The

Articles of Incorporation
Of
The American Occupational Therapy Association

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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: All corporate powers shall be exercised by and under the authority of the board of directors except as provided in this Sixth Article. The number of trustees, directors, or managers of the corporation shall be not less than five (5) or 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. There shall be a designated body of the board known as the Representative Assembly which shall be directly responsible for the establishment of professional standards and policies.

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.

The 2003 amendments removed “registered” and “certified” in Members in Article 5 and changed from “Executive Board” to “Board of Directors” in Article 6.

The 2013 amendments add by name the Representative Assembly as a designated body of the board, responsible for the establishment of professional standards and policies. This change was made to incorporate AOTA’s then existing organizational structure into the framework of the 2012 changes in the DC nonprofit corporate law.

** 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.

2013

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The American Occupational Therapy Association, Inc.

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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 (D.C.) 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 six (6) 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 Therapist New Practitioner and Occupational Therapy Assistant New Practitioner: Any individual who has graduated with an occupational therapy degree from an occupational therapy or occupational therapy assistant entry level educational program that is accredited 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 in the past 24 months.

C. 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.

D. Occupational Therapy Student (OTS) and Occupational Therapy Assistant Student (OTAS): Any individual enrolled in an entry level 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.

E. Organizational: An organization, institution, or agency interested in occupational therapy may be an Organizational Member.

F. Associate: An individual interested in occupational therapy that 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, Occupational Therapy Assistant, and OT/OTA New Practitioner Members:

1. Shall be entitled to vote

a. for Officers of the Association, Board Directors, and Delegate and Alternate Delegate to the World Federation of Occupational Therapists (WFOT);

b. for 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), Chairperson of the Volunteer Leadership Development Committee (VLDC), and for the OTA Representative and OTA Representative-Elect 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 commissions/committees and run for offices of the Association.

4. Shall be eligible to receive other privileges as designated by the Board.

5. May have voice in all appropriate forums in accordance with established practice.

6. May seek review of the Associations actions pursuant to the procedures set forth in Article XVI.

7. May inspect and copy records of the Association upon delivering a signed notice to the secretary of the Association at the Association headquarters at least 21 calendar days before the date a member wishes to inspect the records during reasonable business hours at the office of the Association. The Association shall keep and members shall have the right to inspect and copy the records required by and under the terms of the D.C. law applicable to nonprofit corporations.

B. Student Members:

1. Shall be entitled to vote

a. for Officers of the Association, Board Directors, and Delegate and Alternate Delegate to the WFOT;

b. at Annual Business Meetings or special meetings of the Association;

c. for Chairpersons-Elect of the COE, COP, EC, CCCPD, SISC, Chairperson of the VLDC and for Representatives, the OTA Representative and OTA Representative-Elect to the Assembly;

d. for Chairperson and Officers of the ASD and 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 commissions/committees.

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.

6. May seek review of the Associations actions pursuant to the procedures set forth in Article XV.

7. May inspect and copy records of the Association upon delivering a signed notice to the secretary of the Association at least 21 days before the date a member wishes to inspect the records during reasonable business hours at office of the Association. The Association shall keep and members shall have the right to inspect and copy the records required by and under the terms of the D.C. law applicable to nonprofit corporations.

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 Board.

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 or suspended for cause. Cause may include violation of the AOTA *Occupational Therapy Code of Ethics and Ethics Standards* (Code and Ethics Standards).

C. For any cause other than nonpayment of dues, a vote for revocation or suspension 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 and Ethics Standards*.

ARTICLE IV.

Meetings of the Membership of the Association

Section 1. Meeting Location

A. Annual or special meetings of the membership need not be held in a geographic location. Alternatively, the meeting may be held by means of the internet or other electronic communications technology in a fashion such that the members have the opportunity to read or hear the proceedings substantially concurrently (although not necessarily simultaneous) with their occurrence, vote on matters submitted to the members, and pose questions and make comments.

B. The President shall be the chairperson at all membership meetings, and in the absence of the President it shall be the Vice President.

Section 2. Annual Business Meeting

A. The regular meeting of the membership, the Annual Business Meeting, 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.

C. The record date for determining members entitled to notice of and to vote at an annual meeting shall be 30 days prior to the meeting or action requiring a determination by the members.

Section 3. Special Meetings

A. The President, a majority of voting members of the Board, two thirds of the Assembly with respect to a matter within the scope of its Purpose as set forth in Article VII, Section 1, or 10% of the 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.

D. The record date for determining members entitled to demand a special meeting shall be the date the first member signs a demand for the special

meeting.

E. The record date for determining members entitled to give notice of and to vote at a special meeting is the day the first notice is given to members, and the record date shall not be more than 30 days before the meeting or action requiring a determination by the members.

Section 4. Quorum for Annual and Special Meetings

A quorum shall be 100 members.

Section 5. 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 in conformance with the law applicable to non-profit corporations in D.C. shall determine the process for counting and recording the vote except as otherwise provided in Article IX of these Bylaws.

D. Any action that may be taken at any annual, special, or regular meeting of the members may be taken without a meeting by ballot in accordance with D.C. Law. Elections by ballots shall be conducted by ballot in accordance with Article IX.

E. An action is approved by the membership if the votes cast favoring the action exceed the votes cast opposing the action, unless the Articles, Bylaws, or D.C. law requires a greater or lesser number of affirmative votes for the specific matter that is the subject of 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. Each member of the Board shall have a fiduciary duty when discharging duties as a director to act in good faith and in a manner reasonably believed to be in the best interest of the Association and otherwise in accordance with standards of conduct under D.C. law for directors in non-profit associations.

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

5. President, American Occupational Therapy Foundation (AOTF)

6. An additional person designated by AOTF from their board of directors

Section 3. Term and Qualifications of Board Directors

A. Term of Office

1. A Director shall serve a 3-year term, or until a successor has been elected but in no event shall a Director serve in excess of 5 consecutive years without being appointed or elected to a new term.

2. A Director shall only be eligible to serve another elected term after the expiration of 2 intervening years.

3. A vacancy on the Board may be filled until the next scheduled election by a vote of a majority of the Directors remaining in office, even if they constitute less than a quorum.

4. Directors may only be removed for cause by the members of the Board as provided in Article XII or by a vote of the membership. Notice of a meeting at which removal of a Director is being considered shall state that the purpose, or one of the purposes, of the meeting is removal of the Director(s).

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 outlined by the Volunteer Leadership Development Committee (VLDC).

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 health care reimbursement, regulatory, or policy arenas.

b. Experience serving on boards, committees, or other bodies.

Section 5. Functions

The Board shall perform such functions as are necessary to fulfill the purpose of the Board of Directors set forth in this Article at Section 1, including the functions set forth below.

A. Establish the policies and procedures of the Board and the Association with the exception of the procedures that govern the Assembly.

B. Develop and approve the Strategic Plan of the Association.

C. Review and approve the Association budget for each fiscal year.

D. Manage the Association headquarters through appointment of the Executive Director as Chief Executive Officer of the Association.

E. Approve investment policies of the Association and review compliance therewith.

F. Unless otherwise provided, act as, or appoint, the appeal body of the Association for matters for which such appeals are provided under these Bylaws.

G. Determine location of the principal office of the Association.

H. Declare and take action during an emergency.

I. Create committees of the Board and advisory committees and entities.

Section 6. Meetings

A. Regular Meetings

1. The Board shall have at least one regular meeting a year.

2. The time and place of a regular meeting shall be designated at least 30 days before the meeting date by mail, electronic, or telephonic transmission to Board members.

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

4. The Board may permit any or all Directors to participate in regular or special meetings by, or conduct the meetings through, the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

B. Special Meetings

1. Special meetings of the Board may be called by the President or any three members to address specific issues.

2. 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.

3. Only business as stated in the call may be transacted at the special

meeting.

4. Urgent business may be transacted by voting members of the Board via conference call on notice that is appropriate under the circumstances.

C. Quorum

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

D. Voting

1. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present shall be an act of the Directors unless a greater vote is required by the Articles of Incorporation, Bylaws, or law for the specific matter before the Board.

2. Action may be taken without a meeting if each Director signs consent in the form of a record describing the action to be taken.

3. Actions taken at a Board meeting approving a transaction and contract where a board member or officer has an actual or potential conflict of interest shall be valid if the interested Director disclosed the conflict to the Board prior to the vote and if the transaction or contract would not be void or voidable under D.C. Code § 29-406.70(a) (1) or (a) (2). That a contract or transaction meets the fairness requirement of D.C. Code § 29-406.70(a) (3) shall not be sufficient basis to validate a Board action in which a board member had a conflict of interest.

Section 7. Committees of the Board

The Board shall have the authority to establish committees consisting of board members as necessary to carry out the purposes of the Association provided that the Board may not delegate overall responsibility for conduct of the business of the Association. The Board shall also have authority to establish advisory committees that may consist of Board and/or non-Board members. Advisory committees cannot exercise any power of the Board.

Section 8. Organizational Advisors

The following entities shall act in an advisory capacity to the Board to provide information regarding strategic planning and budgeting with respect to matters within the expertise of the specific Organizational Advisor: Accreditation Council for Occupational Therapy Education (ACOTE®) Chairperson, American Occupational Therapy Political Action Committee (AOTPAC) Chairperson, Affiliated State Association Presidents

(ASAP) Chairperson, Assembly of Student Delegates (ASD) Chairperson, World Federation of Occupational Therapists (WFOT) Delegate, OT Program Directors' Education Council (OTPDEC) Chairperson, and OTA Program Directors' Education Council (OTAPDEC) Chairperson.

Section 9. Standing Advisory Committees

The following committees shall be standing advisory committees of the Board.

A. Finance and Audit Committee

Purpose: To assist the Board in its oversight of

a. Integrity in financial statements;
b. Compliance with legal and regulatory requirements as well as Association conflict of interest policies; and
c. Selection of a qualified independent auditor.

The Treasurer shall serve as the Chairperson of the Finance and Audit Committee for a 3-year term.

B. Bylaws, Policies, and Procedures Committee (BPPC)

Purpose: To review Association governance documents and recommend changes to appropriate body(ies) for consideration. The Board shall appoint the Chairperson of BPPC for a 3-year term.

C. VLDC

Purpose: To promote member participation and engagement, volunteer leadership development, and participation initiatives of the Association. The VLDC will identify and recruit diverse and qualified candidates for service to the Association through routine elections and appointments, recipients of awards, and other leadership activities.

D. SISC

Purpose: To coordinate and facilitate activities of the Special Interest Sections with standing and advisory commissions and committees of the Association.

E. ASD

Purpose: To provide an opportunity for student members to have input into decision making and actions of the Association; to promote participation, professional growth, and leadership development of students; and to enhance students' knowledge of the structure of the Association.

Unless otherwise stated above, the Chairpersons of the Standing Advisory Committees shall be elected by the membership for a 3-year term and shall hold only one position in the Association at a time.

The Board may set forth in standard operating procedures (SOPs) the procedures for selection and approval of the members of the standing advisory committee, the term of the members, and any other matters relating to operation of the committees.

Section 10. Associated Advisory Council 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 have complete autonomy in establishing standards for educational programs; developing and implementing policies, rules, and procedures for conducting accreditation reviews; and making accreditation decisions.

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 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 the 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 VLDC 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 ASD.

7. Shall appoint liaisons to external national organizations.

8. Shall perform all other duties incident to the office of President.

B. President-Elect

1. Shall prepare for 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 Vice President.

D. Secretary

1. Shall record minutes of the Annual Business Meeting and special meetings of the Association and minutes of Board meetings and be the custodian of such records.

2. Shall serve as a member of the BPPC.

3. Shall call to order an Annual Business Meeting or special 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 Secretary.

E. Treasurer

1. Shall oversee financial affairs of the Association.

2. Shall serve as chairperson of the Board's Finance and Audit

Committee.

3. Shall be bonded at the expense of the Association.

4. Shall have accounts of the Association audited annually by an independent auditor.

5. Shall perform all other duties incident to the office of Treasurer.

ARTICLE VII.

Representative Assembly

Section 1. Purpose

The Representative Assembly, herein called the Assembly, shall be a designated body of the Board directly responsible for the establishment of professional standards and policies. With respect to matters within the scope of its purpose, each member of the Assembly shall have a fiduciary duty when discharging responsibilities as a member of the Assembly to act in good faith and in a manner reasonably believed to be in the best interest of the Association and otherwise in accordance with standards of conduct under the D.C. law for fiduciaries in non-profit associations.

Section 2. Composition

A. Voting Members

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

2. A Representative for Internationally Based Practitioners

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

7. Chairpersons of the COE, COP, CCCPD, and EC

8. ASAP Representative

9. Consumer Member

B. Nonvoting Members

1. President-Elect

2. AOTA Executive Director

3. Chairpersons-Elect of the COE, COP, CCCPD, and EC, and OTA Representative-Elect

4. Chairpersons of the Agenda and Credentials Review and Accountability Committee (CRAC)

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

A. Election

1. Representatives of an election area are elected by OT, OTA, and student members within that election area. The election will be conducted by the Association. 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. ASD shall conduct the election for Student Member Representative to the Assembly.

B. Term of Office

1. Representatives shall serve a 3-year term or until successors have been elected.

2. 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 OTA Representative shall serve a 3-year term.

5. Vacancies in the Assembly may be filled until the next regular election by a majority vote of the Representative Assembly Leadership Committee (RALC).

C. Qualifications

1. Representatives shall have the qualifications necessary to execute duties of the office held as stated in Association documents.

2. Representatives shall be members in good standing of the Association, and of his/her state election area at the time of nomination and throughout the term of office.

3. The OTA Representative and OTA Representative-Elect shall be members in good standing of the Association, and of a state affiliate at the time of nomination and throughout the term of office.

4. Representatives, the OTA Representative, and the OTA Representative- Elect shall maintain any election area regulatory requirements necessary to identify themselves as an OT or OTA throughout the term of office.

5. The Student Representative shall be a voting member in good standing of the Association, and of his/her state election area and must be enrolled in an accredited occupational therapy educational program with at least 6 months remaining in his/her program (coursework, fieldwork, and thesis) following induction into 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 relating to the specific purposes of the Assembly as set forth in Section 1 above.

B. Exercise powers and functions necessary to carry out duties of the Assembly's associated advisory commissions and committees.

C. Elect a Chairperson for each of the following Committees: Agenda and

CRAC.

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 Representatives at least 30 days before the meeting date and shall be published in an official publication of the Association.

3. The Assembly may invite any person to an Assembly meeting to advance 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 Representatives at least 21 days before the meeting date and shall be published in an official publication of the Association.

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.

E. Voting

1. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Representatives present shall be an act of the

Assembly unless a greater vote is required by the Articles of Incorporation, Bylaws, or by law for the specific matter before the Assembly.

2. The Assembly meetings need not be held in a geographic location. Alternatively, the meeting may be held by means of the internet or other electronic communications technology in a fashion such that Representatives have the opportunity to read or hear the proceedings substantially concurrently (although not necessarily simultaneous) with their occurrence, vote on matters submitted to the Representatives, and pose questions and make comments.

Section 7. Advisory Commissions and Committees of the Assembly

The Assembly shall have the authority to establish advisory commissions and committees as necessary to carry out the purposes of the Assembly. The Assembly shall establish membership criteria for all such commissions and committees. The Assembly 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 Association members and the public through development, review, interpretation, and education of the Code and Ethics Standards and to provide the process whereby they are enforced.

D. CCCPD

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

E. Agenda Committee

Purpose: To facilitate business of the Assembly.

F. CRAC

Purpose: To ensure that Representatives from each election area, committee/commission chairpersons and chairpersons-elect, officers, officials, OTFC Representative, ASAP Representative, ASD Representative, OTA Representative and Representative-Elect, and Agenda and CRAC Chairpersons meet the qualifications to be members of the Assembly.

G. Representative Assembly Coordinating Committee (RACC)

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

Members of the RACC shall be the chairpersons of the COE, COP, EC and CCCPD; and the Speaker as Ex Officio. The Vice Speaker shall be the Chairperson of the RACC.

H. RALC

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

Members of the RALC shall be the Speaker, Vice Speaker, Agenda Chairperson, CRAC Chairperson, and Recorder. The Speaker shall be the Chairperson of the RALC.

Unless otherwise stated above, Chairpersons of the Advisory Commissions and Committees of the Assembly shall be elected by the membership for a 3-year term and shall hold only one position in the Association at a time.

The Chairpersons of the Agenda Committee and CRAC are elected by the Assembly for a 3-year term and shall hold only one position in the Association at a time.

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 voting members of the Assembly.

B. The VLDC shall prepare a slate, preferably of at least two qualified candidates, for each position and shall conduct the election.

C. When a Representative is elected as an official, the person shall vacate the position of Representative.

Section 3. Qualifications

A. A candidate shall have the qualifications necessary to execute duties of the position held as stated in Association documents.

B. A candidate shall be a member in good standing of the Association, and an election area affiliate at the time of nomination and throughout the term of office.

C. A candidate shall be or have been a duly elected Representative, current commission or committee chairperson, or a current official seeking election.

D. 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 those associated with 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 duties of the Speaker in the absence of the Speaker.

2. Shall serve as Chairperson to the RACC.

C. Recorder

1. Shall take 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 VLDC for:

1. Officers and Officers-Elect of the Association,

2. Board Directors,

3. Delegate and Alternate Delegate to the WFOT,

4. Representative of an election area in which the individual member is a voting member,

5. OTA Representative-Elect,

6. Chairpersons-Elect of COE, COP, CCCPD, SISC, and EC, and Chairperson of VLDC.

B. Any member of ASD may submit nominations to the VLDC for ASD officers.

C. Any member of the Assembly may submit nominations to the VLDC for Officials of the Assembly.

D. 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

All candidates for elected and appointed positions must be members of AOTA with the exception of public and consumer members of the Board and Assembly. An individual elected or appointed to a position may not serve in any other position at the same time unless designated in a SOP or job description (JD) or appointed to a smaller group of the body to which he or she was elected.

Section 3. Slate

The VLDC shall prepare a slate, preferably of at least two qualified candidates, for all

elected positions to be filled.

Section 4. Ballot for Elections of the Association

A. Preparation

1. The VLDC shall prepare a ballot for the election of positions listed in Section 1.A of this Article.

2. The Ballot: shall:
   a. set forth the name of the candidates,
   b. provide the opportunity to vote for, or withhold a vote for each candidate for election, and
   c. indicate the number of responses needed to meet quorum requirements.

3. Ballots shall be delivered by mail, electronic, telephonic, or facsimile transmission to each member of the Association entitled to vote in the election.

4. Ballots shall state the deadline date for receipt of the ballot and the address or location to which the ballot shall be returned.

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

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

1. The election of a candidate shall be by plurality vote of those ballots cast by members entitled to vote in the election at a meeting at which a quorum is present.

2. Approval by ballot in an election is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting where the election voting would take place.

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 ballots counted, the ballots shall be recounted.

2. Results of the recount shall be binding.

F. Invalid Election

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

ARTICLE X.

Election Area 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 Associations*.

Section 5. Appeal Process

The election area affiliate shall have notice and opportunity to appeal.

Section 6. Affiliated State Association Presidents (ASAP)

The Presidents of the election area 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 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 for a maximum of 8 years served.

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 WFOT to the Association.

3. Shall serve as an Organizational Advisor to the Board.

B. Alternate Delegate

1. Shall serve in the Assembly with voice and vote as the Internationally Based Practitioners' Representative.

2. Shall assume 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

Elected and appointed officials may be subject to censure as the term is defined in Policy 1.14.1 of the Official Policies of the Association. Motions for censure of an elected or appointed official may be made by any member of the committee, body or other entity in which the elected or appointed official holds a position. The determination of such motion shall be made by the committee, body or other entity in which the elected or appointed official holds a position in accordance with a fundamentally fair process set forth in the disciplinary procedures in the Administrative SOP.

Section 3. Removal

Elected and appointed officials shall only be removed for cause. Grounds for removal for cause of an elected or appointed official are: (1) those set forth in Policy 1.15 of the Official Policies of the Association, and/or (2) violation of the Code and Ethics Standards. Motions for removal of an elected or appointed official may be made by any member of the committee, body, or other entity in which the elected or appointed official holds a position. The determination of such motion shall be made by the committee, body, or other entity in which the elected or appointed official holds a position in accordance with a fundamentally fair process set forth in the disciplinary procedures in the Administrative SOP.

Section 4. Appeal

The decision to remove an elected or appointed official may be appealed in accordance

with due process as set forth in the Administrative SOP.

Section 5. Vacancies

Unless otherwise provided, 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. In the case of a vacancy in the office of the President, the Vice President shall serve.

Section 6. Assumption of Office

With the exception of ASD officers, all elected and appointed officials assume office on July 1.

ARTICLE XIII.

Fiscal Year

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

ARTICLE XIV.

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 (D.C.).

ARTICLE XV.

Petition to Challenge Association Action

Members shall have the right to submit a written objection to an action of the Association taken by the membership, Board, or Assembly to the extent that the member is or may be affected by such action.

Any member seeking to challenge Association action shall do so in conformance with the procedure set forth in this Article, unless there is another designated procedure set forth in the official documents of the Association that specifically addresses the action which the member seeks to challenge. Any challenge to Association action covered by this Article shall be in the form of a written Petition addressed to the Board setting forth the specific action challenged, the grounds for the challenge, and requested action. The Petition must be filed within 90 days of the action challenged and shall be delivered to the Secretary at the Association's headquarters. The Board shall submit the Petition to an ad hoc committee of the Board to investigate the matter, to determine the merits of the Petition, and to make a recommendation to the President as to the appropriate disposition.

The President shall provide the Association's response to the Petition in writing to the Petitioner in not more than 90 days from the date the Petition was received by the Secretary and shall include a concise statement of the reasons for the disposition. The ad hoc committee of the Board shall process the Petition in accordance with the procedure set forth in the Administrative SOP specifically designated for Challenges to Association Action.

ARTICLE XVI.

Amendments to Bylaws

Section 1. Procedure

A. 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 Amendments to and comments on the Bylaws

D. The Board shall consider and approve at its regular meetings any proposed Bylaws amendments.

E. Proposed Bylaws amendments shall be presented to OT, OTA, and student members at the Annual Business Meeting for adoption.

Section 2. Technical Corrections

The BPPC is authorized to correct Article and Section designations, punctuation, and cross-references and to make such other technical and conforming changes to the Bylaws and other governing documents of the Association as may be necessary to reflect the intent of vote of the membership in approving the Bylaws and amendments.

Section 3. Effective Date

Amendments to the Bylaws shall become effective immediately upon adoption by vote of the membership or at such other time designated by the membership in connection with the adoption of the Bylaws.

ARTICLE XVII.

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.