

**BYLAWS OF THE ACADEMY OF NEUROLOGIC PHYSICAL THERAPY, INC.,
A COMPONENT OF THE AMERICAN PHYSICAL THERAPY
ASSOCIATION**

ARTICLE I: NAME

The name of this organization is the Academy of Neurologic Physical Therapy, Inc., also known as ANPT, and hereinafter referred to as the ACADEMY, which is a Component of the American Physical Therapy Association, hereinafter referred to as the ASSOCIATION. The ACADEMY is a nonprofit corporation in the state of Indiana.

The ACADEMY is operated exclusively for charitable, religious, or educational purposes. The ACADEMY's earnings do not benefit any private shareholder or individual member. The ACADEMY will not engage in prohibited political and legislative activities.

ARTICLE II: PURPOSE

The purpose of the ACADEMY shall be to provide a means by which ACADEMY members, having a common interest in neurologic physical therapy, may meet, confer, and promote these interests.

ARTICLE III: FUNCTIONS

The ACADEMY shall conduct its activities in accordance with the purposes stated in its Articles of Incorporation, and consistent with the object of the ASSOCIATION. The ACADEMY shall function to serve the interests of its members, support the advancement of neurologic physical therapy, and promote the health and well-being of society, in alignment with the vision, mission and values of the ACADEMY and ASSOCIATION.

The ACADEMY shall function to serve:

- Promote neurologic physical therapy through advocacy, education, research and clinical practice initiatives and resources to optimize movement and wellbeing for those at risk for or impacted by neurologic conditions.
- Promote ethical and moral standards in neurologic physical therapy.
- Promote the use of evidence in neurologic clinical practice and in education of new physical therapists and physical therapist assistants.
- Promote professional advancement and lifelong learning.
- Promote standards of scientific acceptability in neurologic research.
- Represent the interests of ACADEMY members to the ASSOCIATION.
- Provide such services as will further its purpose.

ARTICLE IV: MEMBERSHIP

Section 1: Categories and Qualifications of Members

ACADEMY membership categories and qualifications for Physical Therapist, Student Physical Therapist, Physical Therapist Assistant, and Student Physical Therapist Assistant shall be the same as those of the ASSOCIATION.

Partner. Individuals who do not qualify for membership within the ASSOCIATION may be offered the

opportunity to join the ACADEMY as a non-member affiliate.

Section 2: Rights of Members

The rights and privileges of ACADEMY physical therapist, physical therapist assistant, and student members shall not be in conflict to those established in the ASSOCIATION's bylaws.

Partner rights are determined by the ACADEMY's Board of Directors and defined in the ACADEMY's Policy and Procedure Manual.

Each physical therapist and physical therapist assistant member shall be entitled to one vote. Student members and Partners are not entitled to vote.

Section 3: Admission to Membership

The payment of ACADEMY dues by members in good standing in the ASSOCIATION shall constitute application for and admission to ACADEMY membership.

Partner eligibility, application, and admission are determined by the ACADEMY's Board of Directors and defined in the ACADEMY's Policy and Procedure Manual.

Section 4: Dues

The ACADEMY's Board of Directors shall determine the dues for ACADEMY membership and may establish different dues rates for each membership category. The ACADEMY's dues structure shall not conflict with that of the ASSOCIATION. Dues for any ACADEMY membership category shall not exceed the corresponding dues established by the ASSOCIATION without the express approval from the ASSOCIATION'S Board of Directors. All dues shall be payable according to the schedule established by the ASSOCIATION.

The ACADEMY's Policy and Procedures Manual identifies how the ACADEMY will review and establish dues.

- A. All dues shall align with the membership period specified in the ASSOCIATION's Bylaws.
- B. Any proposed changes to ACADEMY dues must be approved by the ACADEMY's Board of Directors. To take effect, such changes must be submitted before the ASSOCIATION's established deadline and shall become effective at the start of the ASSOCIATION's next fiscal year.

Section 5: Good Standing

An individual member is in good standing within the meaning of these bylaws if the member is in good standing in the ASSOCIATION.

A Partner shall be considered in good standing as defined in the ACADEMY's Policy and Procedure Manual.

Section 6: Disciplinary Action

- A. Any member of the ACADEMY who is suspended by the ASSOCIATION shall have their ACADEMY membership privileges suspended for the duration of the suspension imposed by the ASSOCIATION. Any member of the ACADEMY who is expelled or otherwise permanently

disciplined by the ASSOCIATION shall be automatically expelled from membership in the ACADEMY.

- B. Any member of the ACADEMY who fails to make timely payment of ACADEMY dues shall be subject to automatic expulsion from ACADEMY membership.
- C. Any member of the ACADEMY who is not in good standing may be expelled or otherwise disciplined in accordance with the ethical standards, procedures, and binding documents of the ASSOCIATION.

Section 7: Reinstatement

The ACADEMY may reinstate any former member in accordance with the ASSOCIATION's policy. There shall be no reinstatement fee charged by the ACADEMY.

ARTICLE V: MEMBERSHIP MEETINGS AND VOTING

Section 1: Annual Business Meeting

The ACADEMY's Annual Business Meeting shall be held for the purpose of conducting official business and engaging in activities consistent with the object and functions of the ACADEMY.

- A. Place and Time
The ACADEMY's Annual Business Meeting shall be conducted virtually during the first (1st) quarter of each calendar year, at a date and time determined by the Board of Directors.
- B. Notice of Meeting Requirements
A notice of all general meetings must be provided to the membership at least thirty (30) days prior to the date of the respective meeting. Notice of special meetings must be provided a minimum of ten (10) days prior.
- C. Motions
May be proposed by the Board of Directors, a standing committee, or by petition of ten percent (10%) of the Voting Members in good standing. Motions must be submitted in writing to the Secretary and received at least ninety (90) days prior to the meeting.
- D. Minutes
Minutes of the ACADEMY's annual business meeting shall be submitted to the ASSOCIATION within forty-five (45) days following the date of the meeting.
- E. Quorum
The quorum for ACADEMY membership meetings shall consist of ten percent (10%) of the members in good standing, or a minimum of twenty-five (25) members in good standing, whichever is less. Where a quorum is present, a majority of votes cast shall be sufficient to carry a matter, unless otherwise specified in these bylaws or required by applicable law.

Section 2: Special Member Meetings

A special meeting of the ACADEMY may be called by six (6) members of the Board of Directors or upon

written request to the Secretary by at least ten percent (10%) of the ACADEMY's Voting Membership. Such a request must specify the purpose of the meeting. Upon receipt of a valid request, the Board shall schedule the meeting and provide notice and manage the meeting in accordance with those of the annual business meeting in these bylaws.

Section 3: Voting

Voting by the membership may be conducted electronically through synchronous or asynchronous online/internet voting, to the fullest extent as permitted by law.

A. Motions

The ACADEMY's Board of Directors is authorized to bring forward motions to the Voting Membership.

B. Quorum

For purposes of electronic voting, the entire Voting Membership shall be deemed present.

C. Notice

The notice of any voting matter shall include a detailed description of the issue, voting procedures, applicable deadlines, and access to relevant materials. Such notice shall be distributed electronically to all Voting Members in accordance with the notice requirements set forth in these bylaws.

ARTICLE VI: BOARD OF DIRECTORS

Section 1: Authority, Governance, Oversight and Fiduciary Responsibility

The Board of Directors shall serve as the governing body of the ACADEMY entrusted with fiduciary responsibilities, setting the strategic direction, annual budget, policies, procedures and oversight for all activities of the ACADEMY. A comprehensive list of responsibilities and expectations are listed in the Policy and Procedures Manual.

Section 2: Composition and Terms

The ACADEMY Board of Directors are elected by the Voting Membership and shall consist of the following positions and terms as specified below:

- President-Elect: Serves a one (1) year term.
- President: Serves a three (3) year term, following the President-Elect term. The President does not serve a second President-Elect term if re-elected for a second three (3) year consecutive term.
- Vice President: Serves a three (3) year term
- Secretary: Serves a three (3) year term.
- Treasurer: Serves a three (3) year term.
- Chief Delegate: Serves a three (3) year term. Service begins with a six-month term as Chief Delegate-Elect starting July 1, ascending to full Chief Delegate role on January 1.
- Director of Communication: Serves a three (3) year term.
- Director of Education: Serves a three (3) year term.
- Director of Knowledge Synthesis: Serves a three (3) year term.
- Director of Practice: Serves a three (3) year term.
- Director of Research: Serves a three (3) year term.
- Director of Membership: Serves a three (3) year term.

All Board members shall assume office on July 1, unless otherwise specified in these bylaws. No member shall hold more than one position on the Board of Directors at the same time, with the exception of a member elected as President-Elect. If, at the time of election as President Elect, the member is currently serving in another Board position, they may complete that term provided it concludes prior to the President-Elect assuming the office of the President or they shall resign from their current Board position. If the President-Elect is concurrently completing service in another position on the Board of Directors, the member shall be entitled to cast only one (1) vote on any matter before the Board.

No elected member of the Board of Directors shall serve more than three (3) complete consecutive terms in total, nor more than two (2) complete consecutive terms in the same office or position. The combined service of President-Elect and President shall be considered as one (1) complete term in office.

Section 2: Special Appointments

The Board of Directors may appoint a Board of Directors member if there is a vacancy due to resignation or other reasons.

Other than the chairs of the Nominating and Finance Committees, all committee chairs and the Journal of Neurologic Physical Therapy Editor in Chief are appointed by the ACADEMY's Board of Directors.

The Board of Directors may also appoint members to special committees, task forces, or individual projects as deemed necessary. The Board of Directors shall determine composition, tenure, reporting, and other responsibilities of such entities.

When considering the removal of any appointed member, the Board of Directors shall act in accordance with the ACADEMY's Policy and Procedure Manual.

Section 3: Board of Directors' Positions and Duties

A. President

The President shall be responsible for preparing the agenda for and shall preside at the annual business meeting and any other special meetings of the ACADEMY and all meetings of the Board of Directors as well as additional duties stated in the ACADEMY's policy and procedures manual. The President shall be an ex-officio member of all committees (except the Nominating Committee) or designate another qualified candidate to fulfill a role upon which the President would become the alternate in case of absence. The President shall submit to the ASSOCIATION and the membership of the ACADEMY an annual report of the activities of the ACADEMY. The President shall interact with other components of the ASSOCIATION regarding common needs, resources, and planning, in unison with the Board of Directors of the Academy. The President shall serve as Alternate Delegate to the ASSOCIATIONS's House of Delegates.

B. President-Elect

The President-Elect shall assist the President in business as well as additional duties as stated in the ACADEMY's Policy and Procedure Manual.

C. Vice President

The Vice President shall assume the duties of the President if the President is absent or incapacitated. The Vice President shall assist the President in business as well as additional duties as stated in the ACADEMY's Policy and Procedure Manual.

D. Secretary

The Secretary shall present all records and documents of the ACADEMY at meetings and ensure an archive of a correct and permanent record of the meetings and transactions of the ACADEMY. The Secretary shall be custodian of the ACADEMY's books, records, manuscripts, and correspondence: they may delegate this function to the executive office. The Secretary shall complete additional duties as stated in the ACADEMY's Policy and Procedure Manual.

E. Treasurer

The Treasurer shall be custodian of all the funds of the ACADEMY, shall review and recommend financial policy/guidelines as appropriate, and shall be accountable for their safekeeping. The Treasurer shall receive and disburse all funds and shall submit comprehensive reports of the financial status of the ACADEMY in writing, to the membership of the ACADEMY and to the ASSOCIATION, as well as other duties as stated in the ACADEMY's Policy and Procedure Manual

F. Chief Delegate

The Chief Delegate shall represent the ACADEMY in the ASSOCIATION's House of Delegates. The Chief Delegate shall participate in preparation for the upcoming House of Delegates cycle including but not limited to engagement with designated caucus or similar activities. The Chief Delegate shall prepare a report at the conclusion of the House cycle to present to the Board. The Chief Delegate shall complete additional duties as stated in the ACADEMY's Policy and Procedure Manual.

G. Director of Communications

The Director of Communications oversees strategic communications and dissemination of ACADEMY information via the ACADEMY's electronic, printed and/or published media except for the *Journal of Neurologic Physical Therapy*. The Director of Communications shall complete additional duties as stated in the ACADEMY's Policy and Procedure Manual.

H. Director of Education

The Director of Education oversees the educational mission of the ACADEMY and coordinates ACADEMY educational initiatives. The Director of Education determines strategic direction for the ACADEMY's educational agenda as it relates to the identification of educational needs, development of educational opportunities, and delivery of high-quality educational programs and products to ACADEMY members and non-members. The Director of Education shall complete additional duties as stated in the ACADEMY's Policy and Procedure Manual.

I. Director of Knowledge Synthesis

The Director of Knowledge Synthesis oversees the ACADEMY's evidence-based document activities. The Director of Knowledge Synthesis determines strategic direction for the ACADEMY's evidence-based documents as it relates to needs, opportunities, and scientifically rigorous development. The Director of Knowledge Synthesis shall complete additional duties as stated in the ACADEMY's Policy and Procedure Manual

J. Director of Membership

The Director of Membership oversees ACADEMY membership strategies. The Director of Membership focuses on member value and membership growth as they relate to the identification of current and prospective member needs, communication of member value, and development and execution of related initiatives. The Director of Membership shall complete additional duties as stated in the ACADEMY's Policy and Procedure Manual.

K. Director of Practice

The Director of Practice oversees the ACADEMY's practice mission and strategy. The Director of Practice shall complete additional duties as stated in the ACADEMY's Policy and Procedure Manual.

L. Director of Research

The Director of Research oversees the ACADEMY's research mission and strategy. The Director of Research shall complete additional duties as stated in the ACADEMY's Policy and Procedure Manual.

Section 4: Qualifications to Serve

- A. ACADEMY physical therapist members may hold office on the ACADEMY's Board of Directors subject to limitations specified in the ASSOCIATION's bylaws.
- B. ACADEMY physical therapist assistant members may hold office, except for the positions of President, President-Elect, Vice President, Director of Education, Director of Research, or Chief Delegate.
- C. ACADEMY Partners may not hold offices.

Section 5: Removal From the Board of Directors

A director may resign by providing written notice to the Board of Directors. Any elected member of the ACADEMY's Board of Directors may be removed from the office for cause, including but not limited to violation of these bylaws or conduct prejudicial to the best interests of the ACADEMY. Removal requires an affirmative vote of at least eighty percent (80) of the Board members present and voting at a regular or special meeting of the Board of Directors.

Due Process Requirements: No removal action shall be taken unless the member involved has been provided with the following:

- A. Written notice of the charges, including a statement of the allegations and the time and place of the Board meeting scheduled to consider the matter, delivered via certified or registered mail to the member's last known address; and
- B. An opportunity to appear before the Board of Directors or submit a written statement in their defense no later than thirty (30) days after the notice has been issued.

Section 6: Board Vacancies

In the event of a vacancy in the office of President, the Vice-President shall fill the position for the remainder of the unexpired term.

In the event of a vacancy in the office of President-Elect, the position shall remain vacant until the next

regular election cycle, at which time a special election shall be held to elect a new President. The elected individual shall assume the office of President in accordance with the terms set forth in these bylaws.

In the event of a vacancy in any position on the Board of Directors other than the offices of President or President-Elect, the Board of Directors shall appoint a qualified member to serve for the remainder of the unexpired term. If elected immediately following their appointment, the member shall serve no more than two (2) consecutive elected terms in addition to the appointed time.

Section 7: Meetings and Actions of the Board

- A. The Board of Directors shall meet no less than once per calendar quarter. Notice of meetings shall be provided in accordance with the ACADEMY's Policy and Procedure Manual or as otherwise required by applicable state law.
- B. A majority of the voting members of the Board shall constitute a quorum for the transaction of business. Unless otherwise specified in these bylaws or required by applicable law, the affirmative vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be required to approve any action.
- C. Proxy voting by Directors is not permitted.
- D. At the discretion of the Board, meetings may be conducted virtually, and official decisions may be made by synchronous or asynchronous electronic means, to the fullest extent permitted by applicable law and in accordance with the ACADEMY's Policy and Procedure Manual.
- E. Virtual Information Calls:
The Board of Directors may hold virtual calls for the purpose of information sharing, discussion, and updates when no official action or vote is required. These calls shall not constitute official meetings of the Board and shall not be used to transact business requiring Board approval. All members of the Board of Directors must be notified at least seven (7) days before the date fixed for the meeting.
- F. Emergency Conference Calls:
In the event of an emergency in which internet service is disrupted or unavailable, the Board may conduct necessary business via audio-only conference call. Notice of such emergency calls shall be provided as promptly as circumstances allow and, in a manner, reasonably calculated to reach all Board members.

ARTICLE VII: COMMITTEES

The ACADEMY shall maintain two (2) standing committees and one (1) standing Ethics Representative. Additional committees shall be established based on ACADEMY strategic plan needs. The work of committees shall be aligned with ACADEMY priorities and in service to membership.

Section 1: Standing Committees

- A. Finance Committee
The Finance Committee shall be composed of the Treasurer and two (2) members in good standing, appointed by the ACADEMY Board of Directors. The Treasurer shall serve as Chair of the Finance Committee. The Finance Committee operates under the authority and oversight of the Board of Directors.

B. Nominating Committee

The Nominating Committee shall be composed of three (3) members elected by the membership. One (1) member shall be elected each year and serve a three (3)-year term or until a successor is elected. The most senior member of the committee shall serve as Chair.

In the event of a Nominating Committee vacancy, the Board of Directors shall appoint a replacement to serve until the next regular election, at which time the vacant position shall be filled for the remainder of the unexpired term.

The Nominating Committee is responsible for identifying and verifying qualified candidates for open positions on the Board of Directors and other ACADEMY-elected roles. The Committee shall prepare a Nominating Committee Report, which must be made available to the membership no fewer than thirty (30) days prior to the Annual Business Meeting.

In addition to Board and other nominations, the Nominating Committee shall compile a full slate of candidates to fill open positions across the ACADEMY, including the non-board positions of Delegate, Nominating Committee member, and the Physical Therapist Assistant Council Representative. The Nominating Committee shall also complete additional duties as stated in the ACADEMY's Policy and Procedure Manual.

Section 3: Ethics Representative

The ACADEMY Board of Directors shall appoint an Ethics Representative, who shall be responsible for promoting ethical standards within the organization. This individual will serve as a resource for members on matters related to ethical practice, assist in the development and implementation of ethics-related policies and consult with the ASSOCIATION's Ethics and Judicial Committee or external bodies as needed. The Ethics Representative shall also complete additional duties as stated in the ACADEMY's Policy and Procedure Manual.

ARTICLE VIII: SPECIAL INTEREST GROUPS

Section 1: Purpose

The purpose of a Special Interest Group (SIG) is to:

- align with and support the mission, vision, and strategic plan of the ACADEMY
- advance specialized knowledge, research, and clinical excellence in defined areas of neurologic physical therapy practice
- provide a forum for member engagement, peer networking, and professional development
- promote dissemination of evidence-based practices, resources, and educational content
- serve as an advisory body and resource to the ACADEMY's Board of Directors on matters within the SIGs scope.

The ACADEMY will establish and/or dissolve special interest groups in accordance with the ACADEMY's Policy and Procedure Manual.

Membership in a SIG is open to any ACADEMY member in good standing at no additional cost beyond ACADEMY membership. Members may belong to more than one (1) SIG.

Section 2: Structure and Operation

Each Special Interest Group (SIG) is a recognized specialized community of the Academy of Neurologic Physical Therapy (ANPT), a Component of the American Physical Therapy Association (APTA). SIGs operate under the authority of the ANPT Board of Directors and in accordance with the ANPT Bylaws, this Charter, and ANPT's Policies and Procedures Manual.

The Special Interest Group Mission is to provide an ANPT member community in a focused area of neurologic physical therapy to serve as a forum for member engagement, peer networking, professional development and promotion of evidence-based practices, resources & educational content.

- Each SIG shall have a Chair, Chair-Elect (in the appropriate election-cycle), Vice Chair, Secretary, and Nominating Committee (three (3) committee members), elected by the full ANPT Voting Membership in accordance with election procedures established in ANPT's Bylaws and Policy and Procedures Manual.

Section 3: Limitations

Special Interest Groups (SIGs) are subject to the following limitations:

- A. SIGS may not establish dues or levy assessments to Section or Academy members.
- B. SIGs shall not claim, suggest, or imply that they speak on behalf of the ACADEMY or represent its full membership. SIGs may only represent the views and interests of their own members. While SIGs do not serve as official spokespersons for the ACADEMY, their work is recognized as a formal extension of the ACADEMY's mission and activities.
- C. SIGs shall not contractually commit the ACADEMY to any financial commitments, or contractual obligations verbally or in writing.

ARTICLE IX: DELEGATES TO THE ASSOCIATION'S HOUSE OF DELEGATES

The ACADEMY shall maintain representation in the House of Delegates per the ASSOCIATION's delegate apportionment.

The ACADEMY is expected to be represented at each session of the House of Delegates. Exceptions may only be granted through a formal waiver issued by the ASSOCIATION's Board of Directors.

Section 1: Qualifications

- A. The qualifications of the delegate shall not conflict with the ASSOCIATION's Bylaws; they must all be a member in good standing in the ACADEMY.
- B. No individual may serve concurrently as a delegate for both the ACADEMY and a Chapter or Council within a House of Delegates cycle.
- C. The ACADEMY shall submit the names of its delegates to ASSOCIATION headquarters in accordance with the requirements set forth by the ASSOCIATION and the Standing Rules of the House of Delegates.

Section 2: Election

The ACADEMY delegates are elected by the Voting Membership with the exception that the ACADEMY's President shall serve as the Alternate Delegate.

- A. Delegate terms shall be three (3) years, aligned with the duration of their elected positions. Service begins with a six (6)-month term as Chief Delegate-Elect starting July 1, ascending to full Chief Delegate on January 1.
- B. No member may serve more than two (2) consecutive full terms, or a total of six (6) consecutive years, in any combination of the roles of Chief Delegate, Delegate or Alternate Delegate.
- C. Vacancies
If the Delegate is unable to fulfill their full term, the Board of Directors shall appoint a replacement to serve the remainder of the unexpired term. A member who has previously served two (2) consecutive full terms as Chief Delegate, Delegate, or Alternate Delegate may be appointed to fill a vacancy for the remainder of a term.

Section 3: Duties of Delegates

Delegates of the ACADEMY shall fulfill the following responsibilities in relation to the ASSOCIATION’s House of Delegates:

- A. Attend all annual and special meetings of the House of Delegates of the ASSOCIATION.
- B. Represent the ACADEMY’s interests and positions on all matters presented for deliberation and action within the House of Delegates.
- C. Review and evaluate all matters brought before the House of Delegates and actively solicit input from the ACADEMY’s membership and Board of Directors to inform their representation.
- D. Provide timely reports to the ACADEMY’s membership and Board of Directors regarding actions taken by the House of Delegates, including the rationale and potential implications of those actions.
- E. Delegates shall complete additional duties as stated in the ACADEMY’s Policy and Procedures Manual.

ARTICLE X: ELECTIONS

- A. Members of the Board of Directors, Nominating Committee, Delegate, and Physical Therapist Assistant Council Representative shall be elected by the ACADEMY Voting Membership.
- B. All nominees must be current members of the ACADEMY in good standing and must maintain such status for the duration of their three (3) year elected term.

Staggered Election Cycles and Terms of Office

Elected positions shall be elected on a staggered three (3)-cycle basis:

- Cycle 1: Vice President, Director of Education, Director of Membership, Delegate, Physical Therapist Assistant Council Representative,
- Cycle 2: President-Elect, Treasurer, Director of Research, Director of Knowledge Synthesis
- Cycle 3: Secretary, Chief Delegate, Director of Communications, Director of Practice.

- C. The Nominating Committee shall present its slate of open positions for the election cycle with a call for nominations at the ACADEMY’s annual business meeting.

- D. An electronic ballot shall be conducted in the second (2nd) quarter annually. For the election to be considered valid, a minimum of one hundred (100) ballots must be returned.
- E. Election for each office or position shall be by a plurality of the valid votes cast. Each eligible member shall have one (1) vote. Only in the event of a tie vote, the election shall be decided by lot. The method of lot (e.g., drawing names, flipping a coin) shall be determined by the Nominating Committee Chair and conducted in a fair and impartial manner. The outcome of the lot shall be considered final.
- F. Members shall be provided with a minimum of ten (10) days' notice prior to the commencement of the election.
- G. Members shall have a period of two (2) weeks to review candidate profiles and submit their votes.
- H. The ACADEMY shall ensure that members receive clear and timely information regarding the matters to be voted on, voting procedures, deadlines, and access to relevant supporting materials.
- I. The ACADEMY Executive Officer shall be responsible for tabulating election results. The Chair of the Nominating Committee shall verify the election results.
- J. The Chair of the Nominating Committee shall report the election results to all nominees, the Board of Directors, and membership within forty-five (45) days of the election.
- K. Records of election notices and voting results shall be maintained to ensure transparency and compliance with ACADEMY's Policies and Procedures Manual and applicable regulations.

ARTICLE XI: FINANCE

Section 1: Fiscal Year

The fiscal year of the ACADEMY shall align with the ASSOCIATION's fiscal year, which is January 1 through December 31.

Section 2: Fiscal Responsibility

The Board of Directors shall not commit the ACADEMY to any financial obligation in excess of its current financial resources.

Section 3: Reports

The ACADEMY shall submit its annual financial statements, tax returns, and audit reports to the ASSOCIATION in accordance with the timelines and procedures established by ASSOCIATION.

ARTICLE XII : DISSOLUTION

Section 1 : Dissolution

The ACADEMY may be dissolved upon the recommendation of the Board of Directors, supported by an affirmative vote of no less than three-fourths (3/4) of the ACADEMY's Board of

Directors. Such a recommendation must then be adopted by at least two-thirds (2/3) of the ACADEMY members voting on a question of dissolution in a referendum.

Dissolutions shall be conducted in accordance with the requirements of the Indiana Nonprofit Corporation Act of 1991, as amended, including the filing of appropriate Articles of Dissolution with the Indiana Secretary of State and the settlement of all financial obligations.

If the ACADEMY is dissolved, its property and records shall be conveyed to the ASSOCIATION after payment of any bona fide debts. The ASSOCIATION shall not be obligated for any ACADEMY debts unless the ACADEMY has been specifically authorized by the Board to act on behalf of the Association.

Section 2: Disposition of Property and Records

All property and records of the ACADEMY shall be conveyed to the ASSOCIATION, provided such transfer is permissible under applicable law and consistent with the ACADEMY's 501(c)(6) tax-exempt status and with the Indiana Nonprofit Corporation Act of 1991, as amended.

ARTICLE XIII: MISCELLANEOUS

Section 1: Books and Records

The ACADEMY shall maintain correct and complete books and records of account and shall keep minutes of the proceedings of its Board and committees. The ACADEMY shall maintain a record of its voting members. All books and records shall be maintained in accordance with applicable laws and ACADEMY and ASSOCIATION policies. Records may be kept in written or electronic form and shall be made available to the ASSOCIATION and members of the Board upon reasonable request.

Section 2: Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the ACADEMY in all cases to which they are applicable and in which they are consistent with these bylaws and any special rules of order adopted by the ACADEMY.

Section 3: ASSOCIATION as Higher Authority

In addition to these bylaws, the ACADEMY is governed by the ASSOCIATION Bylaws and by the ASSOCIATION's House of Delegates and Board of Directors' Standing Rules.

Section 5: Bylaws Reviews

To ensure the bylaws remain current and reflective of the ACADEMY's structure, the bylaws shall be reviewed every other year by the ACADEMY's Secretary or an appointed governance task force for the expressed purpose of bylaw review.

Section 6: Bylaws Amendment Process

Except as provided in Sections 2 and 3 below, these bylaws may be amended by:

- A. The Voting Membership who shall have the authority to vote electronically to: Adopt and amend the bylaws of the ACADEMY.

- B. The notice of bylaw amendments subject to electronic vote shall include a detailed description of the issue, voting procedures, applicable deadlines, and access to relevant materials. Such notice shall be

distributed electronically to all Voting Members in accordance with the notice requirements set forth in these bylaws.

Amendments to these Bylaws may be proposed by the Board of Directors, a standing committee, or by petition of ten percent (10%) of the Voting Members in good standing.

Amendments shall be adopted by electronic vote of the ACADEMY's Voting Members in accordance with Article V, Section 1, which outlines quorum and voting requirements.

Section 7: Amendments Required by the Association

If the intent of an amendment is editorial or to bring the ACADEMY's bylaws into agreement with those of the ASSOCIATION, the amendment shall be made as required by the ACADEMY's President and Secretary and approved by the ACADEMY's Board of Directors. The President shall notify the ACADEMY's membership of such an amendment.

Section 8: Prior Approval by the Association

Amendments to the ACADEMY's bylaws become effective upon the date of written approval by the ASSOCIATION.