

**BYLAWS
OF
ILLINOIS PHYSICAL THERAPY FOUNDATION**

**ARTICLE I
GENERAL MATTERS**

1.1 Name. The name of this Corporation shall be ILLINOIS PHYSICAL THERAPY FOUNDATION (the "Corporation").

1.2 Location. The location of the principal office of the Corporation shall be 905 N. Main Street, Naperville, Illinois 60563.

1.3 Purposes. The purposes of the Corporation as stated in its Articles of Incorporation are to support and encourage the Illinois Physical Therapy Association (the "Association"), through providing financial, fundraising and other assistance to and in all other relevant ways aiding and supporting the Association; and which is organized and shall be operated exclusively for charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE II
RESTRICTIONS**

2.1 Section 501(c)(3). The Corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code. References herein to the Internal Revenue Code (hereinafter abbreviated as "IRC") refer to the Internal Revenue Code of 1986 as it now exists or as it may hereafter be amended, or to corresponding provisions of any subsequent federal tax laws.

2.2 Corporation Activities. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

2.3 Corporation Purpose. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively religious, charitable, scientific, literary or educational within the meaning of IRC Section 501(c)(3).

2.4 Private Foundation. In the event that the Corporation becomes a private foundation as defined in IRC Section 509, then the following restrictions shall apply:

(a) The Corporation shall not engage in any act of self-dealing, as defined in IRC Section 4941(d); shall not retain any excess business holdings, as defined in IRC Section 4943(c); shall not make any investments in such manner as to incur tax liability under IRC Section 4944; shall not make any taxable expenditures, as defined in IRC Section 4945(d); and shall distribute the income of the Corporation, and, if necessary, principal thereof, at such times and in such manner as not to subject the Corporation to the tax on undistributed income imposed by IRC Section 4942.

(b) No compensation or payment shall be paid or made to any disqualified person as defined under IRC Section 4946, including any officer, Director, creator, or organizer of the Corporation, or substantial contributor to it, as well as any member of the Corporation, except as a reasonable allowance for expenses, including reasonable advances for expenses anticipated in the immediate future, and for the performance of personal services which are reasonable and necessary to carry out the exempt purposes of the Corporation; and neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of the Corporation shall ever be distributed to or divided among any such persons; provided, further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of IRC Section 501(c)(3).

2.5 Termination or Dissolution of Corporation. In the event of termination, dissolution or winding up of the Corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to one or more organizations, as the Board of Directors shall determine, that are then described in IRC Section 501(c)(3).

2.6 Powers and Purpose. Subject to the foregoing provisions of this ARTICLE II, the powers and purposes of the Corporation shall at all times be so construed and limited as to enable the Corporation to qualify as a charitable corporation organized and existing under the General Not-for-Profit Corporation Act of the State of Illinois.

ARTICLE III BOARD OF DIRECTORS

3.1 Powers and Number. The general management of the affairs of the Corporation shall be vested in a Board of Directors consisting of three (3) Directors, or such lesser or greater number, not less than three (3) and not more than nine (9) Directors, as the Board of Directors may from time to time determine. Three (3) members of the Board of Directors shall be the Vice-President, Treasurer and Secretary of the Association. The Board of Directors shall have authority for the general direction, management, and control of all the property, business and affairs of the Corporation. It shall determine the duties, in addition to those fixed by these Bylaws, of all officers and agents of the Corporation. It may, in its discretion, enter into an employment contract with any officer or employee of the Corporation.

3.2 Term of Office and Term Limits. Membership on the Board of Directors shall be determined by election of the Board of Directors. The first Board of Directors shall consist of the person or persons listed as such in the Articles of Incorporation. The term of office of the Board of Directors shall be for a two-year term. Each Director shall serve until his or her successor has been elected and qualified. No Director shall serve more than two consecutive two-year terms; except that if a Director is not then a Director for a continuous one-year period, such Director may be elected to another two-year term, and then continue to be subject to such term limit and one-year period going forward.

3.3 Qualification of Directors. Any individual may serve as a member of the Board of Directors.

3.4 Resignation and Removal. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Secretary. Any Director may be removed at any time for cause by a vote of two-thirds of the Directors, not counting the vote of the Director subject to the removal.

3.5 Vacancies. If any Director ceases for any reason to serve as such before the end of his or her term of office, a successor may be elected by the remaining members of the Board of Directors to hold office for the remainder of such Director's term.

3.6 Changes in Number of Directors. The number of Directors of the Corporation may be increased or decreased, within the limits specified by Section 3.1 by a vote of the Board of Directors. The number of Directors may be increased by a vote of said Board to elect one or more additional Directors. The number of Directors may be decreased by a vote of said Board to refrain from electing a new Director or Directors to succeed one or more Directors whose terms end, or who have left office, in the year in which said vote is to take effect, but in no event shall the number of Directors be less than three (3).

3.7 Executive Committee

(a) Designation. The President, Secretary, Treasurer and Executive Director, shall constitute the Executive Committee. The President shall serve as Chair of the Executive Committee. The designation of such Executive Committee, and the delegation of authority herein granted shall not operate to relieve the Board of Directors or any Director of any responsibility imposed on it or a Director by law. No member of the Executive Committee who is a Director of the Corporation shall continue to be a member thereof after he ceases to be a Director of the Corporation. The Board of Directors shall have the power at any time to change the number of members of the Executive Committee (which shall never be less than four) to fill vacancies thereon, to change any member thereof, to change the functions, or terminate the existence thereof.

(b) Powers. During the intervals between meetings of the Board of Directors, and subject to such limitations as may be provided by law, these Bylaws, or by resolution of the

Board of Directors, the Executive Committee shall have and may exercise all the authority of the Board of Directors in the management of the Corporation, except with respect to amending, repealing or adopting Bylaws in accordance with Article XI of these Bylaws. The Executive Committee shall make a full report of all actions to the next meeting of the Board of Directors.

(c) Meetings. Meeting of the Executive Committee may be held at such time and place as may be from time to time determined by the Executive Committee upon the giving of notice personally, or by mail, telephone, or email at least two (2) days prior to the date of the meeting. Executive Committee members may attend by telephone conference, and shall be considered present for purposes of a quorum. To the extent permitted by law, any lawful action of the Executive Committee may be taken without a meeting, including by email if written consent to such action is approved in writing or emails by all the Executive Committee members and filed with the minutes of the Executive Committee.

(d) Quorum. A majority of the entire Executive Committee or other Committee shall be necessary to constitute a quorum for the transaction of business, including those present by telephone conference which shall be permitted, and the act of the majority of the members present at such meeting at which a quorum is present shall be the act of such Committee.

3.8 Committees. The Board of Directors may create such other committees and elect from the Board such other committee chairs as the Board deems appropriate. Such committees shall be constituted and serve at the pleasure of the Board of Directors. The Board of Directors may delegate to any such committee, some or all of their powers. Except as the Board of Directors may otherwise determine, each such committee may make rules for the conduct of its business, but unless otherwise determined by the Board or in such rules, its business shall be conducted, to the extent practicable, as is provided in these Bylaws for the conduct of the business of the Board of Directors.

ARTICLES IV

MEETINGS OF THE BOARD OF DIRECTORS

4.1 Time of Meetings. The annual meeting of the Board of Directors shall be held within or without the state of Illinois at such place and time as the Board of Directors may determine. Other regular meetings shall be at such place and time as the Board of Directors may from time to time determine. Special meetings may be called by the President or on the written request of at least a quorum of the Board of Directors.

4.2 Notice. Three (3) days written notice shall be given of all meetings stating the date, purpose, time and place of such meeting; provided, however, that ten (10) days notice shall be given of any meeting at which the Board of Directors is to consider the amendment or repeal of these Bylaws or the adoption of new Bylaws.

4.3 Quorum and Voting. A majority of the Directors shall constitute a quorum at all meetings. When a quorum is present, voting at any meeting shall be by majority vote except

as required by law, the Articles of Incorporation or these Bylaws. When a majority of Directors is required to pass a vote, or two-thirds as otherwise provided, such majority or two-thirds shall be determined with reference to the number of Directors then present and voting, but subject to the requirement of a quorum.

4.4 Waiver of Notice. Whenever any written notice is required to be given by these Bylaws, a waiver of notice signed either before or after the action for which notice is required shall have the effect of written notice.

4.5 Action Without Meeting. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing, including emails, and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE V MEMBERS

The Corporation shall have no members.

ARTICLE VI OFFICERS

6.1 Election. The officers shall consist of a President, a Treasurer, a Secretary, (who shall be concurrently the Vice-President, Treasurer and Secretary of the Association, respectively) and the Executive Director and be named at the annual meeting (or at a special meeting in lieu thereof) of the Board of Directors by majority vote of the Directors present at such meeting. The Board of Directors may also elect such Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers as the Board of Directors deems appropriate. An individual may hold more than one office in the Corporation.

6.2 Term. Except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws, the President, Treasurer and Secretary shall hold office until they are no longer officers of the Association, the next annual meeting of the Board of Directors and until their successors are named by the Association. All other officers shall hold office until the next annual meeting of the Board of Directors, unless a shorter time is specified in the vote choosing or appointing such officer or officers. Any officer may be reelected to the same office.

6.3 Resignation and Removal. Any officer may resign by delivering his or her written resignation to the Corporation at its principal office or to the President or Secretary. Such resignation shall be effective at the time or upon the happening of the condition, if any, specified therein or, if no such time or condition is specified, upon its receipt. Any officer may be removed from the office for cause by vote of two-thirds of the Directors then in office, not counting the vote of an officer who is subject to the removal.

6.4 Vacancies. A vacancy in any office shall be filled by the Board of Directors at any regular or special meeting called for that purpose.

6.5 Powers and Duties. The officers shall have the powers and perform the duties customarily belonging to their respective offices, including the powers and duties listed below:

(a) The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors.

(b) The Treasurer shall be the chief financial officers of the Corporation and shall cause to be kept accurate accounts of all sums received and disbursed.

(c) The Secretary shall keep records of the Corporation and of the Board of Directors and shall issue calls and notices of meetings.

(d) The Executive Director shall be responsible for the leadership and management of the organization according to the strategic direction set by the Board of Directors.

(e) Each officer subject to these Bylaws and to the direction and control of the Board of Directors shall have such other duties and powers as are prescribed by law or as the Board of Directors may from time to time prescribe.

ARTICLE VII

COMPENSATION

No Director shall receive compensation for serving as such. Officers may receive reasonable compensation for services performed for the Corporation, the amount of such compensation to be determined by the Board of Directors. Directors may be reimbursed for reasonable expenses incurred in connection with affairs of the Corporation including attendance at meetings. No Director shall be prevented from receiving compensation for services rendered in any other capacity by reason of the fact that he or she is also a Director or Member.

ARTICLE VIII

BENEFACTORS, SPONSORS, ADVISORS AND FRIENDS OF THE CORPORATION

The Board of Directors may from time to time designate certain persons or groups of persons as benefactors, sponsors, advisors, or friends of the Corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and except as the Board of Directors designates such persons in such capacity shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights and responsibilities.

ARTICLE IX
INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall, to the extent legally permissible, indemnify each of its present and former Directors and Officers (and the heirs, executors and administrators of such Director or Officer) against all expenses and liabilities which he or she has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding in which he or she may be involved by reason of his or her being or having been a Director or an Officer of the Corporation, such expenses and liabilities to include, but not be limited to, judgments, court costs and attorney's fees and the cost of reasonable settlements, provided no such indemnification shall be made in relation to matters as to which such Director or Officer shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief or compromise of such action, suit or proceeding is effected, indemnification may be had but only if the Board of Directors (not including the vote of any person seeking indemnification hereunder) shall have determined that such settlement or compromise is in the best interest of the Corporation and that such Director or Officer appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation, and only if the Board of Directors shall have adopted a resolution approving such settlement or compromise.

The foregoing right of indemnification shall not be exclusive of other rights to which any Director or Officer, or other corporate personnel may be entitled as a matter of law.

ARTICLE X
MISCELLANEOUS PROVISIONS

10.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January of each year and end upon the last day of December, next succeeding.

10.2 Corporate Seal. The Board of Directors may adopt and alter the seal of the Corporation.

10.3 Corporate Records. The Corporation shall maintain in the state of Illinois the original or attested copies of its Articles of Incorporation, Bylaws and records of all meetings of the Incorporation and Board of Directors. Such copies and records may be maintained at the principal office of the Corporation or the office of the Secretary, and shall be open at all reasonable times to the inspection of any Director for a proper purpose. Upon the request of any Director, the Secretary shall deliver to such Director a copy of the Bylaws of the Corporation.

ARTICLE XI
AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed or new Bylaws adopted at any regular or special meeting of the Board of Directors by vote of two-thirds of the Board present and voting, provided that notice of the proposed action shall have been given in the call for such meeting, and provided, further, that the restrictions provided in Article II may not be amended or repealed, except as required to conform to provisions of federal revenue laws.

Bylaws Adopted by Vote of Directors

Dated: October 1, 2016