

**BYLAWS OF THE ACADEMY OF CLINICAL ELECTROPHYSIOLOGY
AND WOUND MANAGEMENT, APTA, Inc. (ACEWM)**

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ARTICLE I: RELATIONSHIP TO AMERICAN PHYSICAL THERAPY ASSOCIATION

The Academy of Clinical Electrophysiology and Wound Management, APTA Inc., hereinafter referred to as the Academy, shall be a section of the American Physical Therapy Association, hereinafter referred to as the Association.

ARTICLE II: PURPOSE

The purpose of this Academy shall be:

- A. To further the objectives of the Association as expressed in the Association Bylaws and Policy Statements made by the House of Delegates.
- B. To meet the needs of persons interested in clinical electrophysiology, biophysical agents, and integumentary and wound management herein referred to as clinical electrophysiology and wound management applicable to the profession of physical therapy.

ARTICLE III: OBJECTIVES

- A. To carry out the functions of the Association as set forth in the Association Bylaws and Policy Statements made by the House of Delegates.
- B. To provide forums for education in clinical electrophysiology, biophysical agents, and wound management.
- C. To provide mechanisms for the exchange of information among physical therapy educators, researchers, practitioners and other persons interested in clinical electrophysiology, biophysical agents, and wound management.
- D. To identify and promote utilization of standards of competency for practice, research and education in clinical electrophysiology, biophysical agents, and wound management.
- E. To identify and respond to areas of concern related to clinical electrophysiology, biophysical agents, and wound management.

ARTICLE IV: MEMBERSHIP

Section 1: Categories and Qualifications of Members

The Academy membership categories and qualifications for Physical Therapist and Life Physical Therapist, Physical Therapist Assistant and Life Physical Therapist Assistant, Student Physical Therapist and Student Physical Therapist Assistant, Retired Physical Therapist and Retired Physical Therapist Assistant shall be the same as those of the Association.

Section 2: Rights and Privileges of Members

The rights and privileges of the Academy's members shall be identical to those established in the Association's bylaws.

Section 3: Application

An eligible Association member shall apply to the Association for Academy membership. Upon payment of current Academy dues, the applicant shall become a member of the Academy.

Section 4: Good Standing

A member is in good standing within the meaning of these Bylaws if the member:

- A. Is in good standing in the Association
- B. Makes timely payment of Academy dues. A member whose Academy dues have not been received by the due date shall be considered to be in arrears and shall have all membership privileges suspended. If the dues are not received within 30 calendar days after the due date, the membership shall be revoked.

Section 5: Disciplinary Action

- A. Any member of the Academy who is suspended by the Association shall have his or her membership privileges suspended in the Academy.
- B. Any member who is expelled from membership in the Association shall be expelled from Academy membership.

Section 6: Reinstatement

Any former member of the Academy who is in good standing in the Association may be reinstated to membership in the Academy by payment of the required Academy dues.

ARTICLE V: SPECIAL INTEREST GROUPS

Section 1: Wound Management Special Interest Group

The Academy shall have a Special Interest Group known as the Wound Management Special Interest Group. The Wound Management Special Interest Group shall have a Chair, who shall be appointed by the Board of Directors for a three-year term in accordance with Article VII. A vacancy in the position of Chair shall be filled in accordance with Article VII.

Section 2: Other Special Interest Groups

Special Interest Groups other than the Wound Management Special Interest Group may be established and/or dissolved in accordance with these Bylaws and rules of order specified by the Academy. The establishment or dissolution of any such other Special Interest Group shall be subject to approval by the Academy's Board of Directors.

Section 3: Limitations

All Special Interest Groups:

- A. Shall operate under bylaws and rules of order established by the Academy's Board of Directors.
- B. Shall not profess or imply that it speaks for or represents the Academy or members other than those currently holding membership in the Special Interest Group unless authorized to do so in writing by the Academy's Board of Directors.
- C. Shall not levy special assessments that carry punitive action or loss of good standing.

ARTICLE VI: MEETINGS

- A. There shall be at least one (1) Academy Business Meeting per year.
- B. The Annual Meeting of the Academy shall be held at the time and place of the Combined Sections Meeting of the Association.
- C. Special business meetings may be held during any calendar year. Special meetings may be called by the President, four voting members of the Board of Directors, or by petition of 20% of the Academy membership to the Board of Directions or President. Sixty days written notice shall be provided to the membership for such Special Business Meetings.
- D. Attendance at business meetings is limited to Academy members in good standing and invited guests approved by the Academy's officers.
- E. A quorum of the membership is fifteen (15) members.
- F. All meeting minutes shall be submitted to the Association within 45 days of the date of the meeting.

ARTICLE VII: BOARD OF DIRECTORS, EXECUTIVE COMMITTEE, OFFICERS

Section 1: Composition of the Board of Directors

The Board of Directors shall be a seven-member body that consist of the four elected officers and three Chairs appointed by the Board of Directors: (i) the Chair of the Wound Management Special Interest Group, (ii) the Chair of the Clinical Electrophysiology Committee on Practice, and (iii) the Chair of the Biophysical Agents Committee on Practice.

Section 2: Officers

The officers of the Academy shall be the President, Vice-President, Secretary, and Treasurer.

Section 3: Qualifications to Hold Office

The members of the Academy who may hold office are those who have consented to serve and who are described in the Association's Bylaws, Article IV, Section 2, Sub-paragraph B (3).b. Physical Therapist Assistant, Retired Physical Therapist Assistant, and Life Physical Therapist Assistant may hold office subject to the limitations specified in the Association Bylaws, Article V, Section 5, Subparagraph C.

Section 4: Terms of Officers

The members of the Board of Directors shall be divided into 3 classes, which shall be as nearly equal in size as possible. The President shall belong to the first class, whose members shall be elected or appointed in years that are multiples of three. The Vice-President shall belong to the second class, whose members shall be elected or appointed in the year after the first class. The Secretary and the Treasurer shall belong to the third class, whose members shall be elected or appointed in the year after the second class. The officers shall serve three-year terms, which shall begin at the end of the Academy's annual meeting at which their election is announced. No person shall serve more than two consecutive terms in one office or hold more than one office at a time. An officer may be a member of any Academy committee or the chair of any Academy committee except one whose chair is a member of the Board of Directors.

Section 5: Terms of Chairs

The Chairs of the Wound Management Special Interest Group, the Clinical Electrophysiology Committee on Practice, and the Biophysical Agents on Practice shall be appointed by the Board for three-year terms. The Board shall appoint the Chair of the Wound Management Special Interest Group as soon as feasible after the announcement of the election of the President at the Academy's annual meeting. The Board shall appoint the Chair of the Clinical Electrophysiology Committee on Practice as soon as feasible after the announcement of the election of the Vice-President at the Academy's annual meeting. The Board shall appoint the Chair of the Biophysical Agents Committee on Practice as soon as feasible after the announcement of the election of the Secretary and Treasurer at the Academy's annual meeting. No person shall be appointed to more than two consecutive terms as the Chair of the Wound Management Special Interest Group, the Clinical Electrophysiology Committee on Practice, or the Biophysical Agents Committee on Practice. A person who holds any one of these positions may be a member of any Academy committee or the chair of any Academy committee except one whose chair is a member of the Board of Directors.

Section 6: Vacancies

If a vacancy in the office of President arises the Vice-President shall succeed to the Presidency for the unexpired remainder of the term, and the office of Vice President shall become vacant. If a vacancy arises in the office of Vice-President, Secretary, or Treasurer the Board of Directors shall appoint a replacement, who shall serve for the unexpired remainder of the term. If a vacancy arises in the position of Chair of the Wound Management Special Interest Group, Chair of the Clinical Electrophysiology Committee on Practice, or Chair of the Biophysical Agents Committee on Practice, the Board of Directors shall appoint a replacement, who shall serve for the unexpired remainder of the term.

Section 7: Duties of the Board of Directors

In addition to the duties conferred or imposed upon the Board of Directors by law, including the fiduciary duty to manage the business and affairs of the Academy, and by these Bylaws, the Board of Directors shall:

- A. Conduct Academy business between annual and special business meetings.
- B. Establish special and advisory committees necessary to accomplish the objectives of the Academy.
- C. Carry out the mandates and policies of the Academy as determined by the Academy members.
- D. Have the power to authorize vote by regular or electronic mail of Academy membership as prescribed in the Bylaws.
- E. Appoint the Chair of each committee created by or under these Bylaws except the Finance Committee.
- F. Appoint the Chair of each Subcommittee of the Clinical Electrophysiology Committee on Practice and of the Biophysical Agents Committee on Practice

Section 8: Executive Committee

The Executive Committee shall consist of the officers of the Academy. Between meetings of the Board of Directors the Executive Committee shall have all powers of the Board, to the extent permitted by law. The Executive Committee shall monitor organizational needs and activities and may develop and recommend policy to the Board of Directors. Three members shall constitute a quorum. The Executive Committee shall meet at least twice a year. The President may call a meeting of the Executive Committee and must call a meeting of the Executive Committee on the request of two members. Notice of all meetings shall be given to all members of the Executive Committee not later than five days before the date fixed for the meeting.

Section 9: Duties of Officers

A. The President shall:

- a. Preside at all meetings of the Academy, Executive Committee, and Board of Directors
- b. Shall serve, ex officio, as a member of all committees except the Nominating Committee.
- c. Recommend to the Board of Directors the appointment and the creation of special and advisory committees.
- d. Submit a written annual report of the Academy to the Association by February 15.
- e. Have the privilege of appointing a parliamentarian.
- f. Notify the Association of the name of the Academy's delegate as required by the Standing Rules of the Association.
- g. Attend Presidential meetings at CSM and APTA's NEXT Conference and Exposition.
- h. Serve as the Alternate Delegate to the Association's House of Delegates or appoint the Alternate Delegate.

B. The Vice-President shall:

- a. Assume the duties of the President if the President is absent or unable to serve.
- b. Succeed to the position of President in the event of a vacancy in the office of President, for the unexpired portion of the term.
- c. Submit a written annual report to the President at least ten calendar days prior to the annual meeting, for presentation at the annual meeting.
- d. Serve as the Academy Delegate to the Association's House of Delegates.
- e. Oversee the Academy website.
- f. Be responsible for drafting appropriate changes to the Bylaws for disposition in accordance with Article XV.

C. The Secretary shall:

- a. Record the minutes of all Executive Committee, Board of Directors, and Academy meetings and distribute them to members of the Board of Directors in a timely fashion.
- b. Serve as historian of the Academy.
- c. Maintain the policies and procedural documents of the Academy, and coordinate the strategic planning process.
- d. Submit minutes of all Academy Business Meetings to the Association staff liaison within 45 calendar days following the Academy's meeting.

D. The Treasurer shall:

- a. Oversee the finances of the Academy
- b. Develop, with the assistance of the Finance Committee, an annual budget for consideration by the Board of Directors.
- c. Submit an audited financial report for the previous fiscal year to the Academy President by February 15.
- d. Monitor Academy investments utilizing Association resources to the extent feasible.

Section 10: Quorum

A quorum of the Board of Directors shall be four (4) members.

Section 11: Conduct of Meetings

The Board of Directors and Executive Committee may permit any or all of the members of the Board or Committee, respectively, to participate in a meeting by any means of communication by which all of the participating members may simultaneously hear each other during the meeting. A member of the Board of Directors or of the Executive Committee participating in a meeting by such means is deemed to be present in person at the meeting.

Section 12: Action Without a Meeting

Action by the Board of Directors or the Executive Committee may be taken without a meeting if each member signs a consent describing the action to be taken and delivers it to the corporation. A written consent and the signing of the consent may be accomplished by one or more electronic transmissions.

Section 13: Nonmembers of the Board

The Chairs of the following committees shall not be members of the Board of Directors but shall be entitled to attend meetings of the Board and to speak and debate: (a) Education Committee, (b) Membership Committee, and (c) Nominating Committee. The Chairs of these committees shall be appointed by the Board of Directors and shall serve three-year terms. The Assistant Chair of the Education Committee shall not be a member of the Board of Directors but shall be entitled to attend meetings of the Board and to speak and debate during the final year of the term of the Chair of the Education Committee. The Immediate Past President is the individual who most recently was President of the Academy (except for an individual who resigned from that office or who was removed from that office). The Immediate Past President shall not be a member of the Board of Directors but shall be entitled to attend meetings of the Board and to speak and debate for a period of one year after the end of his/her term as President. The Immediate Past President shall submit a report to the President at least ten calendar days before the Annual Meeting of the Academy for presentation at the Annual Meeting.

Section 14: Transfer of Records by Officers

Upon termination of office of service, each officer shall transfer appropriate records, in proper order, to the successor of that office not more than 30 calendar days after leaving office with the exception of the office of Treasurer, who will transfer records upon leaving office.

ARTICLE VIII: COMMITTEES

Section 1: Nominating Committee

- A. The Nominating Committee shall have three members, who shall be Physical Therapist, Retired Physical Therapist, or Life Physical Therapist members of the Academy in good standing.
- B. The members of the Nominating Committee shall be elected by members of the Academy in accordance with Article X. One member of the Nominating Committee shall be elected each year.
- C. Each member of the Nominating Committee shall serve a term of three years, and no member shall serve more than two consecutive terms.
- D. The senior member of the Committee shall be Chair of the Committee.
- E. The Nominating Committee shall be responsible for:
 - a. Preparing a slate of nominees for each elected office and position becoming vacant as described in the Academy's bylaws.
 - b. Coordination of ballot procedures.

- F. If a vacancy on the Nominating Committee arises, the Board of Directors shall appoint a replacement, who shall serve the unexpired remainder of the term. However, if a vacancy arises pursuant to Article VIII, Section 1, G, the Executive Committee shall appoint the replacement.
- G. Members of the Nominating Committee may run for any of the four offices. A member elected as an officer ceases to be a member of the Nominating Committee upon the announcement of his/her election.

Section 2: Finance Committee

The Finance Committee shall have a Chair, who shall be the Treasurer of the Academy. The President shall be a member of the Committee. The Committee shall have as many other members, appointed by the Board of Directors, as the Board may determine.

The Finance Committee shall:

- A. With the Executive Director's assistance, develop a proposed budget for consideration by the Board of Directors
- B. Provide audit data on request to the Board of Directors
- C. Submit biannual Finance Committee reports for review by the Board and for dissemination to membership.
- D. Monitors overall budgetary processes.
- E. Provides consultation regarding Academy's finances to the Board of Directors as requested.
- F. Develop investment strategies in conjunction with investment manager.

Section 3: Clinical Electrophysiology Committee on Practice

The Clinical Electrophysiology Committee on Practice shall have a Chair, who shall be appointed by the Board of Directors for a three-year term. A vacancy in the position of Chair shall be filled in accordance with Article VII. In addition to the Chair, the Committee shall have at least two other members who shall be appointed by the Board of Directors for a three-year term. A member may not be appointed to more than two consecutive terms on the Committee.

The Committee shall:

- A. Represent the interests of the practice of clinical electrophysiology
- B. Serve the membership by gathering information on current federal and state legislation, legal actions, and practice and reimbursement issues for clinical electrophysiology.
- C. Make recommendations to the Board of Directors regarding advice to be given to inquiring parties seeking assistance with legislative, legal, practice, and reimbursement issues that influence the practice of clinical electrophysiology and implement the provision of these advisory/assistance services in accordance with guidelines approved by the Board of Directors.
- D. Make recommendations to the Board of Directors regarding entry level knowledge and entry level practice as it relates to clinical electrophysiology.

Section 4: Biophysical Agents Committee on Practice

The Biophysical Agents Committee on Practice shall have a Chair, who shall be appointed by the Board of Directors for a three-year term. A vacancy in the position of Chair shall be filled in accordance with Article VII. In addition to the Chair, the Committee shall have at least two other members who shall be appointed by the Board of Directors for a three-year term. A member may not be appointed to more than two consecutive terms on the Committee.

The Committee shall:

- A. Represent the interests of the practice of biophysical agents
- B. Serve the membership by gathering information on current federal and state legislation, legal actions, and practice and reimbursement issues for biophysical agents.

- C. Make recommendations to the Board of Directors regarding advice to be given to inquiring parties seeking assistance with legislative, legal, practice, and reimbursement issues that influence the practice of biophysical agents and implement the provision of these advisory/assistance services in accordance with guidelines approved by the Board of Directors.
- D. Make recommendations to the Board of Directors regarding entry level knowledge and entry level practice as it relates to biophysical agents.

Section 5: Other Committees

The Board of Directors may establish such other committees as it deems advisable in order to carry out the work of the Academy.

ARTICLE IX: ACADEMY DELEGATE

The Academy's Delegate to the House of Delegates of the Association shall be the Vice-President. If the Vice-President is unable to serve, the Alternate Delegate shall serve as the Delegate. The Delegate must be a Physical Therapist member of the Academy in good standing and must have been an Association member, in any category of membership, in good standing for no fewer than two years immediately preceding the start of the House session. [APTA Bylaws, Article IV, Section 2(B)(4)(c), says that the privilege of serving as a section delegate is limited to PT and PTA members.] The Delegate's primary purpose shall be to represent the Academy's interest in the matters brought before the House of Delegates. The Academy's Delegate may not serve concurrently as the delegate for any component of the Association.

ARTICLE X: NOMINATIONS, ELECTIONS AND VOTING

Section 1: Nominations

- A. The Nominating Committee each year shall ask members to propose themselves or another member to be a candidate for Academy offices and positions. Prior to each election, the Nominating Committee shall prepare a preliminary slate of one or more nominees for each office and position(s) for which an election will be held. The Nominating Committee will slate only members in good standing who have consented to serve.
- B. The preliminary slate will be distributed electronically to the Academy membership and published in the Summer Newsletter. The preliminary slate will include a request for members to propose themselves or another member to be a candidate for the offices and positions for which an election will be held.
- C. The Nominating Committee will prepare a final slate of one or more nominees for each office and position for which an election will be held. The final slate will be distributed electronically to the Academy membership and published in the Winter Newsletter.

Section 2: Voting

- A. The voting body shall be composed of Academy members in good standing. Voting shall be done by mail ballot, except that the Board of Directors may authorize electronic voting pursuant to procedures prescribed by the Board.

Section 3: Mail Voting

If voting is conducted by mail ballot:

- A. Voters must use the official Academy ballot form mailed to them.
- B. The Academy will mail ballots by December 15. The deadline for returning the ballot shall be a date printed on the ballot, which shall be no fewer than 30 calendar days after the date ballots are mailed to the membership. In order to be counted, a ballot must be postmarked no later than the deadline.

- C. The ballot will include the offices and positions to be filled, candidate statements, and any supporting information the Nominating Committee deems appropriate. Instructions for completing and returning the ballot shall be printed on the ballot.
- D. The Chair of the Nominating Committee or designate shall receive the mail ballots, verify the voter's status, and assure that no duplicate ballots were cast.
- E. Ballots must be returned by at least 5% of the Academy members, measured as of the date of the mailing of ballots to membership, in order to constitute a legal vote. If ballots from 5% of the Academy members are not postmarked by the announced deadline, the Nominating Committee will extend the deadline by 2 weeks and email all members requesting non-voters to cast their vote. If ballots from 5% of the Academy members are not postmarked by the extended deadline, the vote will be considered invalid and the election process shall be repeated.

Section 4: Elections

- A. Elections shall be coordinated by the Nominating Committee.
- B. A plurality of the votes cast will determine the winner in all elections.
- C. Each Physical Therapist, Life Physical Therapist, and Retired Physical Therapist member shall be entitled to one vote. Each Physical Therapist Assistant, Life Physical Therapist Assistant, and Retired Physical Therapist Assistant member shall be entitled to one-half vote.
- D. The ballots shall be tallied by at least two Academy members (tellers) in good standing appointed by the President.
- E. Results of the election will be announced at the Annual Meeting at CSM and reported to the Academy membership in the Academy communications. Results will be provided to the Association's headquarters within 30 calendar days of being tallied.
- F. In the event of a tie vote, the tie will be broken by drawing lots.

ARTICLE XI: FINANCE

Section 1: Fiscal Year

The fiscal year of the Academy is January 1 through December 31.

Section 2: Dues

- A. The dues of the Academy shall be for 12 months of membership, which will conclude with the member's National expiration date.
- B. The dues for each membership category shall be:
 - a. Physical Therapist: \$40.00
 - b. Physical Therapist Post-Professional Student: \$40.00
 - c. Physical Therapist Assistant: \$30.00
 - d. Life Physical Therapist: no dues
 - e. Life Physical Therapist Assistant: no dues
 - f. Retired Physical Therapist: no dues
 - g. Retired Physical Therapist Assistant: no dues
 - h. Student Physical Therapist and Student Physical Therapist Assistant: \$5.00
- C. The dues of the Academy will not exceed the dues of the Association without specific approval of the Board of Directors of the Association.
- D. The Board of Directors may offer reduced rates for Academy dues as an incentive to promote membership.

Section 3: Limitation on Expenditures

- A. No officer, committee or employee shall spend any money not provided for in the budget as adopted by the Academy, nor spend any Academy money in excess of budget allotment except by the approval of the Executive Committee of the Academy.

- B. The Executive Committee of the Academy shall have the power to authorize expenditures in excess of the adopted budget. Such expenditures shall not be in excess of current financial resources. Notification of the amount and rationale of said expenditures will appear in the next Academy publication.

Section 4: Financial Statements

The Academy shall submit its annual financial statements, tax returns, and audit report to the Association when and as directed by APTA Headquarters.

ARTICLE XII: PUBLICATIONS AND COMMUNICATIONS

Section 1: Publications

The ACADEMY NEWSLETTER is an official publication of the Academy. Publication of meeting notices and prior notices of issues to be voted upon in the ACADEMY NEWSLETTER shall constitute official notice to all members, provided the Academy publication(s) has been mailed or emailed the required number of days prior to the meeting date.

Section 2: Communications

All members, including officers, must have permission from the Board of Directors before distribution of any Academy reports to persons other than Academy members. They also must have approval from the Board of Directors to represent the Academy on radio, television, through newspapers or interviews, or at a public or professional meeting.

ARTICLE XIV: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Academy in all cases in which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Academy may adopt.

ARTICLE XV: AMENDMENTS AND DISSOLUTION

Section 1: Amendments

- A. The Academy Bylaws may be amended at any annual or special meeting of the Academy by a two-thirds majority vote of those members present and voting with previous notice to members at least thirty (30) calendar days prior to the vote. Amendments to the Academy's bylaws become effective upon approval in writing by the Association's Board of Directors. (Exception: changes in Academy dues become effective on the first of the Academy's next fiscal year following approval by the Association's Board of Directors.)
- B. The Academy's Bylaws may be amended by mail ballot, provided that ballots are returned by at least 5% of the members of the Academy, measured as of the date of the mailing of the ballot, and that at least two-thirds of the votes cast favor the amendment.
- C. The Secretary may propose to the Board of Directors an amendment to the Bylaws that is merely editorial or that is necessary to bring the Academy's Bylaws into agreement with those of the Association. Such an amendment shall become effective upon adoption by the Academy's Board of Directors. The Board shall notify the Academy's membership that such an amendment has been made.
- D. A current copy of Academy Bylaws, including date of adoption, must be filed with the Association within 30 days of adoption.

ARTICLE XVI: ASSOCIATION AS HIGHER AUTHORITY

In addition to these Bylaws, the Academy is governed by the Association Bylaws and Standing Rules, and by Association policies.