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AMENDED AND RESTATED BYLAWS

OF

**COLORADO CHAPTER OF THE
AMERICAN PHYSICAL THERAPY ASSOCIATION**

(A non-profit corporation incorporated under the statutes of the State of Colorado)

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**ARTICLE I
Name and Territorial Jurisdiction**

Section 1. Name. The Colorado Chapter of the American Physical Therapy Association, hereinafter referred to as the Chapter, shall be a Chapter of the American Physical Therapy Association, hereinafter referred to as the Association.

Section 2. Territorial Jurisdiction. The territorial jurisdiction of the Chapter is the territorial boundaries of the State of Colorado.

**ARTICLE II
Object**

The object of the Chapter shall be the object of the Association as stated in Association Bylaws.

**ARTICLE III
Functions**

The functions of the Chapter shall be the same as the functions of the Association as established in its Bylaws.

**ARTICLE IV
Membership**

Section 1. Categories and Qualifications of Members. The Chapter membership categories and qualifications for Physical Therapist, Retired Physical Therapist, Life Physical Therapist, Student Physical Therapist, Physical Therapist Assistant, Retired Physical Therapist Assistant, Life Physical Therapist Assistant, Student Physical Therapist Assistant shall be the same as those of the Association. In addition, the Chapter shall maintain a single Corresponding Member category and a single Corresponding Student Member category, with rights and privileges as stated in Association bylaws.

Section 2. Rights and Privileges of Members.

A. The rights and privileges of the Chapter's members shall be identical to those established in the Association Bylaws.

B. Physical Therapist Assistant, Retired Physical Therapist Assistant and Life Physical Therapist Assistant will have one (1) vote at the Chapter level.

Section 3. Admission to Membership. Admission to Chapter membership is by assignment by the Association's Board of Directors.

Section 4. 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.

Section 5. Disciplinary Action.

A. Suspension. Any member of the Chapter who has been suspended by the Association shall have his/her membership privileges suspended in the Chapter. Any member of the Chapter who is expelled from membership in the Association shall be expelled from Chapter membership.

B. Complaints. Complaints to the effect that a member has violated the ethical principles or standards of the Association shall be processed in accordance with the Association's Procedural Document on Disciplinary Action.

Section 6. Reinstatement. Individuals are reinstated to Chapter membership in accordance with the Association's Standing Rules. The Chapter may not charge a reinstatement fee.

ARTICLE V
Districts and Special Interest Groups

Section 1. Districts. The Chapter may create districts, and special interest groups, within its territorial jurisdiction. The Chapter has established the following Districts: (the following listing is for information only, and the Board of Directors has full authority to add, alter the boundaries of, or dissolve Districts):

A. Mile High. Consists of the counties of Denver, Adams, Arapahoe, Jefferson, Boulder and parts of Douglas south to Castle Rock, and areas west of Denver to include Summit County.

B. Southeast. East of the Continental Divide and south of Castle Rock in Douglas County.

C. Northeast. East of the Continental Divide and north of the Adams county line, except for the counties of the Mile High district.

D. Western. West of the Continental Divide to the Utah border.

E. Districts.

(1) Formation and Dissolution. Districts may be formed and dissolved in accordance with the rules and conditions established by the Chapter's Policies and Procedures for Districts.

(2) Membership Assignment. District assignment shall be ruled upon by the Board of Directors when in contradiction to boundary assignments.

(3) Obligations. Each district shall be governed by the Chapter's Policies and Procedures for Districts and these shall not be inconsistent with Chapter or Association Bylaws and shall be approved by the Chapter Board of Directors and abide by these Bylaws.

(4) Finances.

(i) Districts shall not establish dues; and

(ii) Districts may levy special assessments on its own members by a two-thirds (2/3) vote of its members. Special assessments shall not carry punitive action or loss of good standing.

(5) Organization.

(i) The officers of the district shall be as prescribed in the Chapters' Policies and Procedures for Districts; and

(ii) A representative as designated in Article VII, Section 1: A, of these Bylaws shall serve on the Chapter Board of Directors.

Section 2. Special Interest Groups.

A. Formation and Dissolution. Formation and Dissolution of Special Interest Groups (SIGs). Special Interest Groups may be formed and dissolved in accordance with the rules and conditions established by the Chapters' Policies and Procedures for SIGs.

B. Purpose. Members of the Chapter having a common interest may meet, confer and promote their interests and the interest of their respective SIG.

C. Obligations. Each SIG shall:

(1) Be governed by the Chapter's Policies and Procedures for SIGs and these shall not be inconsistent with Chapter or Association Bylaws and shall be approved by the Chapter Board of Directors.

(2) Abide by these Bylaws.

D. Finances. SIGs may assess dues.

E. Organization.

(1) The officers of the special interest group shall be established according to SIG policy and procedures.

(2) One (1) Director at Large shall represent all the SIGs, as more particularly set forth in Section 1.A. of Article VII of these Bylaws.

Section 3. Limitations. Districts and Special Interest Groups are subject to the following limitations:

A. Bylaws and policies of the Association and the Chapter.

B. No district or special interest group shall profess or imply that it speaks for or represents the Chapter or members other than those currently holding membership in the district or special interest group, unless authorized to do so in writing by the Chapter's Board of Directors.

ARTICLE VI
Meetings

Section 1. Business Meetings. The Chapter shall hold at least one meeting of the Chapter membership for the conduct of business. If only one meeting is held, that meeting shall be known as the Annual Meeting; otherwise, another meeting may be as the Annual designated by the board Meeting. Attendance at meetings shall be limited to Chapter members and invited guests approved by the Chapter officers, provided at least fourteen (14) days notice is given to all members. A quorum shall consist of fifteen (15) members, including at least two officers.

Section 2. Special Meetings. Special meetings may be called by the Executive Committee, or by written petition of 50 percent of the membership, provided that thirty (30) days notice is given to all members. Attendance is limited to Chapter members and invited guests approved by the Chapter officers. A quorum shall consist of fifteen (15) members, including at least two officers.

Section 3. Meeting Minutes. All meeting minutes shall be submitted to the Association within 45 days after the meeting date.

ARTICLE VII
Board of Directors/Executive Committee/Officers

Section 1. Composition.

A. Board of Directors. The Board of Directors shall consist of eighteen (18) members, composed of the persons holding the Chapter offices or positions identified below:

- (1) President
- (2) President-Elect
- (3) Vice President
- (4) Treasurer
- (5) Secretary
- (6) Chief Delegate
- (7) Chief Delegate Elect
- (8) District Representatives [four (4) in total; one (1) from each District].
- (9) Six Directors at Large (Finance, Practice, Professional Development, SIG, Young Professional, Diversity Equity and Inclusion)
- (10) PTA Caucus Director, representing the *PTA Caucus* of the Chapter.

All such officers, directors at large and representatives designated in this Section 1.A. shall be known as Directors. Any vacancy on the Board of Directors resulting from the death, resignation, removal or disqualification of any person holding any of the offices or positions described in this Section 1.A. may be filled in accordance with Section 4.B.(8) of Article VII.

B. Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and Chief Delegate. The President-Elect shall serve in a non-voting capacity.

Section 2. Qualifications. Only such members of the Chapter as are provided for in the Association Bylaws, Article IV, Section 2, sub-paragraph B(3)b, who have been members in good standing for a period of at least two years immediately preceding their election, and who have consented to serve, shall be eligible for election to office. Physical Therapist Assistants Retired Physical Therapist Assistants, and Life Physical Therapist Assistants may hold office subject to the limitations specified in the Association Bylaws, Article V, Section 4, Sub-Paragraph C.

A. President-Elect. The President-Elect must have served on the Board of Directors of the Colorado Chapter of the APTA for a minimum of two (2) years.

B. Chief Delegate-Elect. The Chief Delegate-Elect must have been a Delegate and have attended the House of Delegates as a Delegate for a minimum of two (2) years.

Section 3. Officers. The officers of the Chapter shall be the President, President-Elect, Vice President, Secretary, Treasurer, Chief Delegate and Chief Delegate-Elect.

A. President. The President shall preside at all meetings of the Executive Committee, Board of Directors and Chapter. The President shall be an ex office member of all committees except the Nominating and Ethics committees. The President shall appoint all committee chairs except for the Nominating Committee. Only the President or his designee shall serve as the official spokesperson of the Chapter.

B. President-Elect. The President-Elect works closely with the President to become familiar with the responsibility and workings of the office and shall assume any duties as the President shall assign, according to Article VII, Section 4 B (6).

C. Vice President. The Vice President shall serve as Bylaws Chair and in other capacities as the President shall assign and according to Article VII, Section 4. B (6) of these Bylaws.

D. Secretary. The Secretary shall keep the minutes and records for all Chapter meetings.

E. Treasurer. The Treasurer shall be bonded, with the Chapter bearing the expense, and shall be the custodian of all Chapter funds which shall be paid on approval of the Board of Directors or upon a majority vote of the Chapter members. The Treasurer shall be responsible for reporting in writing on the financial status of the Chapter to the Association. The Treasurer shall also serve as a member of the Finance Committee.

F. Chief Delegate. The Chief Delegate is responsible for the Chapter's voting delegation at the annual session of the House of Delegates, and shall report action of the annual session of House of Delegates to the Chapter.

G. Chief Delegate-Elect. The Chief Delegate-Elect works closely with the Chief Delegate to become familiar with the responsibility and workings of the office.

Section 4. Tenure.

A. Board of Directors.

- (2) Finance, Practice and Young Professional Directors At Large are slated by the Nominating Committee and elected by the Membership upon expiration of their term.
- (3) Professional Development Director is not slated by the Nominating Committee. Upon expiration of their term the Director is designated by the Officers of the Professional Development Committee.
- (4) Diversity Equity and Inclusion Director is not slated by the Nominating Committee. Upon expiration of their terms the Director is designated by the current Officers of the Colorado Chapter DEI committee.
- (5) Special Interest Group (SIG) Director is not slated by the Nominating Committee. Upon expiration of their term the Director is designated by

rotation or appointment from the current Officers of Colorado Chapter SIGs. The Director must be a current SIG member.

(4) The term of office for each representative of the Board of Directors is two years or until the election of their successors.

(5) Members of the Board of Directors shall assume office thirty (30) days after the election.

(6) In the event a position on the Board of Directors becomes vacant, the Executive Committee of the Board, District or Special Interest Group affected shall appoint a member to fill the unexpired portion of the term.

(7) Term limitations of Directors are prescribed in Chapter Board of Directors' Policies and Procedures.

B. Officers.

(1) The term of office for the office of President is three years, or until the election of his/her successor.

(2) The term of office for each of the following offices is two years or until the election of their successors: Vice President, Secretary, Treasurer and Chief Delegate.

(3) The term of office for the President-Elect is one year, or until the election of his/her successor. The President-Elect will automatically assume the position of President one (1) year after being elected.

(4) The term of office for the Chief Delegate-Elect is one (1) year, or until the election of his/her successor, and shall serve as a voting member of the House of Delegates. The Chief Delegate-Elect will automatically assume the position of Chief Delegate one (1) year, after being elected.

(5) Officers of the Chapter shall assume office thirty (30) days after the election.

(6) Should the President be absent or if the office of the President should become vacant between elections, the President-Elect shall preside or fill the vacancy. When there is no President-Elect, the next qualified officer in the following order (Vice President, Secretary, Treasurer, Chief Delegate) will preside until the election of a President-Elect.

(7) Should the office of the President-Elect become vacant between elections, the office shall remain vacant and a special election for the President will be held at the next annual meeting.

(8) Vacancies created by the death, resignation, removal or disqualification of other officers shall be filled upon recommendation by the Executive Committee and appointment by the Board of Directors for the unexpired portion of the term.

(9) No member shall serve more than six complete consecutive terms and no more than two complete consecutive terms in the same office. The combined service of President-Elect and President shall be considered as serving one term in office.

Section 5. Duties.

A. Board of Directors. The Board of Directors shall:

- (1) Carry out the mandates and policies of the Chapter;
- (2) Direct all business and financial affairs for and on behalf of the chapter; be responsible for all its property and funds;
- (3) Foster the growth & development of the Chapter;
- (4) Employ an Executive Director who shall be responsible to the Board of Directors;
- (5) Publish Bylaws;
- (6) Be responsible for maintaining adequate representation to the Board of Directors and filling vacancies as they occur on the Board of Directors;
- (7) Create committees and task forces except for the Nominating Committee, the Finance Committee and the Ethics Committee which are provided for in Article VIII, Section 1 of these Bylaws;
- (8) Be responsible for programming, time, and location of Chapter meetings;
- (9) Be responsible for Chapter publications; and
- (10) Provide for development and maintenance, and review of Chapter policies and procedural documents.

B. Executive Committee.

- (1) The Executive Committee shall exercise the power of the Board of Directors between its meetings.

(2) The Executive Committee members shall serve as liaison to the Chapter's Committees and SIGs as appointed by the President.

Section 6. Conduct of Business.

A. Board of Directors. The Board of Directors shall meet not less than twice a year. A majority constitutes a quorum. The President shall call a special meeting of the Board of Directors on written request of ten (10) members of the Board of Directors. Notice of all meetings shall be given to all members of the Board of Directors not less than ten (10) days before the date of the meeting. When a decision is needed between meetings of the Board of Directors voting may be conducted by the most expedient process permitted by the Colorado Revised Nonprofit Corporation Act.

B. Executive Committee. The Executive Committee shall meet not less than twice a year. Three members constitute a quorum. The President may call a special meeting on request of three (3) members of the Executive Committee. Notice of all meetings shall be given to Executive Committee members not later than five (5) days before the date of the meeting.

ARTICLE VIII
Committees

Section 1. Standing Committees. The standing committees of the Colorado Chapter shall be the Diversity, Equity, Inclusion Committee, Finance Committee, the Ethics Committee and the Nominating Committee.

A. Finance Committee.

(1) Composition. The Finance Committee shall consist of Treasurer, District Treasurers, and one member to be appointed biennially.

(2) Duties. The committee shall advise the Board of Directors on matters pertaining to the Chapter financial needs, growth and stability, investment policies, and compliance with financial obligations to APTA. The Committee shall be responsible for presentation of an annual budget to the Board of Directors

B. Ethics Committee.

(1) Composition. The Ethics Committee shall consist of no less than five (5) appointed members providing geographic and practice representation throughout the state. The member with the most seniority on the committee shall serve as chairperson.

(2) Duties. This committee shall process and interpret ethical principles and standards of the Association according to the Procedural Document on Disciplinary Action.

C. Nominating Committee.

(1) Composition and Tenure. The Nominating Committee shall consist of four (4) Physical Therapist, Life Physical Therapist, Physical Therapist Assistant, Life Physical Therapist Assistant, Retired Physical Therapist, or Retired Physical Therapist Assistant members who have been Chapter members in good standing for two (2) years. Nominating Committee members shall be elected for three-year terms or until the election of their successors and shall assume office thirty (30) days after the election.

(2) Duties. The Nominating Committee shall, in addition to the duties otherwise directed by the membership shall: (1) foster activities that maintain and promote a pool of nominees; (2) prepare a slate for each position from those consenting to serve, if elected, for officers and directors at large, delegates at large, Nominating Committee members and Representative to the PTA Caucus, as directed by the Chapter's Nomination and Election Manual; (3) strive to have representation on the Nominating Committee slate from each District; (4) strive to seek out a diverse slate of qualified candidates with regard to special interest, clinical specialty, practice setting and geographic location; (5) post the slate of candidates on the Chapter web site fourteen (14) days prior to the annual meeting.

(3) Chair. The chair shall be elected by the committee and shall serve until the successor assumes office. The chair shall present the slate to the membership at the annual meeting.

D. Diversity, Equity, Inclusion Committee

(1) Composition. The DEI Committee shall consist of no less than three (3) appointed members.

(2) Duties. The committee shall provide the Board with strategic counsel and recommendations for advancing diversity, equity, and inclusion in the Chapter and profession.

E. Other Committees. Other committees and task forces may be established by the Board of Directors.

ARTICLE IX
Delegates to the House of Delegates

Section 1. Qualifications. Qualifications are as prescribed by Association Bylaws.

Section 2. Chief Delegate-Elect/Chief Delegate. The Chief Delegate-Elect shall attend the annual conference as a Delegate at Large, or as a district representative if already serving in that

capacity in the year of such person's election and serve as Chief Delegate for the ensuing two (2) years.

Section 3. Selection.

A. The number of delegates representing the Chapter will be determined by the Association's apportionment number based on Chapter membership.

B. Representation will consist of President, President-Elect, Chief Delegate, Chief Delegate-Elect, representation from Districts and membership at large (delegate at large) to constitute the voting delegation.

C. The terms will be determined according to Bylaws governing election of officers and Chapter Board of Directors Policies and Procedures.

D. The term of office for Delegate at Large is two years, or until the election of his/her successor.

Section 4. Alternate Delegate at Large. The President may appoint an alternate delegate at large to represent the Chapter.

Section 5. Rights and Duties. Delegates are responsible for attending special meetings as called by the Chief Delegate, attending the annual association House of Delegates, and conducting business according to Association Bylaws Article VII, Section 5, and to Chapter policies. A delegate may not, in the same year, serve as a section or assembly delegate. The Chapter shall notify the Association of delegates' names as required by the Association and the standing rules of the House of Delegates.

ARTICLE X
Representative to the Physical Therapist Assistant Caucus
("PTA Caucus")

Section 1. Qualifications.

A. The qualifications of the representative shall be as stated in the APTA Board of Directors policies and procedures.

B. The Chapter shall notify the Association of the name of the representative as required by the Association.

Section 2. Election and Term. The representative to the PTA caucus shall be elected by the membership of the chapter. The term of office for the representative is two years.

Section 3. Duties of the Representative.

A. Serve as the PTA Caucus Director on the Board of Directors.

B. To attend the annual and special meetings of the PTA Caucus.

C. To present to the PTA Caucus such matters as are ordered by the Board of Directors and/or voting body.

ARTICLE XI Elections

Section 1. Vacancies.

A. At the annual meeting of any Chapter, offices with incumbents coming to the end of their regular terms shall be filled in compliance with the Chapter's policies on elections.

B. The slate of nominees will be posted at least fourteen (14) days prior to the election on the Colorado Chapter web site or other appropriate Chapter communications method.

Section 2. Nominations from Floor. Nominations from the floor may be made at the annual meeting prior to voting, provided eligibility has been verified and written consent to serve has been obtained and submitted to the presiding officer before or at the annual meeting.

Section 3. Rules of Plurality. The rule of plurality shall be in effect in all elections. Election shall be by written ballot. Pursuant to the authority granted by Colorado House Bill 15-1117, effective August 5, 2015, electronic voting by the members of the Chapter or members of the Chapter's Board of Directors in any form shall be allowed when permitted by appropriate resolutions adopted by the Board of Directors.

Section 4. Tellers. Tellers shall be appointed by the presiding officer when members vote for candidates for any position. Tellers shall file an election report which will be filed including the number of votes cast for each eligible candidate. In the event of a tie, re-balloting shall be held to determine the election.

Section 5. Minutes. Chapter business meeting minutes shall be submitted to the Association headquarters by the Chapter Secretary within forty-five (45) days following a meeting or election.

ARTICLE XII Finance

Section 1. Fiscal Year. The fiscal year of the Chapter shall be the same as that of the Association.

Section 2. Limitations on Expenditures. No officer, employee or committee shall expend any money not provided in the budget as adopted, or spend any money in excess of the budget

allotment, except by order of the Chapter's Board of Directors. The Board of Directors shall not commit the Chapter to any financial obligation in excess of its current financial resources.

Section 3. Dues.

A. Dues for membership shall be established by the Board of Directors.

B. All dues shall be for the period specified in the Association Bylaws and shall be payable following the Association schedule.

C. All dues changes approved by the Association's Board of Directors before the Association's deadline will become effective on the first of the Association's next fiscal year.

Section 4. Documentation. The Chapter shall submit its annual financial statements, tax returns, and audit report to the Association when and as directed by APTA headquarters.

ARTICLE XIII
Dissolution

Section 1. Dissolution by the Chapter. A petition for dissolution signed by twenty percent (20%) of the members eligible to vote may be presented to the Board of Directors. The Board of Directors shall then give timely notice to the membership and provide an opportunity for discussion at a general meeting. Following these steps, the Chapter shall be dissolved if a two-thirds (2/3) vote is obtained.

Section 2. Dissolution by the Association. Should the Chapter fail to observe its obligations to the Association, the Association may revoke the Charter of the Chapter in accordance with Association Bylaws.

Section 3. Property and Records. In the event of Chapter dissolution or Chapter revocation, all property and records in the possession of the Chapter shall, after payment of bona fide debts, be conveyed to the Association.

ARTICLE XIV
Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order adopted by the Chapter.

ARTICLE XV
Amendments

Section 1. Procedure. These Bylaws may be amended in whole or in part by a two-thirds (2/3) vote at any regular or special meeting of the Chapter provided that at least fourteen (14) days prior to that meeting, a copy of the proposed amendments has been sent to the voting body.

Section 2. Automatic Bylaw Change. If the intent of an amendment is editorial or to bring the Chapter's bylaws into agreement with those of the Association, the amendment shall be made as required by the Vice President and shared with the Board of Directors. The Vice President shall notify the Chapter's membership that such amendments have been made.

Section 3. Approval. Sixty (60) days prior to giving notice to the membership, the Chapter must submit two (2) copies of proposed bylaw amendments to the APTA headquarters for parliamentary review. The parliamentarian will review the proposed amendments for any inconsistencies with Association Bylaws and provide written feedback to the chapter. After action on bylaw amendments, a copy of the Bylaws including the date of adoption must be sent to Association headquarters within thirty (30) days for approval by Association Board of Directors.

ARTICLE XVI
Association as Higher Authority

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

ARTICLE XVII
Indemnification

Section 1. Definitions. For purpose of this Article, the following terms shall have the meanings set forth below:

A. Proceeding. Any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, whether formal or informal.

B. Indemnified Person. Any person (and, if deceased, such person's heirs, devisees or personal representatives) who is or was a party or is threatened to be made a party to any proceeding, by reason of the fact that such person is or was a director or officer of the corporation, or while a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise, or employee benefit. A director or officer shall be considered to be serving an employee benefit plan at the corporation's request if such person's duties to the corporation also impose duties on or otherwise involve services by such person to the plan or to participants in or beneficiaries of the plan.

C. Official capacity. Official capacity, when used with respect to a director, means the office of director in the corporation, and when used with respect to an individual other than the director, means the office in the corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the corporation. Official capacity includes service with the corporation or an affiliated corporation, partnership, joint venture, trust or other enterprise, or employee benefit plan.

D. Corporation. Corporation includes any domestic or foreign predecessor entity of the corporation in a merger, consolidation or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

E. Liability. Liability means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expense (including attorney's fees) incurred with respect to a proceeding. In addition, reference herein to other terms which may be defined in the Colorado Business Corporation Act shall have the same meanings set forth therein as the same may be amended from time to time, except to the extent that such Act conflicts with the Colorado Revised Nonprofit Corporation Act, in which event the provisions of the latter Act will govern.

Section 2. Actions by or in the Right of the Corporation. The corporation shall indemnify any Indemnified Person who was or is a party to any proceeding by or in the right of the corporation to procure a judgment in its favor against reasonable expenses (including attorney's fees) incurred in the defense or settlement of such action or suit if (a) such persons conducted themselves in good faith; and (b) such persons reasonably believed that their conduct was in the best interest of the corporation in the case of conduct in their official capacity with the corporation, or such persons reasonably believed that their conduct was at least not opposed to the corporation's best interest in the case of conduct not in their official capacity with the corporation, except no indemnification shall be made in relation to a proceeding in which such person shall be adjudged liable unless and only to the extent that the court in which such proceeding was brought, or any other court of competent jurisdiction, determines upon application that, whether or not such person meets the standards of conduct described in (a) and (b) above and despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses (including attorneys' fees) which such court deems proper, but such expenses shall be limited to reasonable expenses incurred if such person was adjudged liable to the corporation in the proceeding. If any claim that may be made by or in the right of the corporation against any person who may seek indemnification under this Article XVII is joined with any claim by any other party against such person in a single proceeding, the claim by or in the right of the corporation (and all expenses related thereto) shall nevertheless be deemed the subject of a separate and distinct proceeding by or in the right of the corporation for the purpose of the Article XVII.

Section 3. All Other Actions. The corporation shall indemnify any Indemnified Person who was or is a party to any proceeding (other than an action by or in the right of the corporation) against reasonable expenses (including attorneys' fees), judgments, penalties, fines, and amounts paid in settlement incurred by him in connection with such proceeding if:

A. Such persons acted in good faith;

B. Such persons reasonably believed that their conduct was in the best interest of the corporation in the case of conduct in their official capacity with the corporation, or such persons reasonably believed that their conduct was at least not opposed to the corporation's best interests in the case of conduct not in their official capacity with the corporation; and

C. With respect to any criminal proceeding, such persons had no reasonable cause to believe their conduct was unlawful, except that no indemnification shall be made in connection with any proceeding charging improper personal benefit in which such person shall be adjudged liable on the basis that a personal benefit was improperly received by such person unless and only to the extent that the court in which such proceeding was brought, or any other court of competent jurisdiction, determines upon application that, whether or not such person meets the standards of conduct described in A, B, or C above and despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses (including attorney's fees) which the court deems proper, but said expenses shall be limited to reasonable expenses incurred if such person is adjudged liable on the basis of improperly

receiving a personal benefit. The termination of any proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, is not of itself determinative that the person did not meet the standards of conduct set forth in Sections 2 and 3 above.

Section 4. Successful Defense. To the extent that the Indemnified Person has been wholly successful on the merits or otherwise in defense of any proceeding referred to in Sections 2 or 3 above, such persons shall be indemnified by the corporation against reasonable expenses (including attorneys' fees) incurred by such persons in connection therewith, and should such indemnification be required as a result of application to the court conducting such proceeding or to another court of competent jurisdiction, the corporation shall also pay such reasonable expenses (including attorney's fees incurred by him to obtain the court-ordered indemnification. The foregoing indemnification is to be made without the necessity of a determination that the person met the applicable standards of conduct described in Sections 2 and 3 or that indemnification is authorized or reasonable in amount, as provided in Section 5 below.

Section 5. Determination that Indemnification is Permissible and Authorization of Indemnification and Evaluation as to Reasonableness. Except for the indemnification made by the corporation under Section 4, any indemnification made by the corporation under Sections 2 and 3 above shall be made upon the determination that indemnification of the person is permissible in the circumstances because such person has met the applicable standards of conduct set forth in Sections 2 or 3. Such determination shall be made:

A. By the Board of Directors by a majority vote of a quorum of the directors consisting of directors who were not parties to the proceeding;

B. If a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors designated by the Board of Directors, which committee shall consist of two or more directors not parties to the proceeding, except that directors who are parties to the proceeding may participate in the designation of directors for the committee; or

C. If a quorum of the Board of Directors cannot be obtained or the committee of the Board of Directors cannot be established, or even if such quorum is obtained or committee established, if such quorum or committee so directs, the determination that indemnification is permissible may be made:

(1) By independent legal counsel selected by a vote of the Board of Directors or the committee in the manner specified in A or B above or, if a quorum of the full Board of Directors cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full Board of Directors; or

(2) By the members. Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible; except that if the determination that indemnification is permissible is made by independent legal counsel, authorization

of indemnification and evaluation as to reasonableness of expenses shall be made by the body that selected said counsel.

Section 6. Advance Payment of Expenses. Expenses (including attorneys' fees) or some part thereof incurred in defending a proceeding shall be paid by the corporation in advance of the final disposition of such proceeding if:

A. The Indemnification Person furnishes the corporation with a written affirmation of his good-faith belief that he has met the applicable standards of conduct described in Sections 2 and 3;

B. The Indemnified Person furnishes to the corporation a written undertaking executed by him or on his behalf to repay such amount unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in Sections 2, 3 or 4; and

C. A determination is made that the facts then known to these making the determination would not preclude indemnification. The undertaking contemplated by B hereof shall be an unlimited general obligation of the Indemnified Person, but need not be secured and may be accepted without reference to financial ability to make repayment.

Section 7. Indemnification Not Exclusive. The indemnification provided in this Article XVII shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the articles of incorporation, any other Bylaws, agreement, vote or resolution of members of disinterested directors, or otherwise, an any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office. Furthermore, the corporation shall pay or reimburse expenses incurred by a person entitled to indemnification in connection with is appearance as a witness in a proceeding at a time when he has not been named defendant or respondent in a proceeding.

Section 8. Corporation May Purchase and Maintain Insurance. By action of the Board of Directors, notwithstanding any interest of the directors in such action, the corporation may purchase and maintain insurance in such amounts as the Board of Directors may deem appropriate, on behalf of any Indemnified Person against any liability asserted against or incurred by such persons in any capacity as an Indemnified Person or arising out of their status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article XVII or of the law.

Section 9. Report of Indemnification to Members. Any indemnification of or advance of expenses to a person entitled to indemnification in accordance with this Article XVII, if arising out of a proceeding by or on behalf of the corporation, shall be reported in writing to the members within or before the notice of the next members' meeting.

Section 10. Period of Indemnification. Any indemnification pursuant to this article shall be applicable to acts or omissions that occurred prior to the adoption of this article, shall continue as to any Indemnified Person who has ceased to be director or officer of the corporation or, at the

request of the corporation, was serving as and has since ceased to be director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise, or employee benefit plan, and shall inure to the benefit of the heirs, executors and personal representatives of such Indemnified Person. The repeal or amendment of this article or of any section or provision hereof which would have the effect of limiting, qualifying or restricting any of the powers or right or rights of indemnification, provided or permitted in this article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the corporation to indemnify any person, or affect any right or indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

Section 11. Right to Impose Conditions to Indemnification. The corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this article, such reasonable requirements and conditions as to the Board of Directors or members may appear appropriate in each specific case and circumstances, including but not limited to any one or more of the following:

A. That any counsel representing the person to be indemnified in connection with the defense or settlement or any proceeding shall be counsel mutually agreeable to the person to be indemnified and to corporation;

B. That the corporation shall have the right, at his option, to assume and control the defense or settlement or any claim or proceeding made, initiated or threatened against the person to be indemnified; and

C. That the corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the Indemnified Person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such right of subrogation to the corporation.

Section 12. General Provisions.

A. Colorado Business Corporation Act. In addition to and not by way of limitation of the indemnification provided for herein, the corporation shall also indemnify the persons entitled to be indemnified as described in this Article XVII in the same manner and to the same extent as is provided in the Colorado Business Corporation Act in effect on July 1, 1994 and as the same may be amended from time to time, except to the extent the Colorado Business Corporation Act conflicts with the Colorado Revised Nonprofit Corporation Act, in which event the provisions of the Colorado Revised Nonprofit Corporation Act will govern.

B. Limitation. The provisions set forth in this Article XVII are intended to reflect the corporation's obligation to indemnify, to the full extent permitted by law, any person who is or was a director, officer, agent, fiduciary or employee of the corporation against any claim, liability or expense arising against or incurred by such person as a result of actions reasonably taken by him at the direction of the corporation. The provisions set forth in this Article XVII are intended to reflect the corporation's authority to the full extent

permitted by law to indemnify its directors, officers, agents, fiduciaries and employees against any claim, liability, or expense arising against or incurred by them in all other circumstances and to maintain insurance for such persons to the full extent permitted by law. Such indemnification shall inure to the benefit of the estates, heirs, devisees and personal representatives of such persons. Article XVII of these Bylaws prescribes the procedures for such indemnification and the obligations of the corporation in this regard may be reflected in agreements from the corporation to directors, officers, agents, fiduciaries or employees. For the purposes of these Bylaws, the term "official capacity" when used with respect to any director, officer, agent, fiduciary or employee shall include service with the corporation or a parent, subsidiary or affiliated corporation or other entity. If the Colorado Revised Nonprofit Corporation Act is hereafter amended to permit Colorado nonprofit corporations to provide indemnification greater than that provided by the corporation under Article XVII, then Article XVII will be deemed amended so as to permit the corporation to provide such indemnification to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act, as so amended.

C. Directors. A Director shall have no personal liability to the corporation for monetary damages for breach of fiduciary duty as a director, except as provided to the contrary in the Colorado Revised Nonprofit Corporation Act. If the Colorado Revised Nonprofit Corporation Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act, as so amended. Any repeal or modification of this Subsection 12.C of Article XVII of these Bylaws shall not adversely affect any right or protection of a director of the Corporation hereunder, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Subsection 12.C of Article XVII of these Bylaws, prior to such repeal or modification.

A. CERTIFICATE

The undersigned, being the Secretary of the Colorado Chapter of the American Physical Therapy Association, hereby certifies that the foregoing Bylaws have been adopted in accordance with law as the Amended and Restated Bylaws of the Corporation, effective as of

Secretary

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