

**BYLAWS  
of the  
FOUNDATION FOR ORTHOPAEDIC MANUAL PHYSICAL THERAPY**

Adopted September 20, 2019  
Revisions adopted April 13, 2020  
Revisions adopted December 7, 2023

**ARTICLE I NAME**

The name of this corporation shall be the Foundation for Orthopaedic Manual Physical Therapy, herein referred to as the Foundation.

**ARTICLE II MISSION**

The Mission of the Foundation for Orthopaedic Manual Physical Therapy shall be to implement philanthropic efforts to advance public and professional education, to accredit post-graduate training programs in orthopaedic manual physical therapy, to support and disseminate results of scientific and clinical research related to orthopaedic manual physical therapy, to raise awareness of best practices to enhance musculoskeletal health and prevent and treat musculoskeletal injury and disease, to support the ideals of the Foundation, to ensure the future of orthopaedic manual physical therapy, to protect the public, to maintain the highest ethical standards, and any other purposes allowed under Internal Revenue Code Section 501(c)(3).

**ARTICLE III OFFICES**

The principal office of the Foundation in the state of Louisiana shall be located in the City of Baton Rouge, Parish of East Baton Rouge. The Foundation may have other offices, within the State of Louisiana, as the Board of Trustees may determine or as the affairs of the Foundation may require from time to time.

The Foundation shall have and continuously maintain in the State of Louisiana a registered office, and a registered agent whose office is identical with such registered offices, as required by the Louisiana Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Louisiana, and the address of the registered office may be changed from time to time by the Board of Trustees.

**ARTICLES IV BOARD OF TRUSTEES**

Section 1. (General Powers) The affairs of the Foundation shall be managed by its Board of Trustees. No member of the Board of Trustees shall be eligible for a scholarship or grant.

Section 2a. (Number, Tenure and Qualifications) The Board of Trustees shall be composed of five (5) members. Trustees shall be members of the American Academy of Orthopaedic Manual Physical Therapy, hereinafter referred to as AAOMPT. They shall be elected by the Member of

the Foundation at the Annual Meeting of the Foundation for terms of three years. Trustees shall be eligible for election to two (2) consecutive three-year terms, in addition to any unexpired term he or she may have served while filling a vacancy.

2b. (Number, Tenure and Qualifications of Emeritus and Honorary Trustees) The Member of the Foundation may elect a total of 25 Emeritus and Honorary Trustees as Advisory Trustees. Advisory Trustees shall be members of the Board of Trustees as long as they live unless they resign. They shall have all the privileges of regular members of the Board of Trustees, except they are not required to attend all meetings of the Board, and they will be non-voting members of the Board.

Section 3. (Meeting) The regular annual meeting of the Board of Trustees shall be held at such time and place as the Board of Trustees shall determine. Special meetings may be called at any time by the President, Vice President, or by a majority of the Board of Trustees.

Section 4. (Notice) Notice of any special meeting of the Board of Trustees shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail, facsimile, or electronic mail to each Trustee at his address shown by the records of the Foundation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon pre-paid. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 5. (Removal) Any Trustee who is absent at two (2) consecutive meetings of the Board may be removed by the Board of Trustees.

Section 6. (Manner of Acting) The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees. A majority of the members of the Board shall constitute a quorum. In the event that a quorum is not present at a regular or special meeting of the Board, any or all action taken at that meeting shall not be considered binding action of the Board until the minutes of the meeting are approved at the next Board meeting at which a quorum is present.

Section 7. (Vacancies) Any vacancy occurring in the Board of Trustees and any Trusteeship to be filled by reason of an increase in the number of Trustees, shall be filled by the member of the Foundation. A Trustee so elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 8. (Compensation) No part of the net earnings of the Foundation shall inure to the benefit or be distributable to its members, Trustees, officers, or other private persons, except that the Foundation shall be authorized to pay reasonable compensation for services rendered.

Section 9. (Informal Action by Trustees) Any action required by law to be taken at a meeting of Trustees, or any action which may be taken at a meeting of Trustees, may be taken without a meeting if a consent in writing, setting forth the action, shall be signed by all of the Trustees.

Section 10. (Consent to Serve) Trustees are expected to contribute to the Foundation at a level considered by them to be generous.

## **ARTICLE V OFFICERS**

Section 1. (Officers) Officers of the Foundation shall be a President, a Vice President, a Secretary, a Treasurer, who shall constitute the Executive Board, and such other officers or assistants as the Trustees may elect. The same person may hold more than one office other than that of President and Treasurer. The Executive Director need not be a member of the Board of Trustees, a member of the Foundation nor a member of the American Academy of Orthopaedic Manual Physical Therapy. All other officers of the Foundation shall be members of the Board of Trustees.

Section 2. (Election and Term of Office) The officers of the Foundation for the initial Board of Trustees were elected by the Member. Subsequently, the officers of the Foundation shall be elected annually by the Board of Trustees at the regular annual meeting of the Board of Trustees. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 3. (Executive Director) Whereas the Foundation is a supporting organization of the American Academy of Orthopaedic Manual Physical Therapy and whereas, the Foundation has its founding from the efforts of the AAOMPT, the Foundation Executive Director shall be the Executive Director of the AAOMPT. The Executive Director of the Foundation shall not be a member of the Board of Trustees and shall have no vote. The Executive Director shall be generally responsible for the carrying out of the plans and purposes of the Board of Trustees as determined from time to time.

Section 4. (Removal) Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interest of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5. (Vacancies) A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 6. (President) The President shall be the principal executive officer of the Foundation and shall in general supervise and control all of the business and affairs of the Foundation. He or she shall preside at all meetings of the Board of Trustees. The President may sign, with the Secretary, Treasurer, or any other proper officer of the Foundation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to the Board of Trustees or by these bylaws or by statute to some other officer or agent of the Foundation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 7. (Vice President) The Vice President shall perform the usual duties of their office customary in parliamentary procedure, functioning for the President in his or her absence from the chair serving in the order of seniority. The Vice President shall, in general, perform such duties as may be prescribed by the President. In the event of a vacancy in the office of the President, the Vice President shall succeed to the Presidency for the remainder of the un-expired term, and the office of the Vice- President shall be declared vacant.

Section 8. (Secretary) The Executive Director shall serve as Secretary and shall keep the minutes of the meetings of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Foundation records and of the seal of the Foundation and see that the seal of the Foundation is affixed to all documents, the execution of which on behalf of the Foundation under its seal is duly authorized in accordance with the provisions of these Bylaws: keep a register of the post office address of each member of the Board of Trustees which shall be furnished to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Trustees.

Section 9. (Treasurer) The Treasurer shall have the care and custody of all securities and funds of the Foundation and shall deposit such securities and funds in the name of the Foundation, in such bank as the Board of Trustees may determine. The Treasurer shall keep books of account. He or she shall submit an annual report, to the Board of Trustees of the Foundation. The Treasurer shall submit such other reports as may be required by resolution of the Board of Trustees or by law. He or she shall perform all other duties that usually pertain to this office.

## **ARTICLE VI COMMITTEES**

(Establishment) The Board of Trustees shall establish such committees as it deems necessary to effect its work and supervise its officers.

## **ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. (Contracts) The Board of Trustees may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into

any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 2. (Checks, Drafts, etc.) All checks or drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Foundation, shall be signed by the Treasurer, President, or Vice President of the Foundation, or their designee. Disbursements from any and all funds received by the Foundation and deposited through the Treasurer of the Foundation may be made only as ordered and directed by the Board of Trustees of the Foundation. No disbursements of funds contributed for undesignated purposes may be made without the approval of the Board of Trustees.

Section 3. (Deposits) All funds of the Foundation shall be deposited promptly to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Trustees may select.

Section 4. (Gifts) The Board of Trustees may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation.

Section 5a. (Unrestricted Funds) Funds contributed to the Foundation without donor restrictions and earnings on such funds constitute the unrestricted funds of the Foundation. These funds will be invested or expended as directed by the Board of Trustees to further the purposes of the Foundation.

Section 5b. (Restricted Funds) In the investment, control or expenditure of any funds or property, including the income and capital appreciation therefrom, received by the Foundation for a special purpose and accepted by the Board of Trustees with restrictions thereon, the Trustees shall follow the directions or instructions of the donor of such funds or property as a trustee obligation.

## **ARTICLE VIII BOOKS AND RECORDS**

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members of the Board of Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the members of the Board of Trustees. All books and records of the Foundation may be inspected by any member of the Board of Trustees, or his or her agent or attorney for any proper purpose at any reasonable time.

The Treasurer shall annually have the fiscal records of the Foundation inspected by a committee of at least two (2) members of the Board of Directors of the American Academy of Orthopaedic Manual Physical Therapy, who shall serve as the Foundation Audit Committee, and said inspection reported to the Board of Trustees and the AAOMPT Executive Committee or Board of Directors prior to the annual meeting.

## **ARTICLE X CORPORATE YEAR**

The corporate year of the Foundation shall be the fiscal year of the American Academy of Orthopaedic Manual Physical Therapy.

## **ARTICLE XI WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Louisiana Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Foundation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XII AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds (2/3) majority vote of the Foundation Board of Trustees provided the proposed changes have been reviewed and approved by the Member. Such changes shall be valid and effective immediately upon approval by the Member.

## **ARTICLE XIII ORDER OF BUSINESS**

“Robert’s Rules of Order, Revised” shall govern the Foundation in all cases to which they are not inconsistent with the Bylaws of the American Academy of Orthopaedic Manual Physical Therapy.

### **THE FOLLOWING PROVISIO RELATES TO ARTICLE IV, SECTION 2A.**

1. The first Board of Trustees to be elected in September, 2019 will serve until January 1, 2023. Their second terms, or if they are replaced following a single term the first terms of their successors, will consist of staggered terms of one, two, or three years in duration.