



Federation of
State Boards of
Physical Therapy

Bylaws and Standing Rules

Amended November 5, 2016

Federation of State Boards of Physical Therapy
Bylaws Adopted November 5, 2016

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Article I. Name

The name of this organization is the Federation of State Boards of Physical Therapy, hereinafter referred to as the Federation.

Article II. Purpose and Key Functions

Section 1. Purpose

The purpose of the Federation is to protect the public by providing service and leadership to promote safe and competent physical therapy practice.

Section 2. Key Functions

- A. Develop and maintain a valid reliable licensing exam.
- B. Collect and disseminate information relevant to physical therapy regulation.
- C. Identify and promote desirable and reasonable uniformity in physical therapy regulatory standards and practices.
- D. Promote desirable and reasonable uniformity in determining foreign education equivalency.
- E. Provide educational programs on licensure and regulation in the practice of physical therapy.
- F. Promote consumer protection through research and development of examination methodology.

Article III. Membership

Section 1. Classes and Qualifications

All members will comply with the Bylaws of the Federation, promote the purpose and key functions of the Federation and pay the required dues; and in addition, members in the various classes shall meet the following qualifications.

A. Member Board

- 1. Is a United States jurisdictional body or other entity, composed of physical therapists and others, appointed or elected to such body, and authorized by statute or regulation to provide or assist in the administration or regulation of the practice of physical therapy.
- 2. Uses the licensing examinations provided by the Federation as contracted by the jurisdiction.

B. Affiliate Member

Is a physical therapy regulating body or association of physical therapy regulating bodies of another country.

C. Associate Member

Is a former member or administrator of a Member Board, a former member of the Board of Directors, a former committee or task force member or a member of the Academy of Advanced Item Writers.

D. Honorary Member

- 1. Is an individual who has contributed to the Federation in significant ways.
- 2. Was ratified by a two-thirds vote of the Federation Delegates at an Annual Meeting prior to 2002.

Section 2. Rights of Members

A. *To attend meetings of the Federation:*

1. Member Boards Delegates.
2. Associate Members.
3. Affiliate Members.
4. Honorary Members.

B. *To speak and debate:*

1. Member Board Delegates.
2. Associate Members.
3. Affiliate Members.
4. Honorary Members.
5. Members of the Board of Directors.

C. *To make motions:*

1. Member Boards - through Delegate representation.
2. Members of the Board of Directors.

D. *To make nominations:*

1. Nominating Committee.
2. Member Boards - through Delegate representation.

E. *To vote:*

Member Boards - through Delegate representation.

Section 3. Termination of Membership

A. *Voluntary*

Membership may be terminated at any time by action of the Member communicated to the Federation in writing.

B. *Involuntary*

1. Unless dues have been postponed at the discretion of the Board of Directors, membership will be terminated if dues are delinquent more than 90 days.
2. Membership will be terminated for Cause (as defined in Section 1.I of the Standing Rules) if ordered by a unanimous vote of the full membership of the Board of Directors. The decision is subject to appeal to the Delegate Assembly.
3. If termination is ordered, the Secretary will notify the member by certified mail within ten days of such action.

Section 4. Reinstatement

A. A Member, whose membership has been involuntarily terminated for non-payment of dues, will be eligible for reinstatement upon payment of current dues.

B. A Member, whose membership has been terminated for Cause, may reapply and be admitted to membership if the reason for termination has been corrected to the satisfaction of the Board of Directors.

Article IV. Finance

Section 1. Fiscal Year

The Fiscal Year of the Federation shall be January 1 through December 31.

Section 2. Dues

The Delegate Assembly will establish the annual dues, which will be delinquent if not paid by January 15 of each year unless postponed by the Board of Directors.

Section 3. Assessments

Assessments may be levied by a majority vote of Delegates voting at a Federation meeting, previous notice having been sent to Member Boards at least 45 days prior to the meeting.

Section 4. Finances

A. *Budget*

The Board of Directors will adopt an annual budget, which will be circulated to the membership prior to the beginning of the fiscal year.

B. *Authority to Expend and Disperse Money*

No officer, director, committee or employee of the Federation will have the right or authority to expend any money of the Federation, to incur any liability in its behalf or to make any commitment which binds the Federation to any expense or financial liability, unless such expenditure, liability or commitment has been incorporated in the budget or the Board of Directors has made an appropriation or has approved a policy to pay same.

C. *Audit*

The financial records of the Federation will be audited by an independent certified public accountant annually. The audit report will be presented to the Board of Directors when the report is received and to the Delegate Assembly at its Annual Meeting.

Article V. Officers and Board of Directors

Section 1. Officers

A. *Officers*

The Officers of the Federation shall be the President, Vice President, Secretary and Treasurer.

B. *Qualifications of Officers*

1. The offices of President and Vice President will be a current or past member of a Member Board or current or past administrator of a Member Board.
2. The offices of Secretary and Treasurer will be a member of a Member Board, administrator of a Member Board, or an Associate Member.

3. No Officer will have a Conflict of Interest as defined in Section 1J of the Standing Rules.

Section 2. Board of Directors

A. Composition

The Board of Directors will consist of the Officers of the Federation and four Directors.

B. Qualifications of Directors

1. One Director will be a current member of a Member Board at the time of the election.
2. One Director will be a current administrative staff of a Member Board.
3. One Director will be a member of a Member Board, administrator of a Member Board, or an Associate Member.
4. One Director will be a public member.
5. No Director will have a Conflict of Interest.

C. Duties. The Board of Directors will:

1. Have general supervision of the affairs of the Federation.
2. Conduct business of the Federation on behalf of the Federation.
3. Conduct business referred to it by the Delegate Assembly.
4. Make appointments as provided in these Bylaws.
5. Establish the fees for the National Physical Therapy Examination.
6. Select an independent certified public accountant to prepare the financial audit of the Federation.
7. Review and adopt policies.
8. Adopt and provide oversight to an annual budget.
9. Perform the duties prescribed by these Bylaws, the Articles of Incorporation, Standing Rules and the Policies.

D. Quorum

A majority of the Board of Directors will constitute a quorum.

Section 3. Elections

Elections will occur at the Annual Meeting and will be by ballot unless there is only one candidate for an office in which case election may be by voice vote.

Section 4. Term of Office

A. Officers

1. Officers will be elected for a term of three years or until their successors are elected and assume office.
2. Officers will not serve a third consecutive full term in the same office.
3. Officers will assume office at the close of the Annual Meeting at which the officers are elected.

B. Directors

1. All Directors except the Public Member will be elected for a term of three years or until a successor is elected and assumes office.
2. The Director who is a Public Member will be appointed by the Board of Directors and will serve a term of one year. The Public Member will not serve more than ten consecutive terms in this office.
3. Elected Directors will not serve a third consecutive full term in the same office.
4. Elected Directors will assume office at the close of the Annual Meeting at which they are elected.

Section 5. Vacancies in Office

A. President

The Vice President will fill a vacancy occurring in the office of President for the remainder of the unexpired term.

B. Officers

A vacancy occurring in the position of an Officer other than the President between meetings of the Delegate Assembly may be filled by appointment by the Board of Directors. The appointee will serve for the remainder of the unexpired term.

C. Directors

A vacancy occurring in the position of the Director between meetings of the Delegate Assembly may be filled by appointment by the Board of Directors. The appointee will serve for the remainder of the unexpired term.

Section 6. Removal from Office

A. Delegate Assembly

An Officer or Director may be removed from office for Cause by a two-thirds vote of the Delegates voting at any meeting of the Delegate Assembly.

B. Officers and Board of Directors

The Board of Directors may, by a vote of three-quarters of the membership of the Board of Directors, decide that an Officer or member of the Board of Directors has a Conflict of Interest; has become incapacitated and unable to fulfill his/her duties; or has engaged in conduct constituting Cause. In that event, the Officer or member will be removed or, in the case of Conflict of Interest, resolve the Conflict of Interest to the satisfaction of the Board of Directors. The affected Officer or member of the Board of Directors will not vote on, and may be excluded from the discussion of, the issues. The decision of the Board of Directors is final.

Article VI. Delegate Assembly

Section 1. Conduct of Business

A. Delegate Assembly Membership

The Delegate Assembly comprises Member Board Delegates and the Board of Directors.

B. Annual Meeting

The Federation will hold an annual meeting of the Delegate Assembly at a time and place determined by the Board of Directors. Member Boards and Council Administrators shall be notified of the meeting not less than 45 days prior to the meeting.

C. Special Meetings

A majority of the Member Boards; the President, with approval of the Board of Directors; or three quarters of the membership of the Board of Directors without the approval of the President; may call special meetings of the Delegate Assembly. Member Boards and Council(s) will be notified of a special meeting not less than 14 days prior to the meeting.

D. Conduct of Business by Mail or Electronically

When the Board of Directors or a majority of the Member Boards determine it is necessary to conduct a mail or electronic vote of the Delegate Assembly, the vote will be conducted as directed in the Standing Rules. Each voting delegate will receive information to make informed decisions.

Section 2. Voting Body

The voting body will consist of the Delegates elected by the Member Boards. Each Member Board is entitled to one Delegate. Each Delegate will have the right to attend, speak, make motions, nominate, and vote. No Federation Officer or Director may serve as a Delegate.

Section 3. Delegates

- A. Delegate means the member of, or administrator to, a Member Board elected by the Member Board to be its representative to meetings of the Delegate Assembly. In addition, the Board of Directors, on a case-by-case basis, may credential a delegate who is an officer, administrator, director or regulator employed by the jurisdiction and defined by statute as having the power and authority to conduct all aspects of the administration of the physical therapy law of the jurisdiction including the exercise of independent decision-making in all areas of the law's administrative interpretation or implementation and promulgation of rules – or such person's chosen representative.
- B. Alternate Delegate(s) means the member of, or administrator to, a Member Board elected by the Member Board to be its representative to meetings of the Delegate Assembly in the event that the Member Board's Delegate cannot or does not attend the meeting. In addition, the Board of Directors, on a case-by-case basis, may credential an alternate delegate who is an officer, administrator, director or regulator employed by the jurisdiction and defined by statute as having the power and authority to conduct all aspects of the administration of the physical therapy law of the jurisdiction including the exercise of independent decision-making in all areas of the law's administrative interpretation or implementation and promulgation of rules – or such person's chosen representative.
- C. Delegates and Alternate Delegates will serve a term of one year which commences when the Member Board submits the delegate credentials for the upcoming Delegate Assembly and continues until delegate credentials are submitted for the next Delegate Assembly. Credentialing for Delegates and Alternate Delegates will be submitted to Federation offices as specified in the Standing Rules.

Section 4. Quorum

The quorum for any meeting of the Delegate Assembly will be Delegates from a majority of the Member Boards of the Federation.

Section 5. Cancellation of Meeting in Event of Emergency

In the event of an emergency, the Board of Directors, by a two-thirds vote, may cancel a meeting. All Member Boards will be notified of the cancellation, and, in the case of an Annual Meeting being canceled, the Board of Directors will provide for election by ballot as prescribed in the Standing Rules.

Article VII. Committees and Councils

Section 1. Standing Committees

A. *Committees of the Federation*

The Delegate Assembly may establish Standing Committees as deemed necessary to carry on the work of the Delegate Assembly.

1. *Nominating Committee*

The Nominating Committee will consist of three persons elected at the Annual Meeting. The terms of the members will be three years with staggered terms so that one term expires each year. The senior member will be the chair.

2. *Resolutions Committee*

The Resolutions Committee will consist of at least three persons appointed by the Board of Directors. The terms of the members will be three years with staggered terms. A Parliamentarian will serve as an ex officio member of the committee. The chair will be the senior member of the committee.

3. Specific functions of the standing committees are described in the Standing Rules.

B. *Committees of the Board of Directors*

In addition to the following committees, the Board of Directors may establish such other Standing Committees from time to time as the Board deems necessary to carry on the work of the Federation. Specific functions of the standing committees are described in the Standing Rules.

1. *Examination Development Committee*

The committee will consist of at least five members, who will serve three-year terms.

2. *Finance Committee*

The Committee will consist of at least five members, who will serve three-year terms, in addition to the Treasurer. The Treasurer shall serve as chairperson.

Section 2. Task Forces

Task Forces may be established by the Board of Directors and the Delegate Assembly may recommend that the Board of Directors establish a task force. Membership will consist of a number sufficient to complete the assigned task and will be assigned for a specific time frame.

Section 3. Councils

Councils may be established by the Delegate Assembly, and will be defined in the Standing Rules, for the purpose of bringing together individuals with similar interests to provide a forum for sharing information and performing such other functions as described in the Standing Rules.

Article VIII. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised*, govern the proceedings of the Federation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Federation may adopt.

Article IX. Amendment of Bylaws

Section 1.

These bylaws may be amended at any meeting of the Delegate Assembly, a quorum being present, or by a mail or electronic vote of the Delegate Assembly, a quorum being represented by the number of valid ballots received by the deadline date. A two-thirds vote is required for adoption of the amendment, provided the amendment has been submitted to the members not less than 45 days prior to the meeting or 90 days prior to the deadline for the receipt of ballots for a vote.

Section 2.

In the absence of previous notice, these Bylaws may be amended at any meeting, a quorum being present, or by a mail or electronic vote of the Delegate Assembly, a quorum being represented by the number of valid ballots received by the deadline date. A nine-tenths vote is required for adoption of the amendment.

Section 3.

These Bylaws may be edited by the Secretary throughout the remainder of the Bylaws for consistency after amendments have been made. There will be no editorial change that affects the Bylaw intent.

Article X. Dissolution

In the event of dissolution of the Federation, all the business, property, and assets of the Federation will, after payment of all bona fide obligations, be distributed to a succeeding non-profit corporation or to other non-profit corporations as provided in the Federation's Articles of Incorporation and as determined by the Board of Directors. In no case will any of the assets or property go to or be distributed to any private individual.

Standing Rules

1. Definitions

- A. **“The National Physical Therapy Examination (NPTE)”**
or the “licensing examination” is the examination provided by the Federation for use by Member Boards when licensing, registering or certifying physical therapists or physical therapist assistants.
- B. **“Delegate Credentials”**
means a document signifying official representation of a Member Board issued by the Federation and verified by an appropriate officer of a Member Board. Delegate Credentials are required of Delegates and Alternate Delegates.
- C. **“State”**
means any political subdivision of the United States, including any state, commonwealth, territory, dependency and the District of Columbia, which has a law regulating the practice of physical therapy.
- D. **“State Board”**
means the jurisdictional body, or other entity, composed of physical therapists and others appointed to such body, and authorized by statute or regulation to provide or assist in examining, licensing, certifying, approving, registering, or disciplining physical therapists and (when applicable) physical therapist assistants which may include, but is not limited to, independent boards, advisory committees, subcommittees, subdivisions of joint licensing boards or umbrella agencies.
- E. **“Administrative Staff”**
means those persons employed by the legal jurisdiction to facilitate the functions of the Member Board.
- F. **“Public Member”**
means an individual who is not or has not been a) a physical therapist, b) a physical therapist assistant, or c) a staff member employed by a State Board, as defined above.
- G. **“Honorary Member”**
means an individual who has contributed to the Federation in significant ways and was ratified by the Delegates at an Annual Meeting prior to 2002.
- H. **“Academy of Advanced Item Writers”**
consists of those National Physical Therapy Examination item writers who develop both quality and quantity items as defined in the criteria below. A list of proposed members will be provided to the Board of Directors for appointment on an annual basis.
- Developed 60 items which were approved by the appropriate exam committee and entered into the item bank.
 - Attended at least one FSBPT beginning item writing workshop.
 - Fulfilled content area assignments during beginning item writing workshops.
 - Recommended by an Item Writer Coordinator.
- I. **“Cause”**
Is defined as conduct that might be detrimental to the good name, business or interests of the Federation, potentially or actually disturbs its wellbeing or potentially or actually hampers its work.

J. "Conflict of Interest"

Is defined as concurrent holding an elected or appointed office in a physical therapy state, national or international association or is a member or an employee of a body, entity or group, which might result in a potential or actual conflict of interest with the Federation.

2. Dues

A. Member Boards

Annual dues for Member Boards shall be \$500.00 plus \$.75 per any person licensed, registered, or certified as a physical therapist or physical therapist assistant by Member Boards. The total amount of dues is not to exceed \$2,500.00 per year. Dues will be delinquent if not paid by January 15 of each year unless postponed by the Board of Directors.

B. Affiliate Member

Annual dues will be \$500.00 payable in advance on or before January 15 of each year.

C. Associate Member and Honorary Members

None.

3. Board of Directors

A. Conduct of Business

- i. The Board of Directors will meet in conjunction with the Annual Meeting and at other times as necessary.
- ii. When business is conducted by telecommunications, all members must be notified in advance and a majority of the members must participate.
- iii. When it is necessary to conduct business by mail, the mail ballot will be conducted as prescribed in the Standing Rules.
- iv. Written meeting minutes will be sent to the Board of Directors in a timely manner.
- v. The Board of Directors may meet in executive session when the Board of Directors deems it necessary. Consultants, staff, resource individuals or guests necessary to address the issues may be allowed to attend at the discretion of the Board of Directors.

B. Duties of the Officers and Directors

i. President

- a. Preside at all meetings of the Federation, including the Delegate Assembly.
- b. Preside at all meetings of the Federation Board of Directors.
- c. Serve as non-voting ex officio member of all committees except the nominating committee.
- d. Serve as official spokesperson of the Federation.
- e. Be designated as a signatory of the Federation financial accounts.
- f. Make an annual report to the Federation.
- g. Schedule meetings as required.
- h. Preside over the meetings and ensure that the focus is on the Board objectives.
- i. Working with the Board members, complete specific strategies in support of the Federation's mission, vision, areas of focus and goals.
- j. Assume such other duties as the Board of Directors may delegate.

ii. Vice President

- a. Succeed to the office of the President for the remainder of the term in case of a vacancy in that office.
- b. Assume the duties of the President in his or her absence or incapacitation.
- c. Working with Board members, complete specific strategies in support of the

- d. Federation's mission, vision, areas of focus and goals.
- d. Assume such other duties as the Board of Directors may delegate.

iii. **Secretary**

- a. Working with staff, ensures that attendance, votes and the proceedings of the Board of Directors and Delegate Assembly meetings are recorded and maintained in the permanent records of the Federation.
- b. Conducts roll call of Delegates at the annual Delegate Assembly and Board of Directors meetings for the official records and to establish the presence of a quorum.
- c. See that staff takes and distributes the minutes for distribution in a timely manner.
- d. Ensures that copies of the minutes of the Board meetings are approved as appropriate.
- e. Working with the Board members, complete specific strategies in support of the Federation's mission, vision, areas of focus and goals.
- f. Assume such other duties as the Board of Directors may delegate.

iv. **Treasurer**

- a. Serve as chair of the Finance Committee.
- b. Make an annual report to the Federation.
- c. Work with the CEO and CFO to prepare a budget and present it to the Finance Committee and the Board of Directors for approval.
- d. Inform Board Members of the Federation's financial status at the Board meetings.
- e. Ensure that an annual, independent audit is conducted and the auditor's recommendations are addressed.
- f. Monitor the Federation's financial status, financial policies and programs.
- g. Help the President ensure that adequate resources are available to fund Federation programs.
- h. Working with the Board members, complete specific strategies in support of the Federation's mission, vision, areas of focus and goals.
- i. Assume such other duties as the Board of Directors may delegate.

v. **Directors**

- a. Director who is a current administrative staff of a Member Board will fill vacancies, by appointment, in the offices of Council of Board Administrators officers.
- b. Working with Board members, complete specific strategies in support of the Federation's mission, vision, areas of focus and goals.
- c. Assume such duties as delegated by the Board of Directors.

4. Delegate Assembly

A. Executive Session

An executive session is a session of the Delegate Assembly conducted in private. An executive session may be convened for the purpose of discussing matters, receiving counsel or voting on issues related to personnel, litigation, examination and contracts. Consultants, staff, resource individuals or guests necessary to address the issues may be allowed to attend at the discretion of the President or by a majority vote of the voting body.

B. Election Results

When reporting election results to the Delegate Assembly, the number of votes received by each candidate will not be announced. They will be provided to the Board of Directors, candidates or individual Voting Delegates upon request. Results and original ballots will be maintained in the Federation office for one year after the Delegate Assembly concludes.

C. Seating

- i. All voting Delegates and Alternate Delegates shall be seated together in a separate designated

- area.
- ii. Members of Member Boards who are not a part of the Delegate Assembly and Member Board Administrative Staff may be seated in the area of the assembly designated for Member Boards.
- iii. Others, including but not limited to Affiliate Members, Associate Members, Honorary Members, Federation staff, invited guests, and visitors, shall be seated in a designated area.

D. Rights and Privileges of Persons Not a Part of the Delegate Assembly

Alternate Delegates, members of Member Boards who are not a part of the Delegate Assembly, Affiliate Members, Associate Members, Honorary Members, Member Board Administrative Staff, Federation Staff, and invited guests may attend the meetings of the Delegate Assembly with the privilege to speak after Delegates have spoken and with permission of the Delegate Assembly, but may not make motions, make nominations, or vote.

E. Conduct of Business by Mail or Electronically

- i. Board of Directors
When the Board of Directors determines it is necessary to conduct a mail or electronic vote of the Delegate Assembly, each Voting Delegate will receive sufficient information to make informed decisions.
- ii. Delegate Assembly
The ballot information will be mailed to each Delegate by certified or registered first-class mail to the Member Board office unless being done electronically. The ballot will clearly state the question(s) to be decided and the date by which the ballot must be received at Federation offices. A majority of ballots must be received at Federation offices by the deadline to constitute a valid vote. In the event that a Delegate no longer holds that position for any reason, an Alternate Delegate will assume the duties of the Delegate. If the Alternate Delegate(s) no longer holds that position for any reason, a new Delegate may be elected by the Member Board and credentialed in a manner not inconsistent with these bylaws and standing rules.

F. Duties of the Delegates

- i. Delegates will represent their jurisdiction in all meetings of the Delegate Assembly and if needed, by mail ballot.
- ii. Delegates will attend the annual Delegate Assembly meeting. One Delegate from each Member Board is expected to attend the Leadership Issues Forum.
- iii. Delegates will disseminate information from the Federation of State Boards of Physical Therapy to their Member Board.
- iv. Delegates will respond to requests for information and ensure that their Member Board meets deadlines as established by the Federation of State Boards of Physical Therapy.

5. Delegate Credentials Procedures

- A. Each Member Board shall send delegate credentials to the Federation offices no less than 90 days prior to the Annual Meeting. Credentials for Delegates and Alternate Delegates will include demographic data, verification of election from the Member Board (submission of a credentials form, which is signed by the chair or administrator of the Member Board or as otherwise provided in Bylaws Article VI Sections 3A & 3B), and a disclaimer relevant to a potential Conflict of Interest.
- B. Member Boards should consider whether there might be a Conflict of Interest when electing their Delegate.
- C. If a Member Board elects a Delegate whose role could be considered a Conflict of Interest:
 - i. Within ten working days of notification, the Board of Directors will appoint a Credentials Committee of three current Member Board members, preferably already-credentialed Delegates,

- to review whether a Conflict of Interest exists.
- ii. The Credentials Committee's term will end once the current Delegate Assembly concludes.
- iii. The Credentials Committee will report their recommendation to the Board of Directors, who will report their decision to the Member Board within ten working days of being notified.
- iv. If the Delegate is considered to have a Conflict of Interest, their credentials will be withdrawn and the Member Board will be asked to provide another Delegate to replace the original Delegate.
- v. The new Delegate will have all the rights held by the original Delegate.

6. Committees of the Federation

A. Authority

The Bylaws provide for Standing Committees of the Federation.

B. Appointments

The Board of Directors will appoint committee members unless otherwise designated in the Bylaws.

C. Eligibility

Committee members will be current members of a Member Board, current Administrative Staff of a Member Board, Associate Member or an individual with expertise to facilitate the task of the committee.

D. Term of Appointment

Standing committee members will be appointed or elected to serve three-year terms. Members of special committees will be appointed for a specific timeframe.

E. Vacancies

In the event a committee member is unable to complete his or her term on a committee for any reason, the President may, with input from the committee chair, appoint a member to fill the unexpired balance of the term.

F. Reports

Committees will submit a written report to the Board of Directors after a committee meeting in a timely manner. Committees will submit an Annual Report for publication prior to the Annual Meeting.

G. Nominating Committee

- i. Submits one or more candidates for each office or committee opening that is to be filled by election.
- ii. Submits to the Delegate Assembly one or more nominations for each office on the Board of Directors that becomes vacant as a result of a Delegate Assembly election.
- iii. Submits an Annual Report to the Delegate Assembly 45 days prior to the Annual Meeting.
- iv. Nominations may also be made from the floor at the Annual Meeting of the Delegate Assembly.
- v. A committee member may be removed for Cause or Conflict of Interest by majority action of the Delegate Assembly or the Board of Directors.

H. Resolutions Committee

- i. Receives and correlates motions and resolutions to the Delegate Assembly and identifies motions which fall outside the purpose of the Federation.
- ii. Provides advice and counsel to Delegates regarding form, wording, and method of presentation of matters to the Delegate Assembly.
- iii. All motions to be considered shall be submitted to the Resolutions Committee in writing 90 days prior to the Delegate Assembly. Main motions once perfected will be provided to the Delegates in the Annual Report 45 days prior to the Annual Meeting.
- iv. Any main motion, except procedural motions, presented to the Delegate Assembly for action shall be referred to the Resolutions Committee. Any main motion that has not been so submitted

- shall require a two-thirds vote without debate to be considered by the Delegate Assembly.
- v. A committee member may be removed for Cause or Conflict of Interest by a majority action of the Board of Directors.

7. Committees of the Board of Directors

A. Authority

The Bylaws provide for standing and special committees established by the Board of Directors. Task forces are special committees.

B. Appointments

The Board of Directors will appoint committee members.

C. Term of Appointment

Standing committee members will be appointed to three-year terms. Members of special committees will be appointed for a specific time frame.

D. Eligibility

The committee member will be a current member of a Member Board, former member of a Member Board, Administrative staff member of a Member Board, or individuals with expertise to facilitate the task of the committee.

E. Removal

A committee member may be removed for Cause by a majority action of the Board of Directors at any time.

F. Vacancies

In the event a committee member is unable to complete his or her term on a committee for any reason, the President may, with input from the committee chair, appoint a member to fill the unexpired balance of the term.

G. Board Liaison

The President will appoint a Board member to serve as a non-voting liaison to each committee.

H. Reports

Committees will submit a written report to the Board of Directors within 30 days after a committee meeting or as specified by the Board of Directors. In addition, each committee will submit an Annual Report for publication prior to the Annual Meeting.

I. Examination Development Committee

- i. The committee will be responsible for the development and maintenance of reliable and valid forms of the licensing examinations.
- ii. The committee will carry out other duties as requested by the Board of Directors.

J. Finance Committee

- i. The Finance Committee will develop and present an annual budget to the Board of Directors for adoption.
- ii. The committee will provide advice and assistance to the Board of Directors in completion of fiduciary responsibilities.
- iii. The committee will carry out other duties as requested by the Board of Directors.

8. Councils

A. Authority

The Bylaws provide for Councils established by the Delegate Assembly.

B. Council of Board Administrators

- i. Purpose
The Council will provide its members a forum to share information relevant to Member Board functions, regulatory practices, practice standards and issues, licensing processes and security, and enforcement issues in the practice of physical therapy.
- ii. Membership
Administrative staff personnel assisting Member Boards.
- iii. Eligibility
Any person currently or formerly employed to facilitate the operation of a Member Board.
- iv. Scope of Responsibility
 - a. Select Council leadership and submit this information to the Federation Board of Directors.
 - b. Operate under Rules of Procedure adopted by the Council and approved, in their original form and as amended, by the Federation Board of Directors.
 - c. Submit a written report to the Board of Directors within 30 days after a Council meeting or as specified by the Board of Directors.
 - d. Submit an annual report for publication prior to the Annual Meeting.
 - e. Hold at least one forum annually during the annual meeting of the Delegate Assembly.

9. Special Meetings

Upon receipt of signed requests for a special meeting for a specific purpose from a majority of Member Boards, the President or three quarters of the membership of the Board of Directors, the Chief Executive Officer of the Federation will schedule a special meeting of the Delegate Assembly. The notice of the special meeting, including a statement of the specific purpose of the meeting will be sent to all credentialed Delegates and Alternate Delegates and the members of the Board of Directors not less than 14 days prior to the meeting.

10. Disclaimer

No provision in these Bylaws or Standing Rules or any act of the Federation will be construed as binding on the Member Boards when such provision or act restricts the sovereignty of the individual Member Boards in the performance of their separate obligations or responsibilities.

11. Seal

The official seal of the Federation will be kept at Federation offices and will be used on all legal documents.

12. Indemnification

The Federation will, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Federation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any Proceeding (other than one brought by or in the right of the Federation) in which he or she may become involved by reason of his or her service in such capacity and will advance expenses to any such director or officer or employee in accordance therewith; provided that no indemnification will be provided for any such person with respect to any matter as to which he or she will have been finally adjudicated in any Proceeding to be liable for negligence or misconduct in the performance of his or her duty; and further provided that any compromise or settlement payment will be approved by a majority vote of a quorum of directors who are not at that time parties to the Proceeding. For purposes of this Standing Rule, "Proceeding" will mean any threatened, pending or completed action, suit, arbitration, investigation or hearing,

whether of a civil, criminal, administrative or investigative nature, including any appeal therefrom.

The indemnification provided hereunder will inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Standing Rule will be in addition to and not exclusive of all other rights to which any person may be entitled.

Amendments:

Adopted: February 12, 1987
Amended: February 5, 1989
Amended: February 4, 1990
Amended: January 30, 1991
Amended: February 11, 1992
Amended: February 2, 1993
Amended: February 7, 1994
Amended: March 6, 1995
Amended: March 11, 1996
Amended: March 17, 1997
Amended: April 20, 1998
Amended: April 3, 2000
Amended: April 23, 2001
Amended: September 30, 2002
Amended: October 20, 2003
Amended: September 13, 2004
Amended: September 12, 2005
Amended: May 1, 2007
Amended: September 10, 2007
Amended: September 15, 2008
Amended: October 3, 2009
Amended: October 16, 2010
Amended: September 22, 2012
Amended: October 12, 2013
Amended: November 5, 2016