

**BYLAWS OF
THE MICHIGAN OCCUPATIONAL THERAPY ASSOCIATION**

ARTICLE I

SCOPE, PURPOSE AND OBJECTIVES

Section 1. Scope. The Michigan Occupational Therapy Association (“Corporation”) is a Michigan nonprofit, non-stock corporation with a perpetual charter. These Bylaws restate the Bylaws adopted as of October, 1984 through the date of the Restated Bylaws, supplement the Articles of Incorporation, and are subject to laws which apply now or later.

Section 2. Purposes. The purposes of the Corporation are stated in the Articles of the Incorporation.

Section 3. Objectives. The objectives of the Corporation are to:

- a) Engage in activities which promote and provide quality occupational therapy services to health consumers in Michigan;
- b) Advance the standards of education and practice in the field of occupational therapy;
- c) Engage in any other activity that in the future may be considered advantageous to consumers, the profession, and the members of the Corporation.

ARTICLE II

MEMBERS

Section 1. Members. The Corporation is a non-stock, membership corporation. Members, according to their classification, shall be required to pay a specific amount of dues to the Corporation on a regular basis as determined by the Executive Committee. The Membership Director shall investigate and determine the eligibility and classification of all members. Following is a list and description of the classes of members of the Corporation:

- a) ***Licensed Occupational Therapist*** (hereafter referred to as “OT”). Upon the promulgation of the rules by the Michigan Board of Occupational Therapists, under authority of Act 523, Public Acts of 2008, effective January 13, 2009, setting forth the minimum standards for licensure as a licensed occupational therapist, satisfaction of the minimum standards so promulgated shall become conditions for membership in the Corporation in the OT category. OT members who are deemed to satisfy the minimum standards due to a grandfather provision in the rules shall also be deemed to satisfy the conditions to membership in this category.

- b) ***Licensed Occupational Therapy Assistant*** (hereafter referred to as “OTA”). Upon the promulgation of rules by the Michigan Board of Occupational Therapists, under authority of Act 523, Public Acts of 2008, effective January 13, 2009, setting forth the minimum standards for licensure as an occupational therapy assistant, satisfaction of the minimum standards so promulgated shall become conditions for membership in the Corporation in the OTA category. OTA members who are deemed to satisfy the minimum standards due to a grandfather provision in the rules shall also be deemed to satisfy the conditions to the membership in this category.
- c) ***Sustaining Members*** consisting of OT or OTA members who make additional monetary contributions in support of the Corporation in amounts as determined by the Executive Committee.
- d) ***Honorary Members*** consisting of current or former members who have performed distinguished service in the field of occupational therapy and have or had OT or OTA member status. Honorary members are members of the Corporation for life, without the payment of additional membership fees. Honorary members may be nominated by any member of the Corporation and presented to the Membership Director for recommendation to the Executive Committee for final approval.
- e) ***Retired Members*** consisting of individuals who have ceased the active practice of occupational therapy and who meet all the following requirements:
 - i. Attainment of age 65
 - ii. 20 years of active service in the field of occupational therapy, and
 - iii. Qualification for OT or OTA membership status while in active practice. Upon application to the Membership Director of the Corporation, those persons meeting the foregoing conditions will be permitted to retain membership (in the same classes they were in while in active practice) in the Corporation for one-half of the prevailing membership fee.
- f) ***Student Members*** consisting of:
 - i. Individuals in accredited professional or approved technical programs of occupational therapy
 - ii. Graduates of such programs who have not achieved OT or OTA status.
- g) ***Associate Members*** consisting of individuals interested in occupational therapy but who are not eligible for OT, OTA or Student Member status and who have been invited by the Executive Committee to become an Associate Member.
- h) **Other classes of Members.** The Executive Committee may add or delete non-voting classes of members which have such rights and privileges (other than the right to vote) as the Executive Committee may determine. However, no class of members described in these Bylaws may be deleted without a Bylaw amendment that is approved by the members of the Corporation who are entitled to vote.

Section 2. Membership Rights and Privileges.

- a) Each respective category of membership shall have the following rights and privileges:
- i) **OT Members** may vote on all matters that come before the members for a vote, may be eligible for any office, and may serve on any committee subject to the qualifications established for the particular office or committee.
 - ii) **OTA Members** may vote on all matters that come before the members for a vote, may be eligible for any office, and may serve on any committee subject to the qualifications established for the particular office or committee.
 - iii) **Sustaining Members** have only those rights and privileges that they derive from their OT or OTA member status.
 - iv) **Honorary Members** have only those rights and privileges that they derive or derived from their OT or OTA member status.
 - v) **Retired Members** have only those rights and privileges that they derive from their OT or OTA member status.
 - vi) **Student Members** may not vote, and are not eligible to hold any office of the Corporation. Student Members may serve on all committees unless otherwise provided by these Bylaws or by determination of the Executive Committee. Each year the Student Members shall elect one representative from the current year's Student Members.
 - vii) **Individual Associate Members** may not vote and are not eligible to hold any office of the Corporation or receive the membership handbook, but may serve on committees as determined by the Executive Committee. Each year the Associate Members shall elect one representative as described in Article II, Section 12, from the current year's Associate Members. This representative shall represent the voice of the entire Associate Membership.
- b) Any member of the Corporation may submit written resolutions to the Association Assembly for consideration in the development of policy for the Corporation.
- c) **Conflict of Interest.** Any member of the Corporation, who has a conflict of interest situation, is expected to seek guidance when appropriate. Advice is available from the Leader of the Executive Committee, or his/her designee regarding specific situations. If a conflict is perceived this conflict shall be reported to the Executive Committee for discussion to determine if a conflict exists and to develop a plan to manage this conflict. If the conflict is determined to be actual; a motion with votes and discussion summary

shall be recorded and any appropriate comparative data shall be included as an attachment.

- d) **Reciprocity.** All members, except honorary members, of an occupational therapy association located outside of Michigan must present official documentation from an officer of that state association demonstrating membership in good standing and date of membership expiration. The member seeking reciprocity may be granted certain privileges in a similar member classification, as determined by the Membership Director provided that the member seeking reciprocity meets the minimal standards for licensure of OTs and OTAs and satisfies state rules on reciprocity, if any.
- i) **Full Reciprocity.** The member seeking full reciprocity will be admitted as a member of the Corporation for a period of six months. All rights and privileges of membership shall be granted for those six months. Membership dues will be assessed commencing on anniversary date six months after becoming a MiOTA member.
- ii) **Partial Reciprocity.** The member seeking partial reciprocity may be granted the right to pay MiOTA membership rates for all continuing education programs and publication advertising, but will not be admitted as a member of the Corporation. No membership dues will be assessed.

Section 3. Meetings

- a) **Place of Meetings.** Meetings of members shall be held at the registered office of the Corporation or at such other place, within or outside the State of Michigan, as may be determined ~~from time to time~~ by the Executive Committee. However, ~~that~~ if a membership meeting is to be held at a place other than the registered office, the notice of the meeting shall designate such place.
- b) **Notice of Meetings.** Written notice of the time, place and purpose of any members' meeting shall be given to its member's entitled to vote not less than ten (10) nor more than sixty (60) days before the date of the meeting. Such notice may be given either by delivery in person to members or by mailing such notice to members at their addresses as the same appears in the records of the Corporation. Attendance at a members' meeting, in person or by proxy, of a member who has not received appropriate notice constitutes a waiver of notice of the meeting, except when the member attends the meeting for the express purpose of objecting, to the transaction of any business because the meeting is not lawfully called or convened. This objection must be entered at the beginning of the meeting.
- c) Types of Meeting
- i) **Annual Meeting.** The annual meeting of voting members for such business as determined by the Executive Committee shall be held on a date and time established by the Executive Committee and as stated in the notice of the meeting.

- ii) **Special Meetings.** Special meetings of voting members may be called by any member of the Executive Committee and shall be called pursuant to a resolution by the Executive Committee.

Section 4 Voting.

- a) **Record Date for Notice and Vote.** The Executive Committee shall establish a date in advance, not less than ten (10) or more than sixty (60) days before the date of a voting members' meeting as the date of record to determine which members are eligible for notice, eligible to vote at the meeting or eligible to vote on adjournments or to express consent to or to dissent from a proposal without a meeting.
- b) **Quorum.** Except as may be otherwise provided in the Articles of Incorporation, the membership present at the meeting constitutes a quorum.
- c) **Voting.** Except as may be otherwise provided in the Articles of Incorporation, each member, except Student and Associate members, is entitled to vote or to express consent or dissent. Members shall be entitled to one vote either at a membership meeting, by mail, or electronic transmission (e.g. email, facsimile)¹ as long as this written vote is received in the MiOTA office at least ten (10) days prior to the membership meeting. At a membership meeting, voting may be in person or by written proxy. Proxies shall specifically state the meeting at which they are to be used. No proxy shall be used for more than one (1) meeting. Votes at meetings may be cast either orally or in writing as announced or directed by the person presiding at the meeting prior to the taking of the vote. When an action other than the election of Executive Committee members is to be taken by vote of the members, it shall be authorized by a simple majority (50% plus one) of the members voting, unless a greater plurality is required by the express provisions of the Michigan Non-Profit Corporation Act or the Articles of Incorporation. Except as otherwise expressly required by the Articles of Incorporation, Executive Committee members shall be elected by a plurality of the votes cast at the election.

- i) **Student Members are not entitled to vote.**

- ii) Associate Members must elect one representative by a simple majority (50% plus one) from the current year's Associate Members. This representative shall have one vote on the Association Assembly, which represents the voice of the entire Associate membership.

5. **Consent in Writing** Consent in writing can be used when there is not an annual or special meeting of the members to authorize or take action. This consent must be sent to all voting members and is to clearly state the action to be taken. Written consent must be returned to the MiOTA Office by mail, electronic transmission (e.g. email or facsimile). The MiOTA Office

¹ Electronic transmission or electronically transmitted means any form of communication that meets all of the following: a) It does not directly involve the physical transmission of paper; it creates a record that may be retained and retrieved by the recipient, and b) it may be directly reproduced in paper form by the recipient through an automated process; Non-Profit Corporation Act, Act 162 of 1982, MCLA 450.2101 et seq.

must retain printed copies of all returned consent forms. At least 50% plus one of the members must consent for the action to be taken. If the vote is not unanimous than those members who did not consent must be notified promptly of the action.

ARTICLE III

EXECUTIVE COMMITTEE

Section 1. General Powers. The Executive Committee shall manage and oversee the business and fiscal affairs of the Corporation.

Section 2. Composition.

- a) *Directors*, who shall have been elected by the voting members of the Corporation to be the officers of the Corporation, in accordance with Article IV Section 3.
- b) *The Member at Large/Secretary* elected by the members of the Corporation.

Section 3. Functions. The Executive Committee shall:

- a) Manage the administrative functions of the Corporation and develop plans to forward its purposes. It shall receive advisement on policy direction and focus of the Corporation from the Association Assembly. It shall receive reports from all Coordinators who are members of the Association Assembly.
- b) Use the new and existing policies set by the Association Assembly as guidelines to manage the affairs of the Corporation.
- c) Direct the monetary and investment affairs of the Corporation and approve the annual budget prepared and presented by the Financial Director.

Section 4. Terms of Office. The term of office for all directors and Member-At-Large/Secretary shall be two (2) years.

Section 5. Election. Elections for all officers must be staggered so that one half of the positions are elected on alternate years.

Section 6. Presiding Officer. The Leader of the Executive Committee of the Corporation shall be the presiding officer of the Executive Committee. The Executive Committee shall vote at the first Executive Committee Meeting of the year to choose a leader who shall act as Leader of the Executive Committee for one year.

Section 7. Meetings. The Executive Committee shall meet as necessary throughout the year and meet with the other members of the Association Assembly at least two (2) times a year, at such times and places as the Executive Committee shall determine.

Section 8. Committees. The Executive Committee may establish such committees as it shall deem advisable to carry out the purposes of the Corporation, with such powers and authority as the Executive Committee determines consistent with these Bylaws and the Michigan Non-Profit Corporation Act.

Section 9. Standing Committees. The following committees are specified as standing committees:

- a) ***Nominating Committee*** shall be composed of a chair and at least three Members appointed by the Membership Director and approved by the Executive Committee. All appointments shall be for a one-year term. Members of the Executive Committee of the Corporation shall not be eligible for membership on the Nominating Committee. The Nominating Committee shall present to the Executive Committee its slate of nominees, consisting of one or more candidates for each office to be filled who are eligible to serve and who have consented to serve if elected. The committee shall be responsible for the preparation and distribution of ballots, and the collecting and counting of votes. If the ballot is to be presented at a regular or special meeting of the Corporation, the committee shall accept nominations from the floor. If a mail or electronic transmission vote (e.g. email or facsimile) is used, the committee shall clearly indicate on each ballot that write-ins votes will be accepted.

- b) ***Bylaws Committee*** shall be composed of a chair and at least three other members appointed by the Leader of the Executive Committee. The Bylaws Committee shall have the authority to make technical, editorial, grammatical and clerical corrections to keep the bylaws consistent without calling for a vote of the membership. Any substantive changes or revisions to the bylaws proposed by the Bylaws Committee shall be submitted to the Leader of the Executive Committee for review and approval by the Executive Committee prior to submitting to the membership for a vote.

Section 10. Resignation and Removal. Any director of the Executive Committee may resign by written notice to the Corporation. The resignation is effective upon its receipt by the Corporation or at a subsequent time as set forth in the notice. Any director of the Executive Committee can be removed, with or without cause, by the body that elected or appointed the member to the Executive Committee. By way of explanation, but not limitation, directors may be removed by a majority vote of the members of the Corporation entitled to vote at an election of directors. Any director may be removed by the full Executive Committee for just and reasonable cause.

Section 11. Vacancies and Increases in Numbers. Vacancies on the Executive Committee occurring for any reason, including an increase in the number of directors, may be filled by the affirmative vote of a majority of the directors then in office, even though less than a quorum, or by the sole remaining director of any regular or special meeting. A director chosen to fill a vacancy occurring for any reason, including an increase in the number of directors, shall hold office, unless such director resigns or is removed, until the next election or appointment of directors by the body empowered to elect or appoint the class of director to which the director succeeded.

Section 12. Attendance. Each director is expected to attend 100% of the Executive Committee meetings held each year unless the Leader of the Executive Committee excuses a director's absence

for illness or other good reasons. The Executive Committee may remove any director for repeated unexcused absences that impact the functioning of the committee. Substitutes for the Membership Director, Advocacy Director and the Communication Director must be selected from one of the coordinator positions. Substitutes for directors do not have the right to vote on behalf of the director that is represented and do not count towards the quorum.

A meeting cannot be held without the presence of the Financial Director or Member at Large/Secretary.

Section 13. Meetings

- a) ***Place of Meetings and Records.*** The Executive Committee shall hold its meetings in such place or places, within or outside the State of Michigan, as the Executive Committee may determine. The Executive Committee shall maintain the minutes of its meetings and all other committee meetings and keep the books and records of account for the Corporation.
- b) ***Annual Meetings.*** The annual meeting of the Executive Committee shall be held at the same place and immediately preceding the annual membership meeting. If such meeting is not so held, the annual meeting of the Executive Committee shall be called in the same manner as hereinafter provided for special meetings of the Executive Committee.
- c) ***Regular Meetings.*** Regular meetings of the Executive Committee may be held at such time and place as shall be determined by the Executive Committee. Any notice given of a regular meeting need not specify the business to be transacted or the purpose of the meeting.
- d) ***Special Meetings.*** Special meetings of the Executive Committee may be called by the Leader of the Executive Committee or Member at Large/Secretary and shall be called by one of them on the written request of any four (4) directors, upon at least five (5) days written notice to each director, or forty-eight (48) hours' notice, given personally or by telephone, email or facsimile. The notice must contain a general statement of the business to be transacted or the purpose of the special meeting. Attendance at a special meeting of a director, who has not received appropriate notice constitutes a waiver of notice of the meeting, except when the director attends the meeting for the express purpose of objecting, to the transaction of any business because the meeting is not lawfully called or convened. This objection must be entered at the beginning of the meeting.

Section 14. Quorum and Vote.

- a) Any meeting of the Executive Committee must have a quorum (50% plus one) of the current Executive Committee membership, which consists of the Membership Director, Advocacy Director, Communications Director, ~~the~~ Financial Director and ~~the~~ Member at Large/Secretary.
- b) A majority of the voting members of the Executive Committee then in office constitutes a quorum for the transaction of business. If a quorum is present, the vote of the majority constitutes the action of the Executive Committee, unless the vote of a larger number is

specifically required by the Articles of Incorporation or these Bylaws. If a quorum is not present at any meeting, the members present may adjourn the meeting to another time and place, without notice other than announcement at that meeting.

- c) ***Meeting Participation by Use of Communication Equipment.*** Members of the Executive Committee, or of any assembly or committee designated by the Executive Committee, may participate in a meeting of the Executive Committee or committee, as the case may be, by using a conference telephone or similar communications equipment by means of which all persons participating in the meeting can concurrently communicate with each other.
- d) Each position is entitled to only one vote. If one position has co-chairmanship, both persons must agree on the vote or else abstain from voting.

Section 15. Action without a Meeting. Any action required or permitted to be taken at a meeting of the Executive Committee, or any committee thereof, may be taken without a meeting if, before or after the action, all members of the Executive Committee, or such committee, consent thereto in writing.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Corporation shall be the Membership Director, Advocacy Director, Communication Director, Financial Director and the Member-at-Large/Secretary.

Section 2. Term. The term of the office for all officers of the Corporation shall be two (2) years.

Section 3. Election. Officers of the Corporation shall be elected by the OT and OTA members and shall serve as members of the Executive Committee. They shall be announced at the annual meeting of the members of the Corporation and will assume office on the first day of the fiscal year following the annual meeting at which they were elected, unless otherwise indicated. Elections for all officers must be staggered so that one half of the positions are elected on alternate years.

Section 4. Eligibility and Qualification. All officers of the Corporation must be licensed in the State of Michigan and voting members of MiOTA and AOTA. All officers must have served on at least one committee of the Corporation. A waiver of these qualification requirements may be granted by a majority vote of the Executive Committee.

Section 5. Transition of Duties of the Executive Committee. Each current director of the Executive Committee must begin to orient the respective elected member of the Executive Committee, in accordance with the policies and procedures of the Corporation, at least two (2) months prior to the first day of the fiscal year before the elected member assumes office.

Section 6. Leader of the Executive Committee. The Leader of the Executive Committee shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the members and of the Executive Committee and shall be responsible for orientation of new Executive Committee and Association Assembly members. The Leader of the Executive Committee shall have the financial authority (with the approval of the Executive Committee) to enter into binding contracts. The Leader of the Executive Committee shall prepare an annual report and provide it to the members either orally or in a written report. The Leader of the Executive Committee shall submit all records, reports, credentials and other such materials as may be requested by AOTA. The Leader of the Executive Committee shall present or arrange for presentation of awards at the Annual Meeting. The Leader of the Executive Committee may excuse a Director's absence from a meeting of the Executive Committee for illness or other good reasons.

Section 7. Communication Director. The Communication Director shall be responsible for appointing, with the approval of the Executive Committee, and overseeing the Coordinators of the Newsletter, Website and Networking/Practice and their respective committees.

Section 8. Membership Director. The Membership Director shall be responsible for appointing, with the approval of the Executive Committee, and overseeing the Nominating Committee and the Coordinators for Recruitment, Activation and Retention and their respective committees.

Section 9. Advocacy Director. The Advocacy Director shall be responsible for appointing, with the approval of the Executive Committee, and overseeing the Coordinators of Public Policy and Reimbursement and their respective committees. The Advocacy Director serves as the conduit for communication with the MiOTA Executive Committee and the MiOTA liaisons of MASPOT and MOT-PAC.

Section 10. Financial Director. The Financial Director shall be responsible for the preparation of the budget and the presentation to the Executive Committee for approval. The Financial Director shall act in an advisory capacity to the Agent of the Corporation. The Financial Director shall be bonded, at the expense of the Corporation, if the Financial Director is actually collecting and disbursing funds. If the Financial Director is not actually collecting and dispersing monies, then the Agent of the Corporation responsible for collecting and dispersing monies must be bonded at its own expense. The Financial Director shall have the Corporation accounts reviewed annually by a qualified accountant. The Financial Director shall report at the annual meeting and submit to the Executive Committee, at intervals determined by the Executive Committee, a written statement of the financial affairs of the Corporation.

The Financial Director shall be responsible for appointing, with the approval of the Executive Committee, and overseeing the Coordinator for Continuing Education and its respective committee.

Section 11. Member-at-Large/Secretary. The Member-at-Large/Secretary is charged with representing the interests of the members of the Corporation. The Member-at-Large/Secretary shall be ex-officio member of all committees except the Nominating Committee. The Member-at-Large/Secretary shall be responsible for the minutes of general membership meeting(s) of the Corporation, of the Executive Committee and of the Association Assembly and also for the maintenance of the history of the organization. The Member-at-Large/Secretary shall notify

membership of substantive changes or revisions of the MiOTA Bylaws. The Member-at-Large/Secretary shall perform such other duties as may be assigned by the Leader of the Executive Committee of the Corporation.

Section 12. Vacancies.

- a) In the event of a vacancy in the office of the Leader of the Executive Committee, Directors, in the following order, shall become Leader of the Executive Committee: the Communication Director, the Membership Director and then the Advocacy Director.
- b) Vacancies in the offices of the Directors or the Member-at-Large/Secretary will be filled by election. The Executive Committee may appoint a suitable person to fill such a vacancy until the election is held.
- c) Should the offices of the Leader of the Executive Committee and all Directors be vacant at the same time, the Member-at-Large/Secretary shall act as Leader of the Executive Committee pro tem until a special election can be held.

ARTICLE V

ASSOCIATION ASSEMBLY

Section 1. General Powers. The Association Assembly shall be the policy setting body of MiOTA.

Section 2. Functions.

- a) ***New Resolutions.*** The Association Assembly shall review each written resolution for modification, rejection or approval. To assist in the review, subgroups may be formed for analysis and interpretation of the resolution. Approved resolutions shall become the policies of the Corporation.
- b) ***Existing Policies.*** The Association Assembly shall clarify, at the request of the Executive Committee, any policy or opinion of the Association Assembly to assist the Executive Committee in dealing with the administrative affairs of MiOTA.

Section 3. Composition. The Association Assembly shall consist of the following members:

- a) **Directors.** Directors of Communication, Membership, Advocacy and Finance.
- b) **Member-at-Large/Secretary**
- c) **Coordinators.**
 - i. Coordinators for Newsletter, Website and Networking/Practice shall be appointed by the Communication Director with approval of the Executive Committee.

- ii. Coordinators for Recruitment, Retention and Activation shall be appointed by the Membership Director with the approval of the Executive Committee.
 - iii. Coordinators for Public Policy and Reimbursement shall be appointed by the Advocacy Director with the approval of the Executive Committee.
 - iv. Coordinator for Continuing Education shall be appointed by the Financial Director with approval of the Executive Committee.
- d) **AOTA Representative(s).** The AOTA Representative(s) and AOTA Alternate Representative(s) shall be elected in accordance with AOTA Bylaws.
- e) **Associate Members Representative** shall be elected by a simple majority (50% plus one) of the current associate members. The Associate Members Representative has one vote.
- f) **Student Members Representative** shall be elected by a simple majority (50% plus one) of the current student members.

Section 4. Voting Rights.

- a) **Directors.** The positions of Communication, Membership and Advocacy Directors each have one vote. The Financial Director has voice only.
- b) **Member –at-Large/Secretary.** Member-at-Large/Secretary has voice only.
- c) **Coordinators.** Each coordinator position has one vote. If one position shared by more than one person, both persons must agree on the vote or else abstain from voting.
- d) **AOTA Representative(s).** The AOTA Representative and alternates have voice only.
- e) **Associate Members Representative.** The Associate Members Representative has one vote.
- f) **Student Members Representative.** The Student Members Representative has voice only.
- g) **Leader of the Executive Committee.** The Leader of the Executive Committee has one vote based on his/her Director position.

Section 5. Meetings.

- a) The Association Assembly shall meet at least two (2) times a year with the Executive Committee at such times and places as the Executive Committee shall determine.
- b) In addition to the two (2) meetings required with the Executive Committee, Article III, Section 7, the Association Assembly may meet as necessary throughout the year.

Section 6. Quorum and Vote.

- a) Any meeting of the Association Assembly must have a quorum (50% plus one) of the current voting Association Assembly membership, which consists of Membership Director, Advocacy Director, Communication Director, Financial Director and the Member at Large/Secretary, Coordinators for Newsletter, Website, Networking/Practice, Recruitment, Retention, Activation, Public Policy and Reimbursement and Associate Members Representative and a quorum (50% plus one) of the current voting Executive Committee membership. Either the Financial Director or the Member-At-Large/Secretary must be present.
- b) A majority of the voting members of the Association Assembly then in office constitutes a quorum for the transaction of business. If a quorum is present, the vote of the majority constitutes the action of the Association Assembly, unless the vote of a larger number is specifically required by the Articles of Incorporation or these Bylaws. If a quorum is not present at any meeting, the members present may adjourn the meeting to another time and place, without notice other than announcement at that meeting.
- c) ***Meeting Participation by Use of Communication Equipment.*** Members of the Executive Committee, or of any assembly or committee designated by the Executive Committee, may participate in a meeting of the Executive Committee or committee, as the case may be, by using a conference telephone or similar communications equipment by means of which all persons participating in the meeting can concurrently communicate with each other.
- d) Each position is entitled to only one vote. If one position is filled by more than one person, both persons must agree on the vote or else abstain from voting.

ARTICLE VI

AOTA REPRESENTATIVE(S) AND ALTERNATE(S)

Section 1. Election. The AOTA representative(s) and alternate(s) shall be elected in accordance with the AOTA Bylaws and the procedures adopted by AOTA Representative Assembly.

Section 2. Qualifications. The qualifications for the AOTA representative(s) and alternate(s) are those stated in the AOTA Bylaws.

Section 3. Duties. The duties are those stated in the AOTA Bylaws. In addition, one representative shall be a non-voting member of the Association Assembly of the Corporation. The representative s or alternate representative shall be active/present at each Associate Assembly meeting.

ARTICLE VII

COMMITTEES

Section 1. Purpose. Committees shall be established for the purpose of initiating, developing, delegating, implementing and evaluating principal programs of the Corporation.

Section 2. Names of Committees. The following committees shall be established:

- a) Recruitment Committee
- b) Retention Committee
- c) Activation Committee
- d) Public Policy Committee
- e) Reimbursement Committee
- f) Newsletter Committee
- g) Website Committee
- h) Networking/Practice Committee
- i) Continuing Education Committee

Section 3. Reporting Relationship of Committees. The committees shall have the following reporting structure:

- a) **Membership Director**
 - i. Recruitment Committee
 - ii. Retention Committee
 - iii. Activation Committee
 - iv. Nominating Committee – refer to Article III, Section 9a
- b) **Advocacy Director**
 - i. Public Policy Committee
 - ii. Reimbursement Committee
- c) **Communication Director**
 - i. Newsletter Committee
 - ii. Website Committee
 - iii. Networking/Practice Committee
- d) **Financial Director**
 - i. Continuing Education Committee

Section 4. Recruitment Committee. Under the direction of the Recruitment Coordinator, the purpose of the committee is to develop and implement a strategic plan to recruit new members.

Section 5. Retention Committee. Under the direction of the Retention Coordinator, the purpose of the committee is to develop and implement an action program to retain current members.

Section 6. Activation Committee. Under the direction of the Activation Coordinator, the purpose of the committee is to facilitate the recruitment of volunteers for identified tasks. The committee shall also be responsible for soliciting potential award recipients from the membership; selecting members to receive awards and presenting the names of awardees to the Executive Committee for approval and to the Leader of the Executive Committee to present the MiOTA awards.

Section 7. Public Policy Committee. Under the direction of the Public Policy Coordinator, the purpose of the committee is to plan, evaluate and assist in implementation of Corporation positions as they relate to government and regulatory plans and actions affecting the occupational therapy profession. The Committee shall also establish liaisons with agencies and professional organizations as necessary and appropriate.

Section 8. Reimbursement Committee. Under the direction of the Reimbursement Coordinator, the purpose of the committee is to address issues which affect reimbursement for occupational therapy services. The Committee shall work to develop and maintain an active relationship between third party payers and the Occupational Therapists of Michigan by facilitating communication on reimbursement issues and organizing reciprocal communication channels between third party payers and the Michigan Occupational Therapy Association. The committee shall communicate with AOTA on state reimbursement issues and trends and support AOTA in addressing national reimbursement issues.

Section 9. Newsletter Committee. Under the direction of the Newsletter Coordinator, the purpose of the committee is to solicit, review, select and publish information pertinent to the practice of occupational therapy. The MiOTA Bulletin shall be published on a regular schedule.

Section 10. Website Committee. Under the direction of the Website Coordinator, the purpose of the committee is to solicit, review, select, enter, update and maintain information pertinent to the practice of occupational therapy. The Coordinator of the Committee is responsible for responding to queries. If a person is hired for technical support, then a contract must be executed between the Corporation and the person hired.

Section 11. Networking/Practice Committee. Under the direction of the Networking/Practice Coordinator, the purpose of the committee is to support and coordinate practice and networking through special interest sections and regional chapters that are interested in exchanging, gaining or exploring information regarding clinical practice, education and research. The committee is not responsible for maintaining active groups if volunteers cannot be identified to participate in the functions of the groups.

- a) ***Special Interest Sections (SIS)*** shall be established to meet the expressed needs of the membership of MiOTA.
 - i. **Membership.** Members of an SIS shall be OTs, OTAs or OT students who are members of the Corporation.
 - ii. **Leadership.** The SIS membership shall identify a contact liaison with MiOTA.
 - iii. **Meetings.** Schedules of meetings shall be established by SIS.
 - iv. **Dues.** No dues shall be assessed to members.
- b) ***Chapters.*** Chapters shall be established to meet regional needs for networking, sharing of information, advocacy for the profession and continuing education.

- i. **Membership.** Members of a Chapter shall be OTs, OTAs or OT students who are members of the Corporation.
- ii. **Leadership.** The Chapter membership shall identify a contact liaison with MiOTA.
- iii. **Meetings.** Schedules of meetings shall be established by the Chapter.
- iv. **Dues.** No dues shall be assessed to members.

Section 12. Continuing Education Committee. Under the direction of the Continuing Education Coordinator, the purpose of the committee is to promote the quality of clinical performance by providing educational opportunities that advance optimal clinical practice standards. The committee shall coordinate and plan all aspects of continuing education offerings sponsored by MiOTA, including the Annual Fall Conference and Membership Meeting.

Section 13. Coordinators ~~Chairs~~. The coordinators of each committee shall be appointed by the director overseeing that committee's activities. Coordinators must be OTs or OTAs who are members of the Corporation.

ARTICLE VIII

DUES

Section 1. Amount. The amount of the dues shall be determined by the Executive Committee annually.

Section 2. Payment of Dues; Membership year. Dues shall be payable to the Corporation when initially joining the Corporation, with the exception of Honorary Members (Article II, Section 1d) and persons receiving full reciprocity (Article II, Section 2d). Renewal dues shall be payable to the Corporation on the anniversary date of the member's last payment.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Executive Committee.

ARTICLE X

PARLIAMENTARY AUTHORITY

The most current edition of Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws of the Corporation or by special rules of procedure adopted by the Corporation.

ARTICLE XI

AMENDMENTS

Section 1. Amendments. These Bylaws may be amended by vote of a majority of the members entitled to vote thereon provided that the Executive Committee has previously approved the proposed amendments.

Section 2. Corrections. The Bylaws Committee shall have the authority to make technical, editorial, grammatical and clerical corrections to keep the Bylaws consistent without calling for a vote of the membership. Any reasonable doubt as to whether a correction is technical, editorial or clerical, as opposed to substantive, shall be resolved in the favor of the voting members and a vote shall be called for.

ARTICLE XII

INDEMNIFICATION

Section 1. Indemnification. The Corporation may indemnify a person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, by reason of the fact that the person is or was a director, officer, employee, non-director volunteer, or agent of the Corporation, or is or was serving at the request of the Corporation, against expenses, in whole or in part, including such costs as attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Corporation or its members.

Section 2. Determination for Indemnification. Indemnification, unless ordered by the court, shall be made by the corporation only upon determination that the person acted in good faith and in a manner which the person reasonably believed to be in and not opposed to the best interests of the Corporation or its members. The determination shall be made in any of the following ways:

- a) By a majority vote of a quorum of the Executive Committee consisting of directors who were not parties to the action, suit, or proceeding.
- b) If a quorum is not obtainable, then by a majority vote of a committee of directors who are not party to the action. This committee shall consist of at least 2 disinterested directors.
- c) By independent legal counsel with a written opinion.
- d) By the members of the Corporation.

Section 3. Advance Payment of Expenses. No indemnification or advance against expenses shall be approved by the Board or paid by the Corporation until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance. The total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 4. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, non-director volunteer, or agent of the Corporation, or who serves or has served at the request of the Corporation as a director, officer, employee, non-director volunteer, or agent of the Corporation, against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's position, whether or not the Corporation would have the power to indemnify the person against such liability.