

**BYLAWS  
OF  
NORTH STATE PHYSICAL THERAPY FOUNDATION**

A California Nonprofit Public Benefit Corporation

Principal Office: 125 Raley Blvd, Chico, CA 95928

Effective Date: October 31, 2025

**Article I – Name, Offices, and Agent**

1.1 Name. The name of this corporation is North State Physical Therapy Foundation (the “Corporation”).

1.2 Principal Office. The principal office for the transaction of the activities and affairs of the Corporation is 125 Raley Blvd, Chico, California 95928. The Board of Directors (“Board”) may change the principal office and establish additional offices within the State of California as needed.

1.3 Agent for Service of Process. The agent for service of process shall be the person designated in the Articles of Incorporation, as amended from time to time by filing with the California Secretary of State.

**Article II – Purposes; Dedication of Assets; Limitations**

2.1 Charitable and Educational Purposes. This Corporation is a nonprofit public benefit corporation organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (“IRC”). Purposes include, without limitation, advancing access to physical therapy and rehabilitative care in underserved communities; supporting workforce development initiatives; and providing training, education, and placement opportunities for physical therapists, including foreign-trained professionals and students.

2.2 Prohibited Private Benefit. No part of the net earnings of the Corporation shall inure to the benefit of any director, officer, or private person, except that the Corporation may pay reasonable compensation for services rendered and make payments in furtherance of the purposes set forth herein.

2.3 Political and Legislative Activities. The Corporation shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.

2.4 Nondiscrimination. The Corporation shall not unlawfully discriminate on the basis of race, color, religion, sex, gender identity or expression, sexual orientation, national origin, ancestry, age, disability, veteran status, or any other status protected by law in any of its policies or activities.

2.5 Dedication of Assets. The properties and assets of the Corporation are irrevocably dedicated to charitable and educational purposes. Upon dissolution, assets remaining after payment of debts and liabilities shall be distributed in accordance with Article XIII.

### **Article III – Nonmembership**

3.1 Members. The Corporation shall have no “members” within the meaning of the California Nonprofit Public Benefit Corporation Law. Any action which would otherwise require approval by a majority of all members shall require only the approval of the Board. The Board may establish one or more classes of nonvoting “supporters,” “advisors,” or similar participants who shall have no corporate voting rights.

### **Article IV – Board of Directors**

4.1 Powers. Subject to the limitations of the Articles, these Bylaws, and applicable law, the activities and affairs of the Corporation shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board.

4.2 Number and Qualification. The authorized number of directors shall be not fewer than three (3) nor more than eleven (11), with the exact number set by Board resolution. The initial directors are Leigh Langerwerf, James Plummer, and Marc Foster.

4.3 Interested Persons Limitation. Not more than forty-nine percent (49%) of the persons serving on the Board may be “interested persons” as defined by California Corporations Code §5227.

4.4 Election and Term. Directors shall be elected by the Board to serve staggered three-year terms and until their successors are elected and qualified. Initial terms may be adjusted by lot to create staggering.

4.5 Resignation and Removal. Any director may resign at any time upon written notice to the Corporation. Any director may be removed with or without cause by a majority of the directors then in office, provided that such removal complies with law.

4.6 Vacancies. Vacancies on the Board may be filled by a majority of the directors then in office, whether or not less than a quorum.

4.7 Compensation. Directors shall serve without compensation for their services as directors, but may receive reimbursement for reasonable expenses in accordance with policies adopted by the Board.

4.8 Regular and Special Meetings. The Board shall hold at least one regular meeting each year. Special meetings may be called by the President, the Secretary, or any two (2) directors.

4.9 Notice. Notice of the time and place of meetings shall be given to each director at least four (4) days before any regular meeting and forty-eight (48) hours before any special meeting, by mail, personal delivery, telephone, or electronic transmission.

4.10 Quorum and Act of the Board. A majority of the authorized number of directors constitutes a quorum. If a quorum is present, the affirmative vote of a majority of directors present is the act of the Board, unless a greater vote is required by law or these Bylaws.

4.11 Participation by Electronic Means. Directors may participate in a meeting through the use of conference telephone, electronic video screen communication, or other electronic means in accordance with California Corporations Code §5211.

4.12 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all directors consent in writing or by electronic transmission, and such consents are filed with the corporate records.

4.13 Self-Dealing Transactions. The Corporation shall not enter into any transaction in which a director has a material financial interest unless it is approved in accordance with California Corporations Code §5233 and applicable conflict-of-interest policies. The Board shall consider alternative transactions, determine that the transaction is fair and reasonable to the Corporation, and document the basis for approval in the minutes.

4.14 Committees of the Board. The Board may, by resolution adopted by a majority of the directors then in office, create one or more committees of the Board, each consisting of two or more directors, to exercise such Board authority as permitted by law. The Board may also establish advisory committees that include non-directors; such committees shall have no Board authority.

## **Article V – Officers**

5.1 Officers; Election. The officers of the Corporation shall be a President (or Chair), a Secretary, and a Treasurer (or Chief Financial Officer). Any two or more offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve on the Audit Committee, if any. Officers shall be elected annually by the Board and shall serve at the pleasure of the Board.

5.2 Duties of President. The President shall be the chief executive officer, subject to the control of the Board, and shall generally supervise, direct, and control the business and affairs of the Corporation and preside at meetings of the Board.

5.3 Duties of Secretary. The Secretary shall keep or cause to be kept minutes of the proceedings of the Board and committees; maintain the corporate records and seal; and give notices as required by law and these Bylaws.

5.4 Duties of Treasurer. The Treasurer shall be the chief financial officer, keep and maintain adequate and correct books and accounts; deposit and disburse funds as authorized; render financial statements and reports as required; and oversee compliance with financial policies.

5.5 Removal and Vacancies. Any officer may be removed, with or without cause, by the Board. Vacancies shall be filled by the Board.

5.6 No Loans. The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer.

## **Article VI – Standards of Conduct; Conflicts; Compensation**

6.1 Fiduciary Duties. Directors and officers shall perform their duties in good faith, in a manner such person believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person would use in similar circumstances.

6.2 Conflict of Interest. The Board shall adopt and periodically review a written Conflict of Interest Policy consistent with IRS guidance. Each director, officer, and

key employee shall annually disclose actual and potential conflicts and recuse from deliberations and voting where appropriate.

6.3 Compensation Approval—Rebuttable Presumption. To the extent the Corporation pays compensation to any director, officer, or key employee, such compensation shall be approved in advance by disinterested directors using appropriate comparability data, and the basis for the decision shall be contemporaneously documented, in order to establish a rebuttable presumption of reasonableness under IRC §4958.

## **Article VII – Records, Reports, and Public Disclosure**

7.1 Records. The Corporation shall keep adequate and correct books and records of account; minutes of the proceedings of its Board and committees; and a record of the names and addresses of directors and officers.

7.2 Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect the Corporation’s books, records, and documents, and to make copies and extracts.

7.3 Annual Report. The Corporation shall provide to the Board an annual report within one hundred twenty (120) days after the end of the fiscal year, containing (i) the assets and liabilities, (ii) principal changes in assets and liabilities, (iii) revenue and expenses, and (iv) the information required by law regarding certain transactions and indemnifications.

7.4 Public Filings. The Corporation shall file required reports with the California Attorney General’s Registry of Charitable Trusts and the Internal Revenue Service, and shall make its IRS Form 1023 and annual Forms 990 available for public inspection as required by law.

7.5 Document Retention and Whistleblower. The Board shall adopt a Document Retention and Destruction Policy and a Whistleblower Policy prohibiting retaliation for good-faith reports of violations.

## **Article VIII – Grants, Programs, and Restricted Funds**

8.1 Grants and Program Oversight. The Board shall adopt written grantmaking and program management policies to ensure funds are used in furtherance of exempt purposes and with appropriate oversight and reporting.

8.2 Restricted Gifts. The Corporation may accept gifts subject to donor restrictions consistent with its purposes. Restricted funds shall be tracked separately and used in accordance with such restrictions.

8.3 Gift Acceptance. The Corporation shall maintain a Gift Acceptance Policy addressing review of unusual, non-cash, or potentially burdensome gifts.

## **Article IX – Fiscal Management; Banking; Audit**

9.1 Fiscal Year. The fiscal year of the Corporation shall end on December 31.

9.2 Banking and Disbursements. The Board shall designate authorized signers for bank and investment accounts and may adopt spending limits, dual-signature requirements, and other internal controls.

9.3 Financial Policies. The Corporation shall maintain written financial policies, including internal controls, budgeting, and expense reimbursement.

9.4 Audit and Audit Committee. If the Corporation is required by law to have an independent audit (including, without limitation, when gross revenue equals or exceeds the statutory threshold under the California Nonprofit Integrity Act), the Board shall engage an independent auditor and establish an Audit Committee composed of directors who are not staff, to oversee the audit, select the auditor, and confer with the auditor as required by law.

## **Article X – Charitable Solicitation Compliance**

10.1 Registration. Prior to soliciting or receiving charitable contributions, the Corporation shall register with, and thereafter file annual reports to, the California Attorney General’s Registry of Charitable Trusts and comply with applicable fundraising laws.

10.2 Fundraising Practices. The Corporation and any fundraising counsel or commercial fundraiser it retains shall operate in compliance with applicable law and ethical standards.

## **Article XI – Execution of Instruments and Contracts**

11.1 Authority. Except as otherwise provided by law, the Articles, or these Bylaws, the Board may authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Corporation.

## **Article XII – Indemnification and Insurance**

12.1 Indemnification. To the fullest extent permitted by California Corporations Code §5238, the Corporation shall indemnify any person who is or was a director, officer, employee, or other agent of the Corporation against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an agent of the Corporation.

12.2 Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity, whether or not the Corporation would have the power to indemnify the agent under §5238.

## **Article XIII – Dissolution**

13.1 Dissolution. Upon the dissolution of the Corporation, and after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to an organization organized and operated exclusively for charitable and educational purposes within the meaning of IRC §501(c)(3), and which is qualified as tax-exempt under IRC §501(c)(3), or to a governmental entity for a public purpose.

## **Article XIV – Equal Opportunity and Anti-Harassment**

14.1 Policy. The Corporation is committed to providing an environment free from unlawful discrimination and harassment. The Board shall adopt and enforce policies consistent with applicable law.

## **Article XV – Amendments**

15.1 Amendment by Board. These Bylaws may be adopted, amended, or repealed by the affirmative vote of a majority of directors then in office, provided that such action is consistent with applicable law and the Articles of Incorporation.

## **Article XVI – Construction and Definitions; Parliamentary Authority**

16.1 Construction. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

16.2 Electronic Transmission Consent. Any reference herein to “written” approvals or notices shall include electronic transmissions to the extent permitted by law.

16.3 Parliamentary Authority. The Board may use the current edition of Robert's Rules of Order Newly Revised as a nonbinding guide for meeting procedure, to the extent not inconsistent with law, the Articles, these Bylaws, or Board-adopted rules.

**CERTIFICATE OF SECRETARY**

I, the undersigned, hereby certify that I am the duly elected and acting Secretary of North State Physical Therapy Foundation and that the foregoing Bylaws, comprising 9 pages, constitute the Bylaws of said Corporation as duly adopted by the Board of Directors on 11/12, 2025.



\_\_\_\_\_  
Leigh Langerwerf, Secretary