meetings: contacts a district when they have had no district representation at a meeting of the Board of Directors and reminds the district that an alternate may be sent in the event a Chapter Director is unable to attend; initiates procedures to fill vacancies of Chapter Directors; recommends to the District Chairman, dismissal of Chapter Directors when he/she has not attended 3 consecutive board meetings (BOD 08-78-14) (see Board Manual).
- d. In conjunction with the vice president, is responsible for the general orientation of all persons newly elected to the Board of Directors (from EC manual).
- e. The President (or outgoing president) is responsible for the general orientation of all persons newly elected to the Executive Committee.
- f. Calls a special meeting of the Executive Committee on his / her own initiative and must call a meeting on written request of three members of the Committee.
- g. Gives notice of all meetings to all members of the Executive Committee not later than five days before the date fixed for the meeting.
- h. Prepares the agenda for a meeting of the Executive Committee.
- i. In conjunction with the vice president, ensures that committee vacancies are filled according to procedures outlined in the Executive Committee Procedure manual.
- j. Regarding ethical complaints, carries out procedures found in the Procedural Document on Disciplinary Action of the American Physical Therapy Association.
- k. Reviews the draft of the Chapter newsletter before it goes to print (EC 10-91-13).
- l. Reviews secretary's written report of the proceedings of the Assembly prior to publication in the newsletter.
- m. Establishes written guidelines for minimal responsibilities for each Committee Chairperson and member of the Board of Directors for reimbursement for the Chapter Conference (updated annually and distributed 60 days prior to commencement of the conference) (BOD 05-91-34).
- n. Reviews pertinent Legislation and offers opinion to Legislative committee.
- o. Works with the Legislative Chairperson to prepare presentation and/or statement for the New York State Board of Regents regarding the legislative activity (usually requested in May).
- p. May present to NYS Board of Regents if the Legislative Chairperson does not.
- q. Meets with state regulatory agencies to discuss issues of concern.
- r. May request members to attend a special meeting or an affair to represent the profession.
- s. Writes a letter of welcome to be used by the Chapter Office when notified of new members in the Chapter.
- t. Directs that requests to Chapter office from APTA for support of issues affecting physical therapists be distributed on a timely basis to Chapter Directors, Chairs, and Legislative liaisons for immediate response (BOD 05-91-11).
- u. Provides leadership regarding long range planning.
- v. Serves as a resource regarding issues within the profession.
- w. Directs the Chapter Office staff.
- x. Responds to correspondence, and as necessary reviews responses prepared by staff.
- y. Prepares a summary of the evaluations of each person with whom the Chapter has an annual contractual arrangement for the Executive Committee's review at their Fall meeting. The Executive Committee shall determine whether these contracts should be renewed (BOD 01-89-07).
- z. Compiles the information and, if necessary, further consults with the Executive Committee to prepare the evaluation of the Executive Director.
- aa. Consults with the Executive Director, regarding evaluations of the other office staff, in accordance with the Personnel Policies.

#### 4. VICE-PRESIDENT

**According to the Bylaws, the duties of the Vice-President are to:**

- a. Succeed to the Presidency for the unexpired term upon the disqualification, removal, resignation, or death of the President.
- b. Assist the President in the discharge of duties.
- c. Officiate in the absence of the President or on request.
- d. Serve as a member of the Executive Committee.
- e. Submit an annual written report to the Chapter.
- f. Serve as Vice-Speaker of the Assembly. (See Delegate Assembly Procedure Manual.)
- g. Act as ex-officio member of all committees except the Nominating Committee, Finance Committee, Ethics, and the Judicial/Reference Committee. (JC 3-11)

**The Vice-President also:**

- a. Prepares the Executive Committee agenda in the event of illness or similar emergency involving the President.
- b. Works with the Nominating Committee to select the Student Delegates for the Delegate Assembly. (See Nominating Committee Procedure Manual.)
- c. Carries the principal responsibilities for the registration of delegates at the Annual Meeting or designates someone else to do it.
- d. Supervises Chapter Office regarding materials necessary for conducting the registration.
- e. Serves as timekeeper at all meetings, or designates someone else to perform that duty.
- f. Assists the Speaker by keeping a running list of Delegations wishing to speak.
- g. Coordinates orientation of new committee chairmen (BOD 01-03-26).
- h. Conducts an orientation session for guests at each Chapter BOD meeting (BOD 01-03-26).

#### 5. SECRETARY

**According to the Bylaws, the duties of the Secretary are to:**

- a. Ensures recording, review and dissemination of Delegate Assembly, Board of Directors and Executive Committee minutes as necessary and appropriate. (JC 4-11)
- b. Assure maintenance of records, books, and papers belonging to the Chapter and of the Chapter's Bylaws, Charter, and Certificate of Incorporation.
- c. Keep a copy of the Chapter annual reports on file.
- d. Serve as a member of the Executive Committee.
- e. Prepare and submit an annual report of Chapter activities to the Board of Directors of the Association and such other reports as may be requested by the date(s) specified.

**The Secretary also: (BOD 10-06-07)**

- a. Prepares a summary of the meetings of the Board of Directors (approved by the President) for publication in the newsletter as rapidly as possible following the meeting. (Policy Section V.6. Newsletter H.b; BOD Manual II Operations F Reports, BOD 04-77-09)
- b. Prepares a summary of the proceedings of each session of the Delegate Assembly including bylaw amendments (approved by the Speaker and President) for publication in the newsletter as rapidly as possible. (Policy Section V.6. Newsletter H.b; DA Manual, II Operations, F Delegate Assembly Meeting 12 Publication of Summary, JC 13-92)
- c. Calls the roll at Board meetings and records corrections to the minutes during the Approval of the Minutes process. (BOD Manual II Operations C. Conduct of Business)
- d. Insure that the minutes (marked Draft) are completed and distributed to the Board and Committee Chairs in compliance with Chapter Policies. (BOD Manual II Operations E Minutes)
- e. Insure that the Chapter complies with APTA Policies regarding minutes. (BOD Manual II Operations E Minutes)
- f. Prepares an Annual report of the Board of Directors to be included in the Delegate Assembly Handbook. (BOD Manual II Operations F Reports)
- g. Prepares an Annual report of the Executive Committee to be included in the Delegate Assembly Handbook. (EC Manual II Operations C Reports)

- h. Prepares an Annual report of the Secretary to be included in the Delegate Assembly Handbook. (DA Manual, II Operations B Preparation for the Assembly 4 Reports)
- i. Recommends and orients the Committee to Approve the Minutes. (DA Manual, II Operations B Preparation for the Assembly 5 Committee to Approve the Minutes)
- j. Records the minutes, compiles corrections from Committee to Approve the Minutes and sends to Chapter Office. (DA Manual, II Operations F Delegate Assembly Meeting 11 Minutes)
- k. Records and assures approval of the EC minutes. (EC Manual II Operations B Minutes)
- l. At the beginning of each BOD meeting the secretary presents a verbal summary of the EC meeting that concluded immediately prior to the BOD meeting.
- m. Prepares a report for each BOD meeting that includes the status of charges from Board to EC and a summary of meetings. (EC Manual II Operations C Reports)

## 6. **TREASURER**

**According to the Bylaws, the duties of the Treasurer are to:**

- a. Serve as custodian of all funds of the Chapter and as such the Treasurer shall be bonded at the expense of the Chapter.
- b. Keep true and accurate accounts of receipts and disbursements of the Chapter.
- c. Have the financial accounts audited annually by a Certified Public Accountant.
- d. Make disbursements on approval of the Board or the Executive Committee.
- e. Serve as chairman of the Finance Committee. (See Finance Committee Procedure Manual)
- f. Serve as a member of the Executive Committee.
- g. Submit written reports to the District Chairmen and Board and an annual written report to the Board of Directors of the Association.

**The Treasurer also:**

- a. In consultation with the Finance Committee members, prepares an annual budget and submits it in a timely fashion for publication in the newsletter.
- b. Assists members in determining financial implication of motions to come before the Board or Delegate Assembly.
- c. provides consultation to the student/student affiliate delegates during the APTA NEW YORK Delegate Assembly, or assigns a designee. (BOD 11-95-05)
- d. Acts as a resource for budget development requests by budget managers. (BOD 04-11-05)**

## 7. **SPEAKER OF THE ASSEMBLY**

**According to the Bylaws, the duties of the Speaker of the Assembly are to:**

- a. Call regular and special meetings of the Assembly.
- b. Preside at meetings of the Assembly.
- c. Serve ex-officio on the Judicial/Reference Committee.
- d. Prepare the agenda for meetings of the Assembly.
- e. Keep index of standing rules and procedures up to date.

**The Speaker also:**

- a. Assists with editorial changes to policies and bylaws.
- b. Assists with preparation and review of motions to the Board and Delegate Assembly.
- c. Reviews the rules of order each year and makes any necessary changes; sends these to Assembly officers for approval; and meets the time frame for inclusion in the Assembly Handbook for vote.
- d. Reviews the Delegate Assembly Procedure Manual each year and makes any changes; includes it in the Assembly Handbook for Assembly approval.
- e. Assists Chapter Office in preparation of Delegate Assembly; including notices, agenda, appointing parliamentarian, and committees of the Assembly. (see Delegate Assembly Procedure Manual.)
- f. Coordinates arrangements for "Meet the Candidates" event with Chapter Office and Nominating Committee.
- g. Runs the Delegate Forum prior to the Delegate Assembly.

- h. Provides consultation to the student/student affiliate delegates prior to the APTA NEW YORK Delegate Assembly, or assigns a designee. (BOD 11-95-05)
- i. Reviews the minutes of the Delegate Assembly.
- j. Keeps track of the charges from the minutes and notifies the appropriate parties in writing.
- k. Reviews the Secretary's Report of the Delegate Assembly before publication.
- l. Submits reports on yearly goals and objectives to the Delegate Assembly (BOD 02-08-03).

## OUTLINE OF MOTIONS

### I. MOTIONS WITH PRECEDENCE (in correct order; all require a 2<sup>nd</sup>).

ORDER	MOTION TYPE	DEBATE	AMEND	VOTES TO PASS*
A.	Adjourn	NO	No amendments	MAJORITY
B.	Recess	NO	Amend w/o debate	MAJORITY
C.	Previous Question	NO	No amendments	2/3
D.	Limit Debate (or extend)	NO	Amend w/o debate	2/3
E.	Postpone Definitely	DEBATE	Amend	MAJORITY
F.	Commit (refer)	DEBATE	Amend	MAJORITY
G.	Amend (main motion)	DEBATE DEBATE	Amend Amend	MAJORITY MAJORITY
H.	Postpone indefinitely	DEBATE	No amendments	MAJORITY
I.	Main motion (only motion which is substantive)	DEBATE	Amend	MAJORITY

### II. MOTIONS WITHOUT PRECEDENCE (only in order when no other motion is pending; require a 2<sup>nd</sup>).

- A: RESCIND (a previously adopted main motion)  
DEBATE - AMEND – 2/3 or majority if previous notice is given.
- B: AMEND a previously passed motion  
DEBATE - AMEND – 2/3 or majority if previous notice is given.
- C: RENEWAL - you may move a failed motion at the next meeting.

### III. YOU MAY INTERRUPT AT ANY TIME FOR THE FOLLOWING: (no 2<sup>nd</sup>, no debate; no amendment; no vote).

- A: Point of order - to correct a mistake by the chair.
- B: Point of information - to seek specific information through the chair.
- C: Parliamentary inquiry - to seek parliamentary information from the chair.

\* 2/3 - Two thirds of the votes cast.  
MAJORITY - Majority of votes cast.

(Revised 4/04)

PAGE 21:

INSERT  
FLOW CHART FOR NATIONAL, CHAPTER AND DISTRICT  
BYLAWS, POLICIES & PROCEDURES