NEBRASKA FOUNDATION FOR PHYSICAL THERAPY BYLAWS

ARTICLE 1. OFFICERS AND MEMBERSHIP

The principal corporate office of the Foundation in the State of Nebraska shall be located in Omaha, County of Douglas. The Foundation may have such other offices, within the State of Nebraska, as the Board of Directors may designate or as the business of the Foundation may require from time to time.

The registered office of the Foundation required by the nonprofit Nebraska Business Corporation Act to be maintained in the State of Nebraska may be, but need not be identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors.

Foundation membership shall be limited to licensed Physical Therapists/Physical Therapist Assistants in Nebraska who are members of the Nebraska Chapter of the American Physical Therapy Association. Two Physical Therapy/Physical Therapist Assistant Students will be allowed on board/year.

ARTICLE II. BOARD OF DIRECTORS

SECTION I. General Powers. The business and affairs of the Foundation shall be managed by its Board of Directors. Physical Therapist/Physical Therapist Assistant Students serving on the Board will not be allowed to vote.

SECTION 2. Number. The number of directors shall be eight 8 to 12. A maximum of 3 PTAs out of 8-12 directors.

SECTION 3. Election and Term of Office. Elections shall be held every year. Two (2) to four Directors shall be elected by the membership of the Foundation during each election. Each Director will serve a four (4) year term. In addition, up to two non-voting student members will be elected by NSSIG each year.

SECTION 4. Regular Meetings. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Nebraska, for the holding of regular meetings, at least annually in conjunction with the Nebraska APTA meetings, upon five (5) days notice setting for the time, date and agenda.

SECTION 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Nebraska, as the place for holding any special meeting of the Board of Directors called by them.

SECTION 6. Notice. Notice of any special meeting shall be given at least two days previously thereto by written notice delivered personally or mailed, to each director at his/her business, address or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice for such meeting, except where a director 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 of Directors need be specified in the notice of waiver of notice of such meeting.

SECTION 7. Quorum. A majority of the number of Directors fixed by Section 2 of this Article II shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is

present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 8. Matter of Acting. The acts of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 9. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of the Board.

SECTION 10. Compensation. By resolution of the Board of Directors, the Directors shall be paid their travel expenses, if any, of attendance at each meeting of the Board of Directors or for the President or appointed designee to attend the Annual Meeting to present the Foundation's Annual Report when travel exceeds 50 miles.

SECTION 11. Presumption of Assent. A Director of the Foundation who is present at a meeting of the Board of Directors at which action of any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Foundation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 12. Presiding Officer. The Board of Directors from time to time shall elect a President from among its members, who shall preside at all of its meetings.

SECTION 13. Dispensing with Meetings. Whenever the vote of the Board of Directors at a meeting thereof is required to be taken in connection with any corporate action, the meeting of Directors may be dispensed with and the corporate action may be carried forward if each Director consents in writing to a written vote on the action without a meeting of the Directors, if prior to such action a written consent thereto is signed by all members of the Board, and such written consent is filed in the corporate minute book. Such consent may be executed by the Directors in counter parts.

SECTION 14. Powers and Duties. The Board shall have and exercise all powers that may be exercised by the Foundation under its Articles of Incorporation, under pertinent statutes of the State of Nebraska relating to such Foundation and as conferred under these Bylaws. Without prejudice to these general powers, the Board shall have the following specific powers and duties:

(a) To appoint, and at its discretion, remove such officers and agents as it shall deem proper and to prescribe their duties.

(b) To sue and be sued, to complain and defend in its corporate name; to borrow money and give its notes or other obligations therefore; to pledge, encumber or mortgage any property it may own; to sell, conveyor dispose of any property it may own; to receive and administer funds tor charitable, scientific and educational purposes related to the profession of physical therapy, to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations or other securities, to take and hold by bequest, devise, gift, purchase or lease, either absolutely or in trust, any property, real, personal or mixed, without limitation as to amount or value; to reject any or all gifts, benefits or devices which it deems not in the best interests of the objectives and purposes of the Foundation.

(c) To maintain records of Board proceedings and of the activities and reports of its committees, officers and agents.

SECTION 15. Conflict of Interest. A board member that is in conflict of interest (e.g., personal, financial, or professional) will recuse themselves from discussion and voting regarding the related project or submission. Potential conflicts of interest will be handled by the Research Chair.

SECTION 16. Committees.

(a) The committees of the Foundation shall consist of:

1) Research Committee
2) Fundraising Committee
3) Awards Committee
4) Finance Committee

(b) Committee Chairpersons will be a Director. Each committee Chairperson shall coordinate and direct all committee activities.
(c) Each Director will serve as Chairperson or member of one of these committees throughout his or her term as Director.
(d) The committee shall be responsible for identifying needs in their area of interest, establishing plans to address these needs, and recommending action to the Board of Directors.
(e) Committee Chairpersons may enlist the help of suitable Foundation members for committee matters as needed.
(f) Committees shall report to the Board at each meeting.

ARTICLE III. ORDER OF BUSINESS. RULES OF ORDER

SECTION 1. Orders of Business. The order of business at all meetings of the Board of Directors shall be:
I. Reading of the minutes of the previous meeting.
2. Reports of officers and Chairpersons.
3. Consideration of financial statements and reports.
4. Consideration of unfinished business.
5. Consideration of new and miscellaneous business.
6. Election of directors or officers, if that be an item of business.

SECTION 2. Rules of Order. Except as otherwise provided in the Articles of Incorporation of these Bylaws, the latest edition of ROBERTS RULES OF ORDER shall determine procedure in all meetings of the Board of Directors.

ARTICLE IV. OFFICERS

SECTION 1. Number. The officers of the Foundation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer, who shall be elected by the Board of Directors from the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more officers may be held by the same person.

SECTION 2. Election and Term of Office. The officers of the Foundation to be elected by the Board of Directors at their first regular meeting following the election of the Directors. Said officers shall serve for two (2) years. Said officers shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been moved in the manner hereinafter provided.

SECTION 3. Subordinate Officers. The Board of Directors from time to time may appoint subordinate officers from the Board, including but not limited to associate secretaries and assistant treasurers, each of who shall hold office at the pleasure of the Board of Directors or for such terms as the Board of Directors may designate. The Board of Directors may delegate to an officer the power to appoint any such subordinate officers and to prescribe their respective authorities, duties, and terms of office.

SECTION 4. Removal; Resignation. The Board of Directors may remove any officer when in its judgment the best interest of the Foundation will be served thereby.

SECTION 5. Vacancies. Any vacancies occurring in the office of President, Vice President, Secretary, or Treasurer by death, resignation, removal or otherwise, may be filled from the unexpired portion of the term by the Board of Directors at a special meeting called for such purpose, but such vacancies need not be filled until after the first annual meeting of the Board of Directors subsequent to the vacancy of the office, if the Board of Directors does not deem it advisable to fill the vacancy prior to that meeting.

SECTION 6. President. The President shall be the chief executive officer of the Foundation, and subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business affairs and property of the Foundation and control of its several officers. The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time as may be assigned to him/her by these Bylaws of the Board of Directors.

SECTION 7. Vice President. At the request of the President, or in his/her absence or disability, the Vice President shall perform all of the duties of the President. When so acting the Vice President shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have other duties and responsibilities and may exercise such other powers as from time to time may be assigned to him/her by these Bylaws, the Board of Directors, or President.

SECTION 8. Secretary. It shall be the duty of the Secretary to keep an accurate record of accounts and proceedings of all Directors' meetings; give all notices required by law, the Board of Directors, the Articles of Incorporation of these Bylaws; and, assist in keeping the books of account of the Foundation and its correspondence. The Secretary shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned to him/her by these Bylaws, the Board of Directors or the President. The Board of Directors may delegate all or part of the authority and duties of the Secretary to Assistant Secretaries.

SECTION 9. Treasurer. The Treasurer shall have custody of the Foundation's funds and securities; keep full and accurate accounts of all receipts and disbursements of the Foundation, an inventory of assets and a record of the liabilities of the Foundation; deposit all money and other securities in such depositories as may be designated by the Board of Directors; disburse the funds of the Foundation as ordered by the President or the Board of Directors, taking proper vouchers for disbursements; and prepare all statements and reports required by law; by the President or the Board of Directors. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws, the Board of Directors or the President.

ARTICLE V. WAIVER OF NOTICE

Whenever any notice is required to be given to any Director of the Foundation under the provisions of these Bylaws or under the provisions of the non-profit Nebraska Business Corporation Act, 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 VI. FISCAL YEAR

The fiscal year of the corporation shall end on December 31 of each year and begin on January I of each year or as otherwise may be determined in writing by the Board of Directors.

ARTICLE VII. AMENDMENT OF BYLAWS

SECTION 1. Revised or amended bylaws shall be consistent with the Articles of Incorporation of the Chapter.

SECTION 2. These bylaws may be amended, altered, supplemented or repealed by two-thirds *(213)* vote of the Board membership at any regular or special meeting provided that a copy of the proposed amendment has been sent out by mail to the Board membership at least thirty (30) days prior to that meeting.

ARTICLE VIII. INDEMNIFICATION

SECTION 1. General Provision. Directors of officers of the Foundation shall not be liable for the debts of the Foundation.

SECTION 2. Personal Exemption. Except for matters involving misfeasance or malfeasance in office, every person who is or has been a Director or officer of the Foundation shall be indemnified and held harmless by the Foundation from and against all costs and expenses which may be imposed upon or reasonably incurred by him/her in connection with or arising out of any claim, action, suit or proceeding in which he/she may be involved by reason of holding or having held such office.

ARTICLE IX. CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board may authorize any officer or officers, agent or agents, 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, and Other Orders. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents, of the Foundation and in such manner as from time to time may be determined by resolution of the Board.

SECTION 3. Deposits. All funds belonging to the Foundation not otherwise employed, shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board may select.

Bylaws Adopted October 26, 1990

Amended:
April 24, 1992
May 3, 1996
October 10, 2008
March 13, 2009
September 30, 2025
June 18, 2026