

Arizona Occupational Therapy Association (ArizOTA)
BYLAWS
Adopted April 30th, 2016
by
ArizOTA

BYLAWS OF
ArizOTA
ARTICLE 1. GENERAL

Section 1. Name. This Corporation shall be known as "Arizona Occupational Therapy Association," (hereafter "ArizOTA.")

Section 2. Purpose. This Corporation is organized, and will be operated, exclusively to carry out the charitable and educational purposes set forth in the Articles of Incorporation of this Corporation. The purposes of this Corporation are consistent with the functions of the American Occupational Therapy Association, (hereafter "AOTA.")

Objectives:

- A. Improve and advance the practice of occupational therapy.
- B. Improve and advance the education and qualifications of occupational therapy practitioners
- C. Maintain standards of practice and code of ethics as established by AOTA.
- D. Encourage research and the study of occupational therapy.
- E. Engage in other activities to further the knowledge and practice of occupational therapy.

ARTICLE II. MEMBERSHIP

Section 1. Membership Classes. There shall be fourteen membership classes within ArizOTA. The Board of Directors will establish the fees for each membership class.

Memberships include:

- A. Occupational Therapist Member of AOTA – one who has met the educational standards of an occupational therapist in accordance with the standards set forth by AOTA’s Accreditation Council for Occupational Therapy Education, (hereafter “ACOTE,”) is licensed within the state of Arizona, and is a current member of AOTA.
- B. Occupational Therapy Assistant Member of AOTA - one who has met the educational standards of an occupational therapy assistant in accordance with the standards set forth by ACOTE, is licensed within the state of Arizona, and is a current member of AOTA.
- C. Occupational Therapist Nonmember of AOTA - one who has met the educational standards of an occupational therapist in accordance with the standards set forth by ACOTE, and is licensed within the state of Arizona.
- D. Occupational Therapy Assistant Nonmember of AOTA - one who has met the educational standards of an occupational therapy assistant in accordance with the standards set forth by ACOTE, and is licensed within the state of Arizona.
- E. Occupational Therapy Student Member of AOTA – one who is currently enrolled in an occupational therapy program within the state of Arizona and is a current member of AOTA.
- F. Occupational Therapy Student Nonmember of AOTA - one who is currently enrolled in an occupational therapy program within the state of Arizona.
- G. Occupational Therapy Assistant Student Member of AOTA - one who is currently enrolled in an occupational therapy assistant program within the state of Arizona and is a current member of AOTA.

- H. Occupational Therapy Assistant Student Nonmember of AOTA - – one who is currently enrolled in an occupational therapy assistant program within the state of Arizona.
- I. Retired Practitioner Member – one who has retired from the field of occupational therapy but wishes to remain informed.
- J. Honorary Life Member – membership awarded to a Lifetime Achievement recipient
- K. Sustaining and Member of AOTA – one who is eligible for ArizOTA membership, whose interests prompt him/her to a larger contribution of support, and is a member of AOTA.
- L. Sustaining and Nonmember of AOTA - one who is eligible for ArizOTA membership and whose interests prompt him/her to a larger contribution of support.
- M. Associate Individual Member – one who is interested in promoting occupational therapy but is not eligible for any other class of membership.
- N. Associate Business or Organization Member – a corporation or business interested in promoting occupational therapy but is not eligible for any other class of membership.

Section 2. Rights of Members.

- A. Occupational therapists and occupational therapy assistants may serve on committees, be involved with Special Interest Sections, shall receive publications, and shall be entitled to one vote for each matter submitted to a vote of the membership. Members in this category shall also be entitled to hold office in ArizOTA and serve as committee chairs for which they are qualified.
- B. Associate members may serve on committees subject to the qualification set by the Executive Board, and are not eligible to vote.
- C. Students of occupational therapy may serve on committees, be involved with Special Interest Sections, shall receive publications, and shall be entitled to one vote on each matter submitted to a vote of the membership.
- D. Sustaining members have the rights of their particular category.
- E. Retired members shall have the rights of their particular membership category and pay a reduced rate.
- F. Honorary members shall have the rights of their particular membership category.

Section 3. Qualifications. In order to be eligible for ArizOTA membership as an Occupational Therapist Member of AOTA, Occupational Therapy Assistant Member of AOTA, Occupational Therapy Student Member of AOTA, or Occupational Therapy Assistant Student Member of AOTA, individuals must have evidence of current year AOTA membership.

To be eligible for student membership, an individual must be enrolled in an occupational therapy or occupational therapy assistant educational program within Arizona which is accredited, or is in the process of accreditation, by ACOTE.

Section 4. Members in Good Standing. An individual who meets the qualifications for membership in the appropriate classification, has paid all required membership dues or fees, and agrees to uphold the standards of practice and ethics of AOTA is a member in good standing.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Composition.

A. Officers of the Board of Directors of ArizOTA shall consist of the President, Vice President, Secretary, and Treasurer.

B. Directors of the Board of Directors of ArizOTA shall consist of the OTA Representative, two (2) One-year Member at Large, one (1) Two-year Member at Large, one (1) Three-year Member at Large, Past-President, President-Elect and Treasurer-Elect.

C. Voting members of the Board shall consist of the President, Vice President, Secretary, Treasurer, OTA Representative, two (2) One-year Member at Large, one (1) Two-year Member at Large, and one (1) Three-year Member at Large.

D. Non-voting Members of the Board shall be the Past-President, President-Elect, Treasurer-Elect, and the Arizona Representative to the AOTA Representative Assembly.

E. The Officers and Directors are collectively Members of the Board and will be called “the Board of Directors” hereafter.

Section 2. Nomination and Election. The Board of Directors shall be nominated by voting members of ArizOTA through submission to the Nominations and Recognition Committee. The Nominations and Recognition Committee shall distribute a printed or electronic ballot to every voting member of ArizOTA. The committee shall count the ballots returned and submit the election results to the Secretary for recording. The election of a candidate shall be by a majority of valid votes cast.

The President-Elect, Vice President, Secretary, Treasurer-Elect, and OTA Representative shall be elected in even numbered years. The Two-year Member at Large shall be elected in odd-numbered years. The One-year Members at Large shall be elected every year, and the Three-year Member at Large shall be elected every three years.

Section 3. Eligibility and Qualification. In order to be eligible for the term of President, President-Elect, Vice President, Secretary, Treasurer, or Treasurer-Elect the applicant must be:

A. In good standing with ArizOTA and AOTA

Initially certified with at least 3 years of experience as a licensed occupational therapist or occupational therapy assistant at time of nomination.

In order to be eligible for the term of OTA Representative, two (2) One-year Members at Large, Two-year Member at Large, and Three-year Member at Large, the applicant must be:

a. In good standing with ArizOTA and AOTA

b. Initially certified with at least 1 year of experience as a licensed occupational therapist or occupational therapy assistant at the time of nomination

B. Only a two-thirds majority vote by the Board of Directors can change the years of experience required for all elected positions.

The Officers and Directors of the Board of Directors shall not hold any other elected office concurrently that may pose a conflict of interest. Any potential conflicts of interest must be disclosed to the Board of Directors prior to accepting the nomination for review.

Section 4. Terms of Office. Terms of office for the President, Vice President, Secretary, and Treasurer shall be for two years or until a successor has been elected. The President-Elect, Vice

President, Secretary, and Treasurer-Elect shall assume office on July 1st, at the beginning of the fiscal year after their election. The President-Elect shall serve a one-year term and will assume office as President on July 1st of the year following the year of his or her election. The Treasurer-Elect shall serve a one-year term and shall assume office as Treasurer on July 1st of the year following the year of his or her election.

Any Officer or Director of the Board of Directors who has served more than one half of a term of office shall be considered to have served a full term. No Officer or Director may be elected for more than two consecutive terms in the same office.

Section 5. Vacancies. In the event of a vacancy in the office of the President, the President-Elect shall become President. In the event that a President-Elect has not been elected, the Vice President shall become President. Should the offices of the President, President-Elect, and Vice President become vacant at the same time, the Secretary shall act as the President pro tem until a special election is held. Until such election is completed, the Board of Directors shall appoint an individual to serve as the Secretary pro tem. Vacancies in the offices of Vice President or Secretary shall be filled by appointment of the Board of Directors. Should a vacancy in the office of Treasurer arise, the Treasurer-Elect shall become Treasurer.

Section 6. Resignation and Removal. Any Officer or Director of the Board of Directors may resign at any time, either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice to the President or the Secretary. Such resignation shall take effect at the time specified, and the acceptance of such resignation shall not be necessary to make it effective.

Any Officer or Director of the Board of Directors may be removed by the voting members of the Board of Directors for incapacitating illness or circumstances, misconduct, or neglect of duty. Adoption of a motion to remove shall require concurrence of three-fourths of the voting members of the Board of Directors present at a duly noticed meeting at which a quorum of the Board of Directors is present.

Section 7. Delegation of Duties. Whenever an Officer or Director of the Board of Directors is absent or for any reason the President may delegate the powers and duties of that Officer or Director to any other Officer or Director of the Board of Directors..

Section 8. General Powers. The business and affairs of ArizOTA shall be the responsibility of the Board of Directors. Subject to the laws of the State of Arizona, Articles of Incorporation, and Bylaws of ArizOTA, the Board of Directors shall, in a timely manner, responsibly perform their duties of office aligned with the mission of ArizOTA.

The Board of Directors shall determine the schedule of fees and dues for members of ArizOTA and nonmembers, as well as the manner of billing for such fees and dues.

The Board of Directors may use a print or electronic ballot to obtain a membership vote on issues perceived to be of general significance to ArizOTA.

Section 9. General Meetings. General meetings of the Board of Directors shall be held a minimum of four (4) times per year. Notice to be given of all meetings to the Board and general membership at least one month prior to the meeting date.

A Presence of six (6) voting members of the Board of Directors in person or by electronic device shall constitute a quorum. Majority vote of the Board of Directors at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number of votes is required by law, the Articles of Incorporation, or as otherwise provided in these Bylaws. Each Officer and Director of the Board of Directors, including the presiding officer, shall be entitled to one vote.

Section 10. Special Meetings. Special meetings of the Board of Directors may be held at any time upon twenty-four hours notice (oral, written, or electronic) from the President, Secretary or from three or more voting members of the Board of Directors.

Section 11. Officers. The roles and responsibilities of the officers of the Board of Directors is as follows:

A. President. The President shall be the chief executive officer of ArizOTA and shall preside at all meetings of ArizOTA membership and Board of Directors. Except as otherwise provided in these Bylaws, the President shall appoint committee chairs for all standing committees of the Board of Directors. The President shall be the liaison for the Legislative Affairs Committee and be an ex-officio member of all other committees. The President shall sign all deeds and conveyances, all contracts and agreements, and all other instruments requiring execution on behalf of ArizOTA. The President shall exercise general powers of supervision and active management of ArizOTA. Unless otherwise directed by the Board of Directors, the President shall have full power and authority on behalf of ArizOTA to vote, either in person or by proxy, at any meeting of stakeholders of any corporation in which ArizOTA may hold stock. The President may exercise all rights and powers incident to the ownership of such stock that ArizOTA might have exercised, if present. As the immediate past president he or she shall serve for one year on the Board of Directors as a non-voting member. The President-Elect shall prepare for all duties of the President, shall be a non-voting member of the Board of Directors, and shall be an ex-officio member of all committees.

B. Vice President. The Vice President shall discharge presidential duties in the absence of the President. In the event of vacancies in the offices of the President and President-Elect, the Vice President shall succeed to the presidency to fill the unexpired portion of the President's term.

The Vice President shall serve as an Officer of the Board of Directors. The Vice President shall be the liaison of the Education Committee and the Special Interest Sections of ArizOTA. The Vice President will assume the duties for the Chairperson until the position is filled.

C. Secretary. The Secretary shall record the minutes of the business meetings of ArizOTA and the Board of Directors. He or she shall be custodian of the documents of the Association, including incorporation articles, bylaws, policies, procedures, and other documents deemed necessary. The Secretary shall serve as an Officer of the Board of Directors. Should the President, President-Elect, and the Vice President be absent from a Board of Directors meeting at the same time, the Secretary

shall call the meeting to order and preside over the agenda at that meeting. Should the offices of the President, President-Elect and Vice President become vacant at the same time, the Secretary shall act as the President pro tem until a special election is held. Unless a Chair Person for the Publications Committee is appointed by the President, the Secretary will be the Chairperson of the Publications Committee and the Liaison for the Marketing and Public Relations Committee of ArizOTA.

D. Treasurer. The Treasurer shall be the chief financial officer of the corporation. He or she shall be responsible for compliance of ArizOTA with the applicable provisions of the Internal Revenue code of 1986, or more recent as amended. The Treasurer shall have general custody of the funds and securities of ArizOTA, and shall see to the deposit of the funds in such financial institutions as the Board of Directors may designate. Regular books of account shall be kept under the direction of the Treasurer, with financial statements to the Board of Directors and members at the proper times. He or she shall have charge of the preparation and filing of such reports, financial statements, and returns, as may be required by law. The Treasurer shall submit the account books to an outside party for review at the end of the fiscal year, or as directed by the Board of Directors. A synopsis of the financial statement from the outside party shall be published in the ArizOTA Newsletter. He or she shall give ArizOTA such fidelity bond as required for which the premium shall be paid by ArizOTA as an operating expense. The Treasurer shall serve as an Officer of the Board of Directors, Chair of the Finance Committee and ex-officio member of any ad hoc committee concerned with the finances of ArizOTA. The Treasurer-Elect shall prepare for all duties of the Treasurer, shall be a non-voting member of the Board of Directors, and shall be an ex-officio member of the Finance Committee.

Section 12. Compensation and Expenses. Each Member of the Board of Directors shall serve as such without salary. Expenses incurred in connection with performance of official duties may be reimbursed to the Board of Directors in accordance with the policies of the Finance Committee of ArizOTA.

ARTICLE IV. Representatives to the Board of Directors

Section 1. Composition: Will include OT Student Representatives and OTA Student Representatives.

Section 2. Purpose. Representatives to the Board of Directors will be individuals who speaks on behalf of others.

Section 3. Eligibility and Qualifications: Must be a member in good standing with ArizOTA and provide verification of current position.

Section 4: Terms of Office: Will be determined by the organization that he or she represents.

ARTICLE V. ANNUAL BUSINESS MEETINGS OF THE MEMBERSHIP

Section 1. Purpose. The Annual Business Meeting of the members of ArizOTA shall be held to conduct such business as may properly come before it.

Section 2. Notice. The Annual Business Meeting of the members shall be held each year upon call of the President. Notice of the time and place of the Annual Business Meeting shall be through printed or electronic communication not less than fourteen days before the meeting. Such notice shall be directed to the member at his or her physical or electronic address as it appears on the books of ArizOTA. The notice of annual meetings may be placed in the newsletter or other official publication of ArizOTA.

Section 3. Quorum and Voting. A majority of ArizOTA members who are registered to attend the Annual Business Meeting shall constitute a quorum. All voting at the Annual Business Meeting shall be done in person *only*, and each ArizOTA member shall only have one vote. The act of a majority of the voting members present at any meeting at which there is a quorum shall be the act of the full membership. The President shall appoint tellers for counting the vote, and the Secretary shall record the vote.

ARTICLE VI. COMMITTEES

Section 1. Standing Committees. The standing committees of ArizOTA shall be the Finance Committee, the Nominations and Recognitions Committee, the Education Committee, the Marketing and Public Relations Committee, the Publications Committee, and the Legislative Affairs Committee. Except as otherwise provided in these bylaws, standing committee chairs shall be appointed by and serve at the pleasure of the President, and shall be voting members of ArizOTA. Each standing committee has a mission as stated below, and submits a budget and activity report as deemed necessary by the Board of Directors. Except as otherwise provided in these bylaws, the size and composition of all standing committees shall be determined by their Chairs, and any ArizOTA member in good standing may serve on any standing committee.

A. Finance Committee. The Finance Committee shall recommend to the Board of Directors a budget for the succeeding fiscal year, shall propose changes in the fee structure of ArizOTA, and may propose and shall oversee all financial activities of ArizOTA, including but not limited to budgets, dues, fund-raising, grants, contracts, investments, endowments, and scholarship funds. The Treasurer shall serve as the Chairperson and Treasure-Elect and one (1) One-Year Board Member shall be appointed to serve on the Finance Committee. The Chairperson and Committee shall operate according to the Standard Operating Procedures as approved by the Board of Directors.

B. Nominations and Recognitions Committee. The Nominations and Recognitions Committee shall prepare a slate of one or more eligible candidates for offices of the ArizOTA, which shall be sent to the membership through printed or electronic communication with instructions on the voting procedure. The Committee shall also recommend policies for eligibility or guidelines for award procedures to the Board of Directors. The Committee shall review all candidates for and shall select recipients of all recognitions, awards and grants given by ArizOTA.

The Three-year Member at Large shall serve as the liaison to the committee unless the Chairperson position is vacant, in which case the Three-year Member at Large will serve as the Chairperson. This committee shall operate according to the Standard Operating Procedures as approved by the Board of Directors.

C. Education Committee. The Education Committee shall plan and implement the educational programs at annual ArizOTA conferences and other educational meetings, in addition to coordination of all continuing education programs planned by any Special Interest Sections of ArizOTA.

The Vice President shall serve as the Chairperson and the Two-Year Board Member shall be appointed to serve on the Education Committee. The Vice President may appoint a Chairperson for the Annual ArizOTA Conference Subcommittee. The Chairperson of the Conference Subcommittee shall appoint the members to this subcommittee. The Conference Subcommittee Chairperson shall submit all financial and activity reports as requested by the Vice President and the Board of Directors. The Vice-President, Two-Year Board Member At Large, and the OTA Representative shall be active members of the Conference Subcommittee. The Education Committee Chairperson and Committee shall operate according to the Standard Operating Procedures as approved by the Board of Directors.

D. Publications Committee. The Publications Committee shall be responsible for compilation and publication of the ArizOTA Newsletter, Membership Directory, and other publications of ArizOTA. The Publications Committee shall act as a resource to other standing and ad hoc committees in the matter of publications (i.e. development of brochures). The Secretary shall serve as the Chairperson unless a Chairperson is appointed by the President. The Three-year Member at Large shall be appointed to serve on the Publications Committee. The committee shall operate according to the Standard Operating Procedures as approved by the Board of Directors.

E. Marketing and Public Relations Committee. The Marketing and Public Relations Committee shall be responsible for planned efforts to influence public opinion positively regarding the profession of Occupational Therapy in Arizona through name identification, service promotion, internal and external publicity, public awareness and special events such as fundraising and participation in promotional activities. The Secretary will be the Liaison for this committee and the appointed Chairperson will report to the Secretary. The one (1) One-year Member at Large will be appointed to serve on this committee, which shall operate according to the Standard Operating Procedures as approved by the Board of Directors.

F. Legislative Affairs Committee. The Legislative Affairs Committee shall be responsible for reviewing bills coming before the Arizona State Legislature and devise a process to respond to those bills that affect the practice of occupational therapy. This committee shall also solicit and disseminate information on reimbursement issues on a state level. Duties shall include working with members to problem-solve current reimbursement problems. When needed, the committee shall initiate efforts that may lead to increased coverage of occupational therapy services. The appointed Chairperson and committee shall have regularly scheduled meetings with the ArizOTA lobbyist when the corporation employs such a lobbyist. The President will be the Liaison for this

committee and the appointed Chairperson shall report interactions with the lobbyist to the Board of Directors and the membership. The Chairperson and Committee shall operate according to the Standard Operating Procedures as approved by the Board of Directors.

Section 2. Ad Hoc Committees. The President or Board of Directors may create, charge, and appoint such ad hoc committees as they may deem desirable. These committees shall serve for the duration of the appointed task or for one year, whichever is shorter. The ad hoc committee shall have a clearly defined mission, which will be recorded in the minutes. The committee shall submit a budget request if appropriate for the function of the committee's tasks. The committee shall have an appointed Chairperson who will report to the President and the Board of Directors on the progress of the committee no less than four times per year including the year end report. The Ad Hoc Committee's term and the Chairperson's term may be extended at the President and the Board of Directors' request.

ARTICLE VII. SPECIAL INTEREST SECTIONS

Section 1. Purpose. ArizOTA recognizes and supports the establishment of Special Interest Sections (SIS) related to delineated areas of occupational therapy practice. The purposes of Special Interest Sections shall be to:

- A. Develop knowledge and skills in specific areas of occupational therapy practice
- B. Promote continuing education within recognized Special Interest Sections
- C. Promote research within the Special Interest Sections
- D. Promote publications within the Special Interest Sections
- E. Function as a resource or collaborate with any body of ArizOTA
- F. Respond to emerging issues, both internal and external to ArizOTA as they relate to specialty areas of occupational therapy

Section 2. Formation. The Board of Directors is responsible for the initial evaluation of all recommendations and requests for new SIS groups and for evaluation of the appropriateness for continuation or dissolution of all SIS, Individual SIS shall have a clearly defined educational mission, which will be recorded in the minutes. The SIS shall submit a budget request if appropriate for the function of the SIS's tasks. The SIS will follow all guidelines as designated in the Standard Operating Procedures of ArizOTA. The Chairperson shall be appointed by the Board of Directors. The Chairperson will maintain this position for a 2 year period of time with an option for one additional term if approved by the Board of Directors.

Section 3. Membership. Membership in Special Interest Sections shall be open to all current ArizOTA members in good standing.

Section 4. Procedures. The SIS Chairperson will provide a written report to the Vice President and the Board of Directors on the progress of the SIS no less than four times per year including the year-end report. Each SIS shall submit a yearly-proposed budget for itemized expenditures and revenues in pursuit of the SIS's stated functions.

Section 5. Dissolution. The Board of Directors will review each SIS on an annual basis. The SIS may be dissolved by the Board of Directors if it does not continue to meet the needs of the membership.

ARTICLE VIII. ETHICS

ArizOTA and its members shall adhere to the most current version of the American Occupational Therapy Association Code of Ethics.

ARTICLE IX. FISCAL YEAR

The fiscal year of ArizOTA shall begin July 1st and end on June 30th.

ARTICLE X. PARLIMENTARY AUTHORITY

Except as otherwise noted, all meetings of ArizOTA, its Board of Directors, Special Interest Sections, and Committees shall be governed by the parliamentary rules and procedures stipulated in the latest edition of Robert's Rules of Order Revised or another rule of order decided upon two thirds majority of the Board of Directors.

ARTICLE XI. FINANCIAL REPORTS

An independent accountant appointed by the Board of Directors shall at such time as the Board may determine, but at least annually, prepare for the Corporation a financial statement, including a statement of capital assets and liabilities, and a statement of income, expenses, and distributions, and such other additional reports or information as may be ordered from time to time by the Board of Directors. The accountant shall also prepare such financial data as may be necessary for returns or reports required by State or Federal government to be filed by the Corporation. The accountant's charges and expenses shall be proper expenses.

ARTICLE XII. REPEAL, REVISION, OR AMENDMENT OF BYLAWS

Section 1. Written or Electronic Ballot. These Bylaws may be repealed, revised, or amended through a ballot by a majority of ballots received and determined to be valid.

Section 2. Voting Procedures. The proposed Bylaws amendments and voting procedures will be sent to every voting member in good standing at least 30 days before the closing date for voting.

ARTICLE XIII. DISSOLUTION

Upon the dissolution of ArizOTA or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute the assets of the corporation exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable, education, or scientific purposes shall at the time qualify as an exempt organization or organizations under Section 501 (c) (6) of the Internal Revenue Code of 1986 (or the correspondence provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the superior court of the county in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as said courts shall determine, which are organized and operated exclusively for such purpose.