

The  
Articles of Incorporation  
Of  
The American Occupational Therapy  
Association

\*\*\*\*\*

**Composite Articles of Incorporation  
of The American Occupational Therapy  
Association  
as amended\***

We, The Undersigned, All being persons of full age, and all being citizens of the United States desiring to form a corporation, pursuant to Sub-Chapter 3, of Chapter 18, of the Code of Law for the District of Columbia, do hereby make, sign and acknowledge this Certificate as follows:

FIRST: The name of the corporation is to be "The American Occupational Therapy Association."\*\*

SECOND: The term of existence of the corporation shall be perpetual.

THIRD: The purpose or purposes which it will hereafter pursue are to *advance the therapeutic value of occupation; to research the effects of occupation upon human beings and to disseminate that research;* to promote the use of occupational therapy and to advance the standards of education and training in this field; to *educate consumers about the effect of occupation upon their well-being;* and to engage in such other activities as may be considered to be advantageous to the profession, its members, and the consumers of occupational therapy services. [Italicized portions adopted by Executive Board 1/16/76.]

FOURTH: *The corporation is to have members.*

FIFTH: *The corporation is to be divided into classes of members. The designation of each class of members, the qualifications, rights, and limitations of the members of each class and conferring, limiting, or denying the right to vote are as follows:*

*a. Members: The classes of members are (1) occupational therapist, (2) occupational therapy assistant, (3) occupational therapy student, (4) organizational, and (5) associate. The bylaws may designate other classes of members.*

*b. Qualifications, Rights, and Limitations: The qualifications, rights, and limitations of the members of each class shall be provided in the bylaws.*

*c. Voting: Members are entitled to vote for Association officers and bylaw changes; members shall have such other voting rights as are provided in the bylaws. Associate members and Organizational members shall not be entitled to vote for Association Officers and bylaw changes.*

SIXTH: The number of trustees, directors, or managers of the corporation shall be not less than five (5) nor more than fifty (50), and shall be known as the Board of Directors. *The manner of election or appointment of such directors shall be provided in the bylaws.*

SEVENTH: The territory in which its operations are principally to be conducted is the United States of America, the territories, possessions, and dependencies thereof and the District of Columbia, but the operations of the corporation shall not be limited to such territory.

EIGHTH: The location of the principal office of the corporation shall be fixed by the bylaws of the corporation.

NINTH: The time for holding its annual meeting shall be fixed by the bylaws of the corporation.

TENTH: *In the event this corporation shall be dissolved for any reason, any remaining assets shall be distributed for purposes within the scope of Internal Revenue code 501(c)(6) or any amendment thereto, and in accordance with the corporate statutes of the District of Columbia.*

ELEVENTH: The address, including street and number, of its registered office in the District of Columbia is 918-16th St N.W., Washington, DC 20006, and the name of its registered agent at such address is C.T. Corporation System.

TWELFTH: The names and places of residence of the persons to be its directors until its first annual meeting are as follows:

William R. Dunton, Jr., MD, of Sheppard and Enoch Pratt Hospital of Towson, Maryland; Susan C. Johnson, of 350 West 85th Street, New York City, New York; Eleanor Clarke Slagle, of the Hotel Alexandria, Chicago, Illinois; Susan E. Tracy, of Jamaica Plain, Massachusetts; and George Edward Barton, of Consolation House, Clifton Springs, New York.

IN WITNESS WHEREOF: We have made signed and acknowledged this certificate in duplicate.  
Date, Clifton Springs, Ontario County, New York, this fifteenth day of March, A.D. 1917.

William R. Dunton, Jr.  
Susan C. Johnson  
Eleanor Clarke Slagle  
George Edward Barton  
Isabel G. Newton  
T.B. Kidner

STATE OF NEW YORK  
COUNTY OF ONTARIO: SS

On the fifteenth day of March, 1917, before me personally came William R. Dunton, Jr., Susan C. Johnson, Eleanor Clarke Slagle, George Edward Barton, Isabel G. Newton, and T.B. Kidner, to me known and known to me to be the same persons described in and who executed the foregoing certificate the same.

James A. Rolfe,  
Notary Public.

(NOTARIAL SEAL)

\* A resolution recommending that the corporation accept the jurisdiction of the District of Columbia Nonprofit Corporation Act (29 D.C. Code Chapter 10 then) was adopted at a meeting of the Executive Board on January 16, 1976. The formal Statement of Election to Accept was filed and certified on August 30, 1976. Italicized items were filed as part of that Statement to amend existing article number three, and to add new provisions with information required to be included in the Articles under Chapter 10 (now Chapter 5).

The 1981 amendment added the organizational category of membership without vote in Article 5, and corrected the word "The" in Article one.

The 1990 amendment added the Associate category of membership without vote in Article 5 and provides for other classes of membership to be designated in the bylaws.

This compilation represents a re-numbered composite of all official amendments or documents affecting incorporation from March 1917 through May 1990.

\*\* Name changed from National Society for the Promotion of Occupational Therapy, Inc. Jan. 27, 1923

The  
Official Bylaws  
of  
The American Occupational  
Therapy Association, Inc.

2009

\*\*\*\*\*

Table of Contents  
Bylaws

**The American Occupational Therapy Association, Inc.**

**Bylaws  
Table of Contents**

<b>Article I.</b>	<b>Name.....</b>	<b>1</b>
	Section 1. Name .....	1
	Section 2. Purpose .....	1
<b>Article II.</b>	<b>Noninurement .....</b>	<b>1</b>
<b>Article III.</b>	<b>Members .....</b>	<b>1</b>
	Section 1. Membership Classes.....	1
	Section 2. Voting Rights and Privileges of Members .....	2
	Section 3. Dues and Good Standing.....	3
	Section 4. Termination of Membership.....	3
<b>Article IV.</b>	<b>Meetings of the Membership of the Association.....</b>	<b>3</b>
	Section 1. Annual Business Meeting.....	4
	Section 2. Special Meetings .....	4
	Section 3. Quorum for Annual and Special Meetings .....	4
	Section 4. Voting.....	4
<b>Article V.</b>	<b>Board of Directors.....</b>	<b>4</b>
	Section 1. Purpose.....	4
	Section 2. Composition .....	5
	Section 3. Term and Qualifications of Board Directors .....	5
	Section 4. Appointment, Term, and Qualifications of Appointed Participants .....	5
	Section 5. Functions .....	6
	Section 6. Meetings.....	6
	Section 7. Bodies of the Board.....	7
	Section 8. Organizational Advisors.....	7
	Section 9. Associated Body of the Board.....	7
<b>Article VI.</b>	<b>Officers of the Association.....</b>	<b>8</b>
	Section 1. Officers.....	8
	Section 2. Officer Qualifications.....	8
	Section 3. Duties .....	8
<b>Article VII.</b>	<b>Representative Assembly.....</b>	<b>9</b>
	Section 1. Purpose.....	9
	Section 2. Composition .....	9
	Section 3. Election, Term, and Qualifications of Elected Members .....	10
	Section 4. Appointment, Term, and Qualifications of Consumer Member .....	11
	Section 5. Functions .....	11
	Section 6. Meetings.....	12
	Section 7. Bodies of the Assembly.....	13
<b>Article VIII.</b>	<b>Officials of the Representative Assembly.....</b>	<b>14</b>
	Section 1. Officials.....	14
	Section 2. Election .....	14
	Section 3. Qualifications .....	15
	Section 4. Duties .....	15
<b>Article IX.</b>	<b>Nominations and Elections of the Association .....</b>	<b>15</b>
	Section 1. Nominations .....	16
	Section 2. Eligibility .....	16
	Section 3. Slate.....	16
	Section 4. Ballot for Elections of the Association.....	16
<b>Article X.</b>	<b>State Affiliates .....</b>	<b>17</b>
	Section 1. Boundaries .....	17
	Section 2. Purpose.....	17
	Section 3. Recognition .....	17
	Section 4. Termination .....	18

	Section 5. Appeal Process .....	18
	Section 6. Affiliated State Association Presidents (ASAP) .....	18
<b>Article XI.</b>	<b>World Federation of Occupational Therapists—Delegates.....</b>	<b>18</b>
	Section 1. Delegates .....	18
	Section 2. Election and Term of Office.....	18
	Section 3. Qualifications .....	18
	Section 4. Duties .....	19
<b>Article XII.</b>	<b>Administrative Procedures for All Elected or Appointed Positions .....</b>	<b>19</b>
	Section 1. Resignation.....	19
	Section 2. Censure.....	19
	Section 3. Removal .....	19
	Section 4. Appeal .....	19
	Section 5. Vacancies .....	20
	Section 6. Term of Office.....	20
	Section 7. Ballots .....	20
<b>Article XIII.</b>	<b>Standards of the Association .....</b>	<b>20</b>
	Section 1. Standards .....	20
	Section 2. Ethics Standards .....	21
<b>Article XIV.</b>	<b>Fiscal Year .....</b>	<b>21</b>
<b>Article XV.</b>	<b>Dissolution Clause .....</b>	<b>21</b>
<b>Article XVI.</b>	<b>Parliamentary Authority .....</b>	<b>21</b>
<b>Article XVII.</b>	<b>Amendments to Bylaws.....</b>	<b>22</b>
	Section 1. Role of Board, Assembly, and Association Members .....	22
	Section 2. Procedure .....	22
	Section 3. Technical Corrections .....	23
	Section 4. Effective Date.....	23
<b>Article XVIII.</b>	<b>Indemnification .....</b>	<b>23</b>

## **ARTICLE I.**

### **Name**

#### **Section 1. Name**

The name of the organization shall be The American Occupational Therapy Association, Inc., hereinafter referred to as the Association.

#### **Section 2. Purpose**

The Association is organized under the District of Columbia Nonprofit Corporation Act.

## **ARTICLE II.**

### **Noninurement**

#### **Section 1. Noninurement**

No part of the net earnings of the Association shall inure to the use or benefit of any individual. The Association shall not engage in any activities that are prohibited by the Internal Revenue Code, Section 501(c)(6).

## **ARTICLE III.**

### **Members**

#### **Section 1. Membership Classes**

There shall be five (5) classes of membership.

- A. Occupational Therapist (OT): Any individual initially certified to practice as an OT or licensed or regulated by a state, commonwealth, district, or territory of the United States to practice as an occupational therapist and who has not had that certification, license, or regulation revoked due to disciplinary action shall be eligible to be an Occupational Therapist Member.
- B. Occupational Therapy Assistant (OTA): Any individual initially certified to practice as an OTA or licensed or regulated by a state, commonwealth, district, or territory of the United States to practice as an occupational therapy assistant and who has not had that certification, license, or regulation revoked due to disciplinary action shall be eligible to be an Occupational Therapy Assistant Member.

- C. Occupational Therapy Student (OTS): Any individual enrolled in an occupational therapy educational program that is accredited, or pending accreditation by the Accreditation Council for Occupational Therapy Education (ACOTE®) and that is located in the United States, or in a state, commonwealth, district, or territory of the United States, shall be eligible to be a Student Member.
- D. Organizational: An organization, institution, or agency interested in occupational therapy may be an Organizational Member.
- E. Associate: An individual interested in occupational therapy who does not satisfy the requirements of subsections A, B, C, or D of this section may be an Associate Member.

**Section 2. Voting Rights and Privileges of Members**

- A. Occupational Therapist and Occupational Therapy Assistant Members:
  - 1. Shall be entitled to vote
    - a. for the officers of the Association, Board Directors, and Delegate and Alternate Delegate to the World Federation of Occupational Therapists (WFOT);
    - b. for Representative(s) and Alternate Representative(s);
    - c. for Chairpersons-Elect of the Commission on Education (COE), Commission on Practice (COP), Ethics Commission (EC), Commission on Continuing Competence and Professional Development (CCCPD), Special Interest Sections Council (SISC), and for the OTA Representative and OTA Alternate Representative to the Assembly;
    - d. at Annual Business Meetings and special meetings of the Association; and
    - e. for Association Bylaws.
  - 2. May submit resolutions and motions to the Agenda Committee of the Assembly.
  - 3. May serve on Association bodies and run for offices of the Association.
  - 4. Shall be eligible to receive other privileges as designated by the Board.
- B. Student Members:
  - 1. Shall be entitled to vote
    - a. for the officers of the Association, Board Directors, and Delegate and Alternate Delegate to the WFOT;
    - b. at Annual Business Meetings or special meetings of the

- c. Association;  
for Chairpersons-Elect of the COE, COP, EC, CCCPD, SISC, and for the OTA Representative and OTA Alternate Representative to the Assembly;
  - d. for the Directors of the ASD and the Student Member Representative to the Assembly; and
  - e. for Association Bylaws.
2. May submit resolutions and motions to the Agenda Committee of the Assembly.
  3. May serve on Association bodies.
  4. Shall be eligible to be an officer or member of ASD.
  5. Shall be entitled to receive other privileges as designated by the Board.

C. Organizational and Associate Members:

Shall be entitled to receive privileges as designated by the Board.

**Section 3. Dues and Good Standing**

- A. Dues and fees, if any, for all classes of membership shall be established by the Assembly.
- B. A member shall be in good standing if he or she currently meets the qualifications for the class of membership has paid all applicable dues, and membership has not been terminated pursuant to Section 4.

**Section 4. Termination of Membership**

- A. Any member whose dues are still in arrears 30 days after payment is due shall automatically be removed from membership. Membership shall automatically be reinstated by payment of dues in arrears.
- B. Members of any classification may have their membership revoked for cause. Cause may include violation of the AOTA *Occupational Therapy Code of Ethics and Ethics Standards (2010)*.
- C. For any cause other than nonpayment of dues, a vote for revocation shall occur only after the member has been notified of the complaint for revocation and has been given reasonable opportunity for defense pursuant to the *Enforcement Procedures for the Occupational Therapy Code of Ethics*.

**ARTICLE IV.**

**Meetings of the Membership of the Association**

**Section 1. Annual Business Meeting**

- A. The Annual Business Meeting of the members shall be held within each calendar year.
- B. An official publication of the Association shall list the place, day, and hour of the Annual Business Meeting at least 90 days before the meeting date.

**Section 2. Special Meetings**

- A. The President, a majority of voting members of the Board, two thirds of the Assembly, or 10% of the OT and OTA members of the Association may call a special meeting.
- B. Members shall be notified by mail, electronic, or telephonic transmission of the place, day, hour, and purpose of the special meeting at least 21 days before the meeting.
- C. At a special meeting, the only business conducted shall be the matters stated in the meeting notification.

**Section 3. Quorum for Annual and Special Meetings**

- A. A quorum shall be 100 OT, OTA, and/or student members, and
- B. Representation of a majority of the election areas.

**Section 4. Voting**

- A. Mail, electronic, or telephonic transmission may be used by OT, OTA, and student members for voting.
- B. At any annual or special meeting of the members, there shall be no voting by proxy.
- C. The Board shall determine the process for counting and recording the vote.

**ARTICLE V.**

**Board of Directors**

**Section 1. Purpose**

The Board of Directors, herein called the Board, shall govern the affairs of the

Association in accordance with all duly vested statutory, corporate, and Bylaws powers.

**Section 2. Composition**

A. Voting Members

1. Officers of the Association: President, Vice President, Secretary, and Treasurer
2. Six Directors (at least one of whom must be an OTA and at least one of whom must be an OT)
3. Speaker of the Assembly

B. Nonvoting Members

1. President-Elect
2. Public Advisor
3. Consumer Advisor
4. AOTA Executive Director

**Section 3. Term and Qualifications of Board Directors**

A. Term of Office

1. A Director shall serve a 3-year term as provided in Article XII, Section 6, or until a successor has been elected.
2. A Director shall only be eligible to serve another term after the expiration of 2 intervening years.

B. Qualifications

1. A Director shall have been initially certified with at least 5 years of experience as an OT or OTA at the time of nomination.
2. A Director shall have the qualifications necessary to execute the duties of the office held as determined by the Nominating Committee.

**Section 4. Appointment, Term, and Qualifications of Appointed Participants**

A. Appointment

The Consumer Advisor and Public Advisor are appointed by the President.

B. Term of Office

The Consumer Advisor and Public Advisor shall serve a 3-year term that coincides with the term of the President.

- C. Qualifications
  - 1. Consumer Advisor
    - a. Knowledge of the profession of occupational therapy through personal experience.
    - b. Experience serving on boards, committees, or other bodies.
  - 2. Public Advisor
    - a. Knowledge of the profession of occupational therapy through professional experience in the health care reimbursement, regulatory, or policy arenas.
    - b. Experience serving on boards, committees, or other bodies.

**Section 5. Functions**

- A. Establish the policies and procedures of the Board.
- B. Plan, prepare, approve, and manage the Association budget for each fiscal year.
- C. Manage the Association headquarters through the appointment of the Executive Director as Chief Executive Officer of the Association headquarters.
- D. Approve and monitor grants and contracts entered into by the Association and oversee investments.
- E. Prepare and approve plans of action and the Strategic Plan of the Association.
- F. Act as, or appoint, the appeal body of the Association for matters for which such appeals are provided under these Bylaws.
- G. Determine the location of the principal office of the Association.
- H. To declare and take action during an emergency.

**Section 6. Meetings**

- A. Regular Meetings
  - 1. The Board shall have at least one regular meeting a year.
  - 2. The time and place of the meeting shall be designated at least 30 days before the meeting date of the regular Board meeting, by mail, electronic, or telephonic transmission to the Board

members.

3. The Board may invite any person to a Board meeting to advance the business of the Board.

**B. Special Meetings**

1. Special meetings of the Board may be called by the President or any three members to address specific issues.
2. Special meetings of the Board may be held by electronic means including, but not limited to, electronic or other Internet communication systems, telephone, or video conferences.
3. Board members shall be notified by mail, electronic, or telephonic transmission of the date, time, place, and purpose of the meeting at least 1 week before the date.
4. Only business as stated in the call may be transacted at the special meeting.
5. Urgent business may be transacted by voting members of the Board serving as an Executive Committee via conference call on a 24-hour notice.

**C. Quorum**

A majority of all the voting members, including at least two officers, shall constitute a quorum.

**Section 7. Bodies of the Board**

The Board shall have the authority to establish bodies as necessary to carry out the purposes of the Association provided that the Board may not delegate overall responsibility for the conduct of the business of the Association or for exercising the powers of the Board.

**Section 8. Organizational Advisors**

Purpose: To provide information to the Board regarding strategic planning and budgeting with respect to matters with the expertise of the specific Organizational Advisor. The advisors include: Accreditation Council for Occupational Therapy Education (ACOTE®) Chairperson, American Occupational Therapy Foundation (AOTF) President, American Occupational Therapy Association Political Action Committee (AOTPAC) Chairperson, Affiliated State Association Presidents (ASAP) Chairperson, Assembly of Student Delegates (ASD) Chairperson, and World Federation of Occupational Therapists (WFOT) Delegate.

**Section 9. Associated Body of the Board**

ACOTE®

Purpose: To accredit occupational therapy educational programs and occupational therapy assistant educational programs. ACOTE® establishes, approves, and administers educational standards to evaluate occupational therapy and occupational therapy assistant educational programs. ACOTE® shall establish its own policies and procedures.

## **ARTICLE VI.**

### **Officers of the Association**

#### **Section 1. Officers**

The Officers shall be the President, Vice President, Secretary, and Treasurer.

#### **Section 2. Officer Qualifications**

- A. Officers shall have been initially certified with at least 10 years of experience as an OT or OTA at the time of nomination.
- B. An officer shall have the qualifications necessary to execute the duties of the office held as stated in Association documents.
- C. An officer shall be a member in good standing of the Association and of a state affiliate at time of nomination and throughout the term of office.

#### **Section 3. Duties**

- A. President
  - 1. Shall be the chief elected officer of the Association and represent the Association to the public.
  - 2. Shall be an ex officio member of all committees of the Association except the Nominating Committee and the EC.
  - 3. Shall preside at all meetings of the Association membership.
  - 4. Shall preside at Board meetings as Chairperson of the Board.
  - 5. Shall appoint ad hoc committee chairpersons.
  - 6. Shall appoint a member of the Board to serve as liaison to the ASD.
  - 7. Shall appoint liaisons to external national organizations.
  - 8. Shall perform all other duties incident to the office of the President.
- B. President-Elect
  - 1. Shall prepare for the duties of the President.

2. Shall perform assignments made by the President.
- C. Vice President
1. Shall fulfill presidential duties in the absence of the President.
  2. Shall perform all other duties incident to the office of the Vice President.
- D. Secretary
1. Shall record the minutes of the Business Meetings of the Association and the minutes of the Board meetings and be the custodian of such records.
  2. Shall serve as a member of the Bylaws, Policies, and Procedures Committee (BPPC) of the Assembly.
  3. Shall call to order a Business Meeting of the Association in the absence of the President and Vice President and shall preside over an election by the members present of a chairperson pro tempore.
  4. Shall perform all other duties incident to the office of the Secretary.
- E. Treasurer
1. Shall oversee the financial affairs of the Association.
  2. Shall be bonded at the expense of the Association.
  3. Shall have the accounts of the Association audited annually by a Certified Public Accountant.
  4. Shall perform all other duties incident to the office of the Treasurer.

## **ARTICLE VII.**

### **Representative Assembly**

#### **Section 1. Purpose**

The Representative Assembly, herein called the Assembly, shall be the legislative body directly responsible for the policies affecting the direction of the profession.

#### **Section 2. Composition**

##### A. Voting Members

1. Elected Representative(s), as determined by proportional representation of the election area(s), or elected Alternate

- Representative(s) when seated
- 2. A representative of OTFC
- 3. Officials of the Assembly: Speaker, Vice Speaker, and Recorder
- 4. Officers of the Association: President, Vice President, Secretary, and Treasurer
- 5. Student member representative
- 6. OTA Representative, or Alternate OTA Representative when seated
- 7. The Chairpersons of the COE, COP, CCCPD, EC, and SISC
- 8. ASAP Representative
- 9. Consumer Member

**B. Nonvoting Members**

- 1. President-Elect
- 2. AOTA Executive Director
- 3. The Chairpersons-Elect of the COE, COP, CCCPD, EC, and SISC
- 4. Chairpersons of the Agenda, BPPC, Credentials Review and Accountability Committee (CRAC), Nominating, and Recognitions Committees

**Section 3. Election, Term, and Qualifications of Elected Members**

**A. Election**

- 1. Representatives and Alternate Representatives of an election area are elected by the OTs and OTAs within that election area. The election will be conducted by the Association in collaboration with the state affiliate. An election area is defined by state, district, commonwealth, or territory boundaries and there shall be only one election area within the boundaries of each state, district, commonwealth, or territory.
- 2. The ASD shall conduct the election for the Student Member Representative to the RA.

**B. Term of Office**

- 1. Representatives and Alternate Representatives shall serve a 3-year term or until successors have been elected. The term of office begins July 1.
- 2. Representatives and Alternate Representatives shall not be eligible to serve more than two consecutive terms in the same position.
- 3. The Student Member Representative shall serve a 2-year term.
- 4. The Chairpersons of the Agenda, BPPC, CRAC, Nominating, and Recognitions Committees are elected

for a 3-year term and shall hold only one position in the Association at a time.

C. Qualifications

1. Representatives and Alternate Representatives shall be members of the Association at the time of election and throughout the term of office.
2. Representatives and Alternate Representatives shall be members of the election area to be represented and members of a state affiliate at the time of election and throughout the term of office.
3. Representatives and Alternate Representatives shall maintain any election area regulatory requirements necessary to identify themselves as OTs and OTAs throughout the term of office.
4. The OTA Representative and OTA Alternate Representative shall be members of the Association with at least 2 years of experience working in official capacities of state or national professional occupational therapy organizations at the time of election.
5. The Student Representative shall be a voting member of the Association and may be enrolled in an accredited occupational therapy or occupational therapy assistant educational program with at least 6 months remaining in their program (coursework, fieldwork, and thesis) following induction into the office.

**Section 4. Appointment, Term, and Qualifications of Consumer Member**

A. Appointment

The Consumer Member is appointed by the Speaker.

B. Term of Office

The Consumer Member shall serve a 3-year term that coincides with the term of the Speaker.

C. Qualifications

1. Knowledge of the profession of occupational therapy through personal experience.
2. Experience serving on boards, committees, or other bodies.

**Section 5. Functions**

- A. Formulate and approve Association policies and adopt Assembly procedures on, but not limited to

1. internal Association affairs;
  2. external Association affairs;
  3. budget/finance;
  4. position statements; and
  5. membership rights, responsibilities, and fees.
- B. Exercise other powers and functions customary to the legislative body of an association.
- C. Elect a Chairperson for each of the following Committees: Agenda, BPPC, CRAC, Nominating, and Recognitions. The Nominating Committee shall prepare a slate, preferably of at least two qualified candidates, and shall conduct the election.

## **Section 6. Meetings**

### **A. Regular Meetings**

1. At least one meeting of the Assembly shall be held annually.
2. The time and place of the meeting shall be designated by mail, electronic, or telephonic transmission to the Representatives at least 30 days before the meeting date and should be printed in an official publication before the meeting date.
3. The Assembly may invite any person to an Assembly meeting to advance the business of the Assembly.

### **B. Special Meetings**

1. Special meetings may be called by one third of the Assembly members, the Speaker of the Assembly, the Board, or the President of the Association.
2. Special meetings of the Assembly may be held by electronic means including, but not limited to, electronic or other Internet communication systems, telephone, or video conferences.
3. The time, place, and purpose of the meeting shall be designated by mail, electronic, or telephonic transmission to the Representatives at least 30 days before the meeting date and should be printed in an official publication before the meeting date.
4. Only business stated in the notice may be transacted at the special meeting.

### **C. Conduct of the Meeting**

All meetings are open to Association members, except when the Assembly

is in Executive Session.

D. Quorum

A majority of voting members shall constitute a quorum at any meeting of the Assembly.

**Section 7. Bodies of the Assembly**

The Assembly shall have the authority to establish bodies as necessary to carry out the purposes of the Assembly. The Assembly shall establish the membership criteria for all such bodies. The Association shall have the following:

A. COE

Purpose: To promote the quality of education for OTs and OTAs relative to educator, student, and consumer needs.

B. COP

Purpose: To promote and guide best practice in and standards for occupational therapy relative to practitioner and consumer needs.

C. EC

Purpose: To serve the Association members and public through the identification, development, review, interpretation, and education of the *AOTA Occupational Therapy Code of Ethics and Ethics Standards (2010)* and to provide the process whereby the ethics of the Association are enforced.

D. CCCPD

Purpose: To promote continuing competence and professional development in the profession in accordance with the Association's standards for continuing competence.

E. Agenda Committee

Purpose: To facilitate the business of the Assembly.

F. BPPC

Purpose: To review Association governance documents and recommend changes to the appropriate body for their consideration.

G. CRAC

Purpose: To ensure that Representatives and Alternate Representatives from each election area, including the OTAs and the ASD, meet the qualifications to be members of the Assembly.

H. Nominating Committee

Purpose: To prepare slates of eligible candidates for Association elections.

I. Recognitions Committee

Purpose: To solicit nominations and select recipients for all Association recognitions and awards.

J. SISC

Purpose: To coordinate and facilitate the activities of the Special Interest Sections (SISs) with the bodies of the Association.

K. Representative Assembly Coordinating Council (RACC)

Purpose: To coordinate the activities and manage integrated projects of the COE, COP, EC, CCCPD, and SISC.

L. RA Leadership Team (RALT)

Purpose: To plan, manage, and expedite the work of the Assembly.

M. ASD

Purpose: To provide an opportunity for student members to have input into decision making and actions of the Association, to promote well-being of students, and to enhance students' knowledge and structure of the Association.

## **ARTICLE VIII.**

### **Officials of the Representative Assembly**

#### **Section 1. Officials**

The officials shall be the Speaker, Vice Speaker, and Recorder.

#### **Section 2. Election**

A. The officials shall be elected by the voting members of the Assembly.

- B. The Nominating Committee shall prepare a slate, preferably of at least two qualified candidates, for each position and shall conduct the election.
- C. When a Representative or Alternate Representative is elected as an official, the person shall vacate the position of Representative or Alternate Representative.

**Section 3. Qualifications**

- A. A candidate shall be or have been a duly elected Representative, Alternate Representative, current committee chairperson, or a current official seeking election.
- B. A candidate shall have served at least 2 full years in the Assembly within 5 years of the election.

**Section 4. Duties**

- A. Speaker
  - 1. Shall preside at Assembly meetings.
  - 2. Shall have the same voting rights as other voting members of the Assembly but may abstain from voting to maintain impartiality as the presiding officer unless it would affect the outcome.
  - 3. Shall be an ex officio member of all committees of the Assembly except the Nominating Committee and the EC.
  - 4. Shall appoint ad hoc chairpersons and members of ad hoc committees of the Assembly.
  - 5. Shall perform all other duties incident to the office of Speaker.
  - 6. Shall serve as a member of the Board.
- B. Vice Speaker
  - 1. Shall fulfill the duties of the Speaker in the absence of the Speaker.
  - 2. Shall serve as the Chairperson to the RACC.
- C. Recorder
  - 1. Shall take the minutes of the meetings of the Assembly.
  - 2. Shall be the custodian of such records.

**ARTICLE IX.**

**Nominations and Elections of the Association**

**Section 1. Nominations**

- A. Any member of the Association may submit nominations to the Nominating Committee for:
  - 1. Officers of the Association,
  - 2. Board of Directors,
  - 3. Delegate and Alternate Delegate to the WFOT,
  - 4. Representative or Alternate Representative of an election area in which the individual member is a voting member,
  - 5. OTA Representative and OTA Alternate Representative to the Assembly, and
  - 6. Chairpersons-Elect of the COE, COP, CCCPD, EC, and SISC.
  
- B. The Call for Nominations for the positions provided for in this section shall be placed in an official publication of the Association 45 days before preparation of the ballot.

**Section 2. Eligibility**

An individual elected or appointed to a position may not serve in any other position at the same time unless designated in a standard operating procedure/job description or appointed to a smaller group of the body to which he or she was elected.

**Section 3. Slate**

- A. The Nominating Committee shall prepare a slate, preferably of at least two qualified candidates, for all elected positions to be filled.
  
- B. The slate shall include all qualified individuals nominated by any member of the Association.

**Section 4. Ballot for Elections of the Association**

- A. Preparation
  - 1. The Nominating Committee shall prepare a ballot for the election of positions listed in Section 1.A of this Article.
  - 2. Ballots shall be by mail, electronic, or telephonic transmission to all voting members of the Association.
  - 3. Ballots shall state the deadline date for the receipt of the ballot and the address or location to which the ballot shall be returned.
  
- B. Deadline
  - 1. The deadline for receipt of all marked ballots by the agent authorized to receive and count ballots shall be at least 45 days before the Annual Business Meeting.

2. The election shall be closed on the deadline date and no ballots received thereafter shall be counted.

C. Vote

The election of a candidate shall be by plurality vote of those ballots that are cast and valid.

D. Tie Vote

1. In the event of a tie vote the ballots shall be recounted.
2. In the event that the result is still tied, the election for that position shall be conducted again.

E. Contested Vote

1. In the event that a vote is contested and the vote tally is separated by no more than 5% of the ballots counted, the ballots shall be recounted.
2. The results of the recount shall be binding.

F. Invalid Election

The Nominating Committee shall have the authority to determine grounds for declaring an invalid election subject to the approval of the Board.

## ARTICLE X.

### **State Affiliates**

#### **Section 1. Boundaries**

An affiliate represents members located within an individual state, commonwealth, the District of Columbia, or Puerto Rico.

#### **Section 2. Purpose**

An affiliate is a professional organization of OTs, OTAs, and students that has been recognized by the Association. The purpose of the affiliation is to foster communication and collaboration between the Association and affiliates.

#### **Section 3. Recognition**

An organization becomes an affiliate of the Association through the process described in the *Affiliation Principles for AOTA and State Associations*. Continued recognition is

dependent on compliance with the *Affiliation Principles for AOTA and State Associations*.

#### **Section 4. Termination**

Termination (disaffiliation) of an affiliate can occur for the reasons and through the process described in the *Affiliation Principles for AOTA and State Association*.

#### **Section 5. Appeal Process**

The state affiliate shall have notice and opportunity to appeal to the Board by written submission within ten days from the date of notice of termination.

#### **Section 6. Affiliated State Association Presidents (ASAP)**

The Presidents of state affiliates will be the voice and resource representing state affiliate members to the Association; advising the Board and the Assembly; and providing a forum for communicating, networking, training, and mentoring state affiliate leadership.

### **ARTICLE XI.**

#### **World Federation of Occupational Therapists—Delegates**

##### **Section 1. Delegates**

The Association shall have a Delegate and an Alternate Delegate as representatives to the World Federation of Occupational Therapists, hereinafter referred to as WFOT.

##### **Section 2. Election and Term of Office**

- A. The Delegate and Alternate Delegate to the WFOT shall be elected by OT, OTA, and student members of the Association.
- B. The Delegate and Alternate Delegate shall serve an initial term of 4 years or until successors are elected. The Delegate and Alternate Delegate shall be eligible for reelection to successive terms of 2 years.
- C. A Delegate or Alternate Delegate may serve a maximum of 8 years in the same position.

##### **Section 3. Qualifications**

- A. Shall be an OT member of the Association with a minimum of 5 years of experience.
- B. Shall be an individual member of WFOT for at least 3 years prior to

running for office.

**Section 4. Duties**

A. Delegate

1. Shall be instructed by the Board on the agenda to come before the WFOT council and shall represent the Association to WFOT.
2. Shall represent international issues and WFOT to the Association.
3. Shall serve as an Organizational Advisor to the Board.

B. Alternate Delegate

1. Shall serve in the Assembly with vote as Representative of the election area of Association members residing in foreign countries and territories and possessions of the United States.
2. Shall assume the duties of the Delegate in the absence of the Delegate.

**ARTICLE XII.**

**Administrative Procedures for All Elected or Appointed Positions**

**Section 1. Resignation**

- A. Elected or appointed officials of the Association shall submit a written resignation to the appropriate Association official as provided in the Administrative SOP.
- B. The Association shall act upon such requests, including notifying appropriate committees concerning the vacancy.

**Section 2. Censure**

Motions to censure an elected or appointed official shall occur consistent with a fundamentally fair process under procedures as described in *Robert's Rules of Order* in the chapter on disciplinary procedures.

**Section 3. Removal**

Motions for removal of an elected or appointed official shall occur consistent with a fundamentally fair process under procedures described in *Robert's Rules of Order* in the chapter on disciplinary procedures.

**Section 4. Appeal**

The intent to appeal shall be made in accordance with due process outlined by the EC and approved by the Assembly.

**Section 5. Vacancies**

In the case of vacancy in any office, except the President, the vacancy shall be filled by appointment by the presiding officer of the Board or Assembly until the next regular election.

**Section 6. Term of Office**

Unless otherwise specified, a term of office shall be 3 years, or until a successor has been appointed or elected, and begins July 1. Elect positions shall serve for 1 year and assume office July 1 in the year following their election. No person will be eligible to serve consecutively in the same office for more than one term except Representatives and Alternate Representatives to the Assembly and WFOT Delegates.

**Section 7. Ballots**

A. Mail, electronic, or telephonic transmission ballots may be used to elect:

1. Officers or Officers-Elect of the Association
2. Board Directors
3. Delegate or Alternate Delegate to the WFOT
4. Representative or Alternate Representative of an election area
5. OTA Representative and OTA Alternate Representative to the Assembly
6. ASD Officers
7. Chairperson-Elect of a body of the Assembly

B. Ballots must have a method of authenticating the eligibility of each voter (e.g., a member number).

**ARTICLE XIII.**

**Standards of the Association**

**Section 1. Standards**

A. Standards of the Association shall be developed, reviewed, and promoted by the appropriate body of the Assembly.

B. The Standards of the Association shall be approved by the Assembly and interpreted by the Board, except for educational standards, which are approved by ACOTE®.

- C. All members of the Association shall be bound by the Standards of the Association.
- D. All educational programs accredited by ACOTE® shall be bound by the ACOTE® Standards for an Accredited Educational Program.

**Section 2. Ethics Standards**

- A. Ethics Standards shall be developed, reviewed, and interpreted by the EC.
- B. Ethics Standards shall be approved by the Assembly.
- C. All OT, OTA, and student members of the Association shall be bound by the statements contained in the Ethics Standards.
- D. The EC shall establish and maintain the Association’s procedures for enforcing the Ethics Standards.

**ARTICLE XIV.**

**Fiscal Year**

The fiscal year of the Association shall be determined by the Board.

**ARTICLE XV.**

**Dissolution Clause**

Should the corporation be dissolved for any reason, the remaining assets shall be distributed for purposes within the scope of the Internal Revenue Code, Section 501(c)(6), or any amendment thereto, and in accordance with the corporate statutes of the District of Columbia.

**ARTICLE XVI.**

**Parliamentary Authority**

The rules contained in the current edition of *Robert’s Rules of Order, Newly Revised*, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

**ARTICLE XVII.**

## **Amendments to Bylaws**

### **Section 1. Role of Board, Assembly, and Association Members**

- A. Board: Considers fiduciary responsibilities; may propose Bylaw amendments; and can recommend approval, modification, disapproval, or any other appropriate action with respect to proposed Bylaw amendments from membership or Assembly.
- B. Assembly: Considers policy and procedural implications of proposed Bylaw amendments and approves, modifies, disapproves, or takes any other appropriate action with respect to proposed Bylaw amendments, including proposing amendments.
- C. Members: Propose Bylaw amendments and vote to adopt amendments.

### **Section 2. Procedure**

- A. The BPPC shall announce a call for amendments in an official publication to all OT, OTA, and student members.
- B. OT, OTA, and student members shall have 60 days from the date of publication to submit suggestions to the BPPC.
- C. BPPC shall present to the Board a report containing proposed Bylaw amendments and BPPC comments on the amendments.
- D. The Board shall consider at its regular meetings any proposed Bylaws amendments. The Board shall provide a report to BPPC within 10 days of its meeting reflecting the Board's recommendations regarding proposed Bylaw amendments.
- E. The BPPC shall present to the Assembly a report containing proposed Bylaws amendments with their comments and those of the Board on the proposed amendments. This report will also be posted on the Association's Web site for consideration by the members who may offer feedback to their Representatives. The Assembly at its regular meetings shall consider, approve and recommend approval, modification, disapproval or any other appropriate action on any proposed Bylaws, including making its own proposed Bylaw amendments. The Assembly shall provide a report reflecting the Assembly's recommendations regarding proposed Bylaw amendments to BPPC within a time frame necessary to allow voting on Bylaw amendments by the membership at the Annual Business Meeting.

- F. Proposed Bylaw amendments within the scope of the subject matter discussed and approved by the Assembly shall be forwarded to the OT, OTA, and student members at the Annual Business Meeting for a vote.

**Section 3. Technical Corrections**

The BPPC shall have authority to make technical, editorial, clerical corrections, and cross-references to other Association documents to keep the Bylaws consistent without calling for a vote of the voting members of the Association or of the Assembly.

**Section 4. Effective Date**

Amendments to the Bylaws shall become effective immediately upon adoption.

**ARTICLE XVIII.**

**Indemnification**

Any present or former Board member, officer, employee, official, or agent of the Association, or other such persons so designated at the discretion of the Board, or the legal representative of such person, shall be indemnified (including advances against expenses) by the Association against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any person or his or her legal representative may be made a party by reason of his or her being or having been such a Board member, officer, employee, official, or agent, to the greatest extent permitted by law. No indemnification or advance against expenses shall be approved by the Board or paid by the Association until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.