

# Association Bylaws

## **Preamble:**

*The International Association of Nigerian Physical Therapists, Inc., hereby acknowledges and recognizes the contributions of three Physical Therapy Alumni Associations in the formation of the IANPT. These independent Associations are the IFE Physical Therapy Alumni Association Inc., CMUL Physical Therapy Alumni Association, Inc., and the University of Ibadan Physical Therapy Alumni Association in Diaspora.*

## **Article I - Name and Legal Status**

- I. The organization shall be known as the 'International Association of Nigerian Physical Therapists' (referred to henceforth as the "Association"). The Association is a non -profit Association, constituted and registered in the State of Tennessee.
- II. The members of the Association shall be physical therapists of Nigerian descent residing in the United States of America and Canada.
- III. The members will vote to elect Board of Directors who will be responsible for the management of the Association's affairs..

## **Article II - Mission and Purpose**

### **Mission:**

- I. To advance the members' role in improving the health and wellness of Nigeria and North America.
- II. To advance the physical therapy profession, promote professional lifelong learning, and career of the members.
- III. To encourage the spirit of volunteerism and philanthropic commitment of members, and to promote information sharing between members and collaborate with other healthcare professionals.

## **Article III – Membership**

### **Section I**

- I. Members: Physical Therapists of Nigerian descent residing in North America.
- II. Honorary Members: Honorary membership may be conferred upon an individual by simple majority vote of the Board of Directors of the Association. Honorary member status is non-voting and may not hold elective or appointed position(s).

### **Section 2**

- I. Annual Membership subscription will be as determined by the membership at the Annual General Meeting.

## **Article IV - Meetings and Quorum**

- I. There will be an annual general meeting (AGM) of the Association which shall be held in person or virtually on a day as determined by the Board of Directors.
- II. A quorum shall be established with 50% of members in good standing who are present at all meetings.
- III. Special meetings of the Association may be called as necessary at the discretion of the Board of Directors

## **Article V - The Board of Directors (Board)**

### **Section 1**

- I. The elected officers of the Association shall be named the Board of Directors and, shall comprise of the following:
  - a) President,
  - b) Vice President,
  - c) Secretary
  - d) Assistant Secretary,
  - e) Treasurer,
  - f) Director of Communication
  - g) Ex-Officials
- II. The Board of Directors shall have the authority to take actions on behalf of the Association and report to the Association thereafter, on issues requiring executive action, and or taking place in-between regularly scheduled annual general meetings.

### **Section 2**

- I. The Board shall have the responsibility of overseeing the business, fiscal affairs, and other activities of the Association; developing programs and events consistent with the mission and objectives of the Association.
- II. The Board through the President or his/her designee shall present to the membership, an annual report of Association's activities, at least 30 days before the annual general meeting.
- III. The Board shall also maintain Association records (Prints and electronic).
- IV. The Board shall meet at least three times a year.

### **Section 3**

- I. Each officer shall be elected for a term of three (3) years.
- II. No officer may serve more than two (2) consecutive terms in the same office.

- III. The vice president shall automatically be nominated to become president in case the President is indisposed or upon the President's resignation, and serve the balance of the term.

## **Article VI - Duties of Officers**

### **Section 1**

The duties of the President:

- I. The President shall preside at all Board of Directors and General Membership meetings
- II. Appoint all standing and *Ad hoc* committees unless otherwise directed by a motion creating the committee.
- III. The President and the Secretary or any other officer of the Association authorized, shall sign any contract or other instrument which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated in writing, to some other officer of the Board of Directors.
- IV. The President shall perform all duties incident to the office of President and such other duties that shall from time to time be assigned by the Board of Directors.
- V. Perform all the duties normally pertinent to the office

### **Section 2**

The duties of the vice president:

- I. The Vice President shall assist the President in the performance of the President's duties and shall have such other duties and authority as is granted from time to time by resolution of the Board of Directors.
- II. The Vice President shall serve as President in the absence of the President; and shall become President if the office holder cannot continue as President for any reason.

### **Section 3**

The duties of the Secretary:

- I. The Secretary shall take, prepare, and keep records of all meetings of the Association and the Board of Directors.
- II. He/she shall be responsible for distributing minutes of Association meetings to all members.
- III. The Secretary shall provide Association notices as duly prescribed by the Bylaws or as required by law; be the custodian of the Association records; keep a register of the name and address of each member.
- IV. The duties of the Secretary shall include completing the processing and distribution of the official business minutes conducted at the Annual General Meeting (i.e., resolutions, motions, directives, etc.), and shall be completed before the incoming secretary assumes office.

## **Section 4**

The duties of the Assistant Secretary:

- I. Shall assist the Secretary in his/her functions.
- II. Carry out any other duty as delegated/assigned by the Secretary, President or the Board of Directors.

## **Section 5**

The duties of the Director of Communication:

- I. The Director of Communication shall be in charge of all internal and external communications on behalf of the Association.
- II. Shall create communication strategies for the association and serve as the key spokesperson and media contact for the Association.

## **Section 6**

The duties of the Treasurer:

- I. The Treasurer shall collect the annual dues, receive other funds accruing to the Association and shall disburse funds as directed by resolution or an order of the Board of Directors;
- II. Shall operate banking activities and control the Association fixed assets; shall receive, record, and deposit funds received by the Association.
- III. Shall work harmoniously with the financial committee to maintain accurate financial records of the Association.
- IV. shall present the Association's financial statement at the Annual General Meeting.

## **Section 7**

Ex-Officials shall be any two former officers of the Association as appointed by the Board of Directors. The duties of the Ex-Officials shall be:

- I. Serve in an advisory role and any other role as deemed appropriate by the Board of Directors

# **Article VII – Terms of the Board of Directors**

## **Section 1**

- I. The elected officers of the Association shall constitute the Board of Directors.
- II. Term of service for all Board of Directors members shall be three (3) years.
- III. Officers can serve for a maximum of two (2) consecutive terms in the same position.
- IV. The Board of Directors shall meet at least three (3) times a year.

## **Section 2**

- I. The President, Vice President, Secretary, and Treasurer shall constitute the Executive Committee of the Board of Directors.
- II. The Executive Committee of the Board is empowered to act for the Association in case of emergency between meetings of the Board of Directors.
- III. The Executive Committee of the Board shall report its actions to the Board of Directors as soon as practicable.

## **Article VIII - Elections**

### **Section 1**

- I. Nominations shall be solicited and elections for officers shall be held at the annual general meeting.
- II. The terms of the new officers shall begin immediately following the annual general meeting.
- III. Nominees who receive the highest number of votes cast for that office shall be duly elected.
- IV. The officers-elect shall convene as a newly elected Board of Directors.
- V. The nominating committee shall tally results of all elections.

### **Section 2**

- I. With the exception of the position of the President that is automatically filled by the Vice President, all other vacancies caused by resignation, expulsion, illness, or death, shall be filled by the Board of Directors, to serve out the remaining term of the officer being replaced.

## **Article IX - Committees**

### **Section 1**

- I. The standing committees of the Association shall be Membership, Education/Curriculum, and Financial.
- II. The Nominating Committee comprised of 3 members, shall be appointed by the Board of Directors to serve 3-year terms. This committee shall present the names of the candidates for officers at least 30 days prior to the annual general meeting.
- III. The Membership Committee shall lead the Association's membership recruitment.
- IV. The Education Committee shall
  - a. Develop educational material for the promotion of lifelong learning needs of members
  - b. Promote the dissemination of current research evidence in physical therapy practice for members
- V. The Financial Committee shall
  - a. Work with the Treasurer to advise the Board of Directors on financial affairs of the Association.
  - b. Generate means to sustain the financial viability of the Association
- VI. Additional committees may be created as necessary by the Board of Directors.

### **Section 2**

- I. Committee members shall be members of the Association in good standing.

## **Article X- Fiscal Affairs**

### **Section 1**

- I. The Association shall maintain a monetary account in the name of the Association, and funds disbursed as directed by the Board of Directors.
- II. All Association accounts will require the President and/or the Treasurer signature by electronics or otherwise.

### **Section 2**

- I. All contracts and agreements, checks, drafts, and orders for the payment of money on behalf of the Association shall, unless otherwise required by law, be authorized by the Board.
- II. Unless otherwise required by law, all contracts and payments by the Association business or activities shall be under the policies and procedures and state procurement law, if applicable.
- III. The President and Treasurer shall be responsible for ensuring that procurement laws, policies, and procedures relating to contracts or payments are followed.

## **Article XI - Affiliated Groups**

### **Section 1**

- I. The Association may recognize affiliated groups as it deems most advantageous to the welfare of the Association.
- II. The Board of Directors shall be vested with determining and approving Affiliated Groups.

### **Section 2**

- I. The Association recognizes Physical Therapy Alumni Associations of Nigerian descent as independent organizations with common or similar interests.
- II. The Association may collaborate with these independent Alumni organizations for joint projects and events.

## **Article XII – Adoption and Amendment to Bylaws**

- I. Proposed amendments to the bylaws may be presented in writing by
  - a) the Board of Directors, or by
  - b) any member in good standing, and must be endorsed by at least five (5) other members, to receive consideration.
- II. Amendments must be presented to the Secretary of the Association no less than thirty (30) days before the Annual General meeting. Proposed amendments shall be published by the Secretary, and copies will be made available to the membership before the annual Association meeting. Action on Proposed amendments shall be taken at the annual Association meeting at which time a

majority of the votes must be cast in the affirmative for the adoption of the proposed amendment.

### **Article XIII - Rules of Order**

Adopted Rules of Order, and/or as amended, shall be the authority on all questions of procedure at all meetings.

See: <https://insights.diligent.com/roberts-rules-of-order/board-meeting-procedures>

### **Article XIV - Tort Liability**

All persons who are providing their services without payment to the Association are entitled to the immunity provided for under the Act for any tortious act or omission without malice or gross negligence within the scope of their duties on behalf of the Association.

### **Article XV - Dissolution**

In the event of dissolution of the Association, all of its assets and net income, current and accumulated, remaining after the payment of its just debts, obligations, and claims, shall be transferred to its successor organization or distributed on the agreement reached by two-thirds of the members.