

**MEMPHIS DISTRICT
OF THE
TENNESSEE PHYSICAL THERAPY ASSOCIATION, INCORPORATED**

DISTRICT BYLAWS

ARTICLE I: NAME

The name of this organization is the Memphis, Tennessee District (hereafter referred to as the District) of the Tennessee Physical Therapy Association, Incorporated (hereafter referred to as the Chapter).

ARTICLE II: OBJECT

The object of the District is the same as the Chapter as set forth in the Bylaws of the Chapter and the American Physical Therapy Association (hereafter known as the Association). Districts are designed to provide opportunities for improved communication and for the membership to participate directly in Chapter/Association planning and activities. Districts function throughout the year as representative groups of the Chapters in their particular areas, and are under the jurisdiction of the Board of Directors or Executive Committee of the Chapter with right of appeal to the Chapter membership.

ARTICLE III: STRUCTURE AND FUNCTION

The District structure shall be in compliance with the Chapter Bylaws and function as a unit in carrying out its objectives.

SECTION A: Structure

1. Bylaws.

The Bylaws of the District in the original form and all amended revisions shall be approved by the Board of Directors of the Chapter.

2. Property and Records.

Under the circumstances of revocation, dissolution, or termination of the property and records of the District, after payment of lawful debts, shall be conveyed to the chapter.

3. Dissolution.

a. Disciplinary Dissolution.

Failure of the District to meet its obligations as set forth in these Bylaws or failure to observe limitations of the Chapter may result in the dissolution of the District by the Chapter's Board of Directors.

b. Voluntary Dissolution.

In the event that the District shall seek dissolution of the District this action may be taken upon the majority vote of eligible members or two-thirds of the eligible members by mail ballot.

SECTION B: Function

Cooperate with the Chapter in furthering its objectives as set forth in the Chapter's Bylaws, Policies and Procedures.

ARTICLE IV: MEMBERSHIP

SECTION A: To be a District member the individual must be a Chapter member in good standing the Chapter. Classes of members and rights of members will be in compliance with the Chapter Bylaws.

SECTION B: Disciplinary action and reinstatement will be as stated in the Chapter Bylaws.

ARTICLE V: EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

SECTION A: Composition and Term.

The officers shall be the Chairman, Vice-Chairman, Secretary and Treasurer, who are elected for a term of two years and serve as the Executive Committee.

The District Board of Directors (hereafter referred to as the BOD) shall consist of the Executive Committee, chairmen of all Standing Committees and the immediate past District Chairman (for one year past term).

SECTION B: Vacancies - How Filled.

If before expiration of the term for which the officer was elected, the Chairman dies, resigns, is removed or becomes disqualified, the Vice-Chairman shall succeed to the office vacated for the unexpired portion of the term. Vacancies created by the death, resignation, removal or disqualification of other officers and committee members shall be filled by appointment by the Executive Committee for the unexpired portion of term.

SECTION C: Qualifications of Officers.

Qualifications for officers will be as stated in the Chapter Bylaws.

SECTION D: Duties.

1. Duties of Elected Officers.

- a. The Chairman shall serve as official head and public spokesman of the District and shall preside at all meetings of the District, the Executive

Committee, and the BOD; and shall be an ex-officio member of all committees, except the Nominating Committee. He shall also serve as a member of the Chapter Board of Directors and shall **report to the Chapter annually.**

- b. The Vice-Chairman shall assume the duties of the Chairman in his absence and may have other responsibilities as defined by the District Executive Committee.
- c. The Secretary shall be the Secretary of the Executive Committee, the BOD and of all District business meetings.
- d. The Treasurer shall be custodian of all funds of the District which shall be paid out only upon approval of the Executive Committee and/or the BOD. The Treasurer shall keep true and accurate accounts of all receipts and disbursements in a book which shall be the property of the District. He shall make a report in writing at each District meeting, to the Executive Committee, to the Board of Directors upon request and to the Chapter Treasurer annually. The Treasurer shall serve as a member of the District Finance Committee.

2. Duties of the District Executive Committee.

The District Executive Committee shall appoint the chairman and members of the Standing Committee and Special Committees, except the Nominating Committee. The Executive Committee shall appoint annually one person to audit the Treasury account. The review shall be carried out by a District member who is not authorized to sign checks for the District.

3. Duties of the BOD.

The Board of Directors shall:

- a. Carry out the mandates and policies of the District as determined by the membership.
- b. Have full power and complete authority to perform all acts and to transact all business for and on behalf of the District, subject to the provisions of these Bylaws, the Chapter Bylaws, and the Association's Bylaws, and all resolutions and enactments of the membership.
- c. Direct the activities of the Standing and Special Committees, except the Nominating Committee.
- d. Meet at least annually. A majority shall constitute a quorum provided at least two of the four elected officers are present. Each member of the Board of Directors present shall have one vote.
- e. Bring before the members of any regular or special meeting or by correspondence, communications from the Chapter or the Association for their information, opinion, or vote.
- f. Submit reports if requested as individual officers and committee chairmen.

- f. Take action on annual budget proposed by the Finance Committee and present it to the District Membership.

ARTICLE VI: FINANCE.

SECTION A: Fiscal Year.

The Fiscal Year of the District shall be the same as the Chapter.

SECTION B: Special Assessments.

The policy on special assessments shall be the same as the Chapter.

ARTICLE VII: DELEGATES TO THE HOUSE OF DELEGATES

SECTION A: Qualifications.

Qualifications will be stated in the Chapter bylaws.

SECTION B: Elections and Term of District Delegates – Regional Delegates

District – Regional Delegates will be elected according to Chapter Bylaws.

ARTICLE VIII: MEETINGS, VOTING BODY, ELECTIONS

SECTION A: Number.

A minimum of three (3) regular meetings shall be held during the fiscal year and such other additional meetings as are necessary may be called by the Chairman. Members will be notified not less than ten (10) days prior to the date of the meeting.

SECTION B: Quorum.

A quorum for the transaction of business at any District regular or special meeting shall consist of two (2) elected officers and five (5) members.

SECTION C: Limitations.

Only District members or invited guests approved by the Executive Committee have the right to attend business meetings.

SECTION D: Mail vote.

When a decision or an election is needed between meetings of the District, voting shall be carried out by mail. The votes must be returned within thirty (30) days of the mailing date. One-fourth of the voting membership shall constitute a quorum, with a majority of the votes constituting election or decision, unless otherwise specified in these Bylaws.

SECTION E: Elections.

1. Officers will be elected for two (2) year terms. The Chairman and Vice – Chairman (in odd numbered years: Chattanooga, Knoxville, Memphis, and Upper Cumberland; in even numbered years for Jackson, Nashville, Tri-Cities, and South Central). The Secretary and Treasurer (in even numbered years: Chattanooga, Knoxville, Memphis, and Upper Cumberland; in odd numbered years for Jackson, Nashville, Tri-Cities, and South Central). Elections will be conducted at the first District Meeting held in the fall (August-October). These officers will take office after the Fall TPTA state Meeting or in November of the year of the election.
2. The Nominating Committee shall be elected according to Chapter Bylaws.
3. Elections shall be by ballot unless there is but one nominee for each office, then a voice vote may be called. Tellers shall be appointed by the presiding officer when there are two or more candidates for office.
4. The rule of the majority shall be effective in all elections when there are not more than two candidates for an office. When there are three or more candidates for an office, the candidate who receives the most votes shall be elected. In the event of a tie, re-balloting shall be held to determine the election

SECTION F: Reports

District election results shall be submitted by the Chairman of the Nominating Committee to the Chapter Executive Director within thirty (30) days of the election.

ARTICLE IX: COMMITTEES

SECTION A: Names.

1. Standing Committees.
 - a. Finance
 - b. Other
2. Special Committees.
 - a. Nominating Committee
 - b. Other

SECTION B: Required reports.

Each of these committees shall make an annual written report to the District and/or Chapter and/or BOD upon request.

SECTION C: Composition.

All District committees and committee chairmen, unless otherwise provided for, shall be appointed by the Executive Committee following the election of officers in odd numbered years. The committee shall be composed of one or more members. The chairman of District committees shall be designated by the Executive Committee except the Nominating Committee, whose members select their own chairman.

SECTION D: Tenure.

All District chairmen of standing committees shall serve for 2 (two) years or until their successors are appointed and assume office.

SECTION E: Vacancies.

If an appointed member dies, resigns, is removed from office or fails to serve, the BOD shall appoint an eligible member to serve the unexpired portion of the term unless otherwise stated in the Chapter Policy & Procedure manual.

SECTION F: Duties of the Committees.

The duties of the Committees shall be in accordance with those outlined in the Chapter Policy Manual with the exception of the District Nominating Committee.

1. District Nominating Committee Duties

- a. Prepare a ticket from the eligible District Membership of one or more candidates for the offices of Chairman, Vice-Chairman, Secretary and Treasurer to be presented at the meeting of election of officers.
- b. Prepare a ticket of three (3) or more candidates for the Nominating Committee which shall be presented at the meeting of election of the Nominating Committee.

ARTICLE X: AMENDMENTS |

SECTION A: These Bylaws may be amended in whole or in part at any meeting of the District by an affirmative vote of at least two-thirds of the voting membership present provided that: |

1. A quorum is present.
2. At least thirty (30) days prior to that meeting the proposed amendment has been presented to District members.
3. The amended Bylaws must be submitted to the BOD for approval. Until written approval is received the amendments are not in effect.

SECTION B: Revised or amended Bylaws should be consistent with the Chapter Bylaws.

SECTION C: When Chapter Bylaws have been amended so as to require amendment of these District Bylaws, the Chapter Executive Committee shall prepare the necessary amendments and submit them to the District Executive Committee for necessary incorporation. The amended Bylaws must be submitted to the Chapter Board of Directors. They will not require a vote of the District members but will automatically be adopted upon approval by the Chapter Board of Directors.

ARTICLE XI: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the District, 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 District may adopt.

APPROVED: Mary Pat Jobes

DATE: July 24, 2002

Revisions:

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