

**BYLAWS**  
**Maine Occupational Therapy Association**

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**ARTICLE I.  
Name and Affiliation**

- Section 1. The organization shall be called the Maine Occupational Therapy Association and hereafter shall be referred to as MeOTA
- Section 2. MeOTA shall be affiliated with the American Occupational Therapy Association, hereafter referred to as AOTA, in compliance with the rules and regulations set forth in the Bylaws of the AOTA and the "Affiliation Principles for AOTA and State Associations"
- Section 3. MeOTA will stay in good standing with the State of Maine by maintaining its article of incorporation to be recognized as a tax exempt not for profit organization, thus staying in good standing with the IRS.

**ARTICLE II.  
Location**

- Section 1. The organization shall be limited by the geographical boundaries of the State of Maine and the official physical address is that of the current president or designated board member.

**ARTICLE III.  
Purpose**

- Section 1. The purpose of MeOTA is to act as an advocate for and promote Occupational Therapy in order to enhance the health of the public in its medical, community, and educational environment through research, education, action, and service.  
*Mission: The Maine Occupational Therapy Association is committed to promoting the profession of Occupational Therapy and supporting all Occupational Therapy practitioners in the State of Maine*
- Section 2. With the purpose of MeOTA devoted entirely to the advancement of the profession, no part of its earnings shall be used for individual benefit. MeOTA shall follow the guidelines in the IRS for non-profit organizations
- Section 3. Fiscal Year  
The Fiscal Year of the Association shall be from January first through December thirty-first.

**ARTICLE IV.  
Executive Board**

- Section 1. *Officers of the Corporation.*  
The officers of the Executive Board (Board) shall consist of a President, a President-Elect, a Secretary, a Treasurer, and Past President, (and vice president if appointed).

No two or more offices may be held by the same person, and no officer may act in more than one capacity where action of two or more officers is required. In the exception of a vacant position, duties shall be shared by officers until position is no longer vacant through either appointment or election – see Article VIII

*Additional Members of the Board*

- Section 2. The following are appointed by the President:
- Membership Chair
  - Legislative Chair
  - Continuing Education Chair
  - Bylaw Policy and Procedures Chair
  - Public Relation Chair

- Regional Representatives
- Nomination Committee chair and other new chair positions as deemed needed

Committee chair positions can appoint members to their own committees

Section *Purpose.*

3. *The duties and authority of the Executive Board shall be to manage the affairs of the Association within the parameters established by these Bylaws, Policy and Procedures and Standard Operating Procedures of the Association.*

- A. *The Board shall establish, develop, implement, and oversee the Policies and Procedures of the Association.*
- B. *The Board shall approve appointments and make temporary appointments to fill vacancies from membership body not already serving on the Executive Board.*
- C. *The Board shall make necessary budget adjustments with respect to the fiscal accountability of the Association.*
- D. *The Board shall recognize, utilize, and facilitate membership input for identification of strategy issues affecting the profession and/or the Association.*
- E. *E. The Board shall provide resources and opportunities for membership involvement in identified Association issues.*

Section *Election and Term.* The officers of the Executive Board shall be elected bi-annually by the members and each officer shall hold office for a two-year term.

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- A. Officers of the Association shall be elected by ballot of individual votes of the association members in good standing. The election shall be determined by a simple majority (50% + 1) of the votes cast. Voting may be paper and/or electronic at the discretion of the Board
- B. To ensure continuity of leadership experience, election of officers shall be staggered.

The President, Secretary, and Treasurer serve for a two (2) year term. The President Elect serves a one (1) year term and then assumes the President's office. Following the term, the President serves as Past President for one year.

- In the event of a presidential second term, the president shall appoint for the term of 1 year (January-December) a vice president to fill the vacancy of president elect.

Officers may not serve more than 2 consecutive terms with the exception of treasurer who can serve up to 4 consecutive terms.

- C. Any board member shall serve as a past board member for 12 months following their term
  - The President shall serve as an ex-officio member of the Executive Board from the end of the election date for a period of 12 months
- D. An Officer who has served more than one-half of a term shall be considered to have served a full term should they leave the position

Section *Vacancies*

5. In the event of a vacancy in the office of the President, the President-elect shall become the president for the remainder of the term. The Secretary shall be next in succession to serve as President until the term is completed; the Executive board shall appoint an individual to serve as secretary pro-tem.

The President, with the consent of the Executive Board, shall appoint a replacement to complete the term of office in the event of vacancy on the office of President Elect, Secretary or Treasurer.

Section *Removal*. Any officer elected or member appointed by the President may be removed by the Board whenever in its judgment the best interests of the corporation will be served.

- A. An elected or appointed official may be removed for:
  - a. Failure to maintain qualifications for office
  - b. Failure to perform official duties, including, but not limited to misconduct, neglect of duty or failure to perform in good faith, in fulfilling duty of office
  - c. Unethical professional behavior
- B. Consideration of removal of an official of the Association may be initiated in writing, by three members of the Executive Board or by petition of the membership to hold a special meeting
- C. The Executive Board, in the absence of any officer being considered from removal, shall gather all pertinent information from involved parties and determine the validity of the complaints filed
- D. The official shall be given an opportunity to rebut any allegations in writing to the Executive Board. The Official may also request a meeting with the Board
- E. If the petition is deemed valid by a two-thirds majority vote of the Executive Board, the involved official will be counseled or asked to resign from his/her position. If the basis of a valid petition is unethical professional behavior, the Official will be asked to resign
- F. An Official who is asked to resign from his/her position has a right to appeal that decision. New evidence may be presented to the Executive Board in the appeal process. If the situation is not resolved at that level, the petition for removal may be made to the state association members at a special meeting of the Association.

Section *Quorum*

7. A quorum must be attended by at least fifty percent of the board members including 2 elected officials for business transactions to take place and motions to pass.

**ARTICLE V.  
Eligibility for Office/Executive Board Membership**

Section *President; Vice President, President Elect*. Eligibility:

1.

Must be a voting member in good standing with MeOTA.  
Required to be a member of AOTA  
Strongly recommended, but not required, to have held an official position with the Association for at least one year.  
Duties:

See Standard Operating Procedures

Section 2. *Secretary*. Eligibility:

Must be a voting member in good standing with MeOTA.  
Recommended, but not required to be a member of AOTA unless serving as interim President  
Recommended, but not required to have at least one year of active involvement with the Association.  
Duties:  
See Standard Operating Procedures

Section 3. *Treasurer*. Eligibility:

Must be a voting member in good standing with MeOTA.  
Recommended, but not required to be a member of AOTA  
Recommended, but not required to have at least one year of active involvement with the Association  
Duties:  
See Standard Operating Procedure

Section 4. *Bylaws, Policy, and Procedures Chair, Continuing Education Chair, Legislation Chair, Membership Chair, Nomination and Recognition Chair, Public Relations Chair, Regional Representatives*. Eligibility:

Must be a voting member in good standing with MeOTA.  
Recommended, but not required to be a member of AOTA  
Recommended, but not required to have at least one year of active involvement with the Association  
Duties:  
See Standard Operating Procedure

Section 5. *Student Representatives*. Eligibility.

Must be a student enrolled in an OT or OTA program in Maine.  
Must be a voting member in good standing with MeOTA.  
Recommended, but not required to be a member of AOTA  
Recommended, but not required to have at least one year of Active involvement with the Association  
Duties:  
See Standard Operating Procedures

Section 6. *AOTA Representative Assembly Representative*

**Purpose**

The purpose of the AOTA Representative is to represent the AOTA voting members in their state in the formation and adoption of AOTA policy.

**Function**

The AOTA Representative shall serve as a channel for identification and clarification of issues of concern to the profession and shall take appropriate action on behalf of the constituents. She/he shall communicate to the constituent's the results of the Representative Assembly action.

**Election**

- A. The Association shall cooperate with AOTA in the election for Representative to the AOTA Representative Assembly.
- B. Qualification for Representative shall be determined by AOTA.

***Duties and Responsibilities***

- A. Representatives will execute duties and responsibilities of their respective positions as determined by AOTA.
- B. The Representative will be responsible for monitoring practice issues emerging in the state and communicating these issues to the Executive Board and the membership.

Section 7. ***Special Committees, Ad Hoc Committees, Task Forces, and Communities of Practice***

Special Committees, Ad Hoc, Task Forces, and Communities of Practice may be generated by the executive board or by a member with approval from executive board.

**ARTICLE VI  
Voting**

Section 1. ***Voting***

- A. At any Annual Business, Executive Board or special meeting of the Association voting shall be done in person only, except when a mail/electronic mail vote is required or requested as determined by the Executive Board
- B. Majority rule of MeOTA members present will determine outcome of all business transactions at regular or special meetings of the association.
- C. Voting on business of great importance to the membership as determined by the presiding officer may be held over to the next meeting to be discussed and then a mail or electronic vote taken.
- D. At Annual, Business and Special meetings each eligible member has 1 vote.
- E. At each Executive Board meeting each member of the board has 1 vote (when a position is shared, only 1 vote can be cast).
- F. The following positions have voice but no vote at the Executive Board Meetings: ex-officio members and past chairs, AOTA Representatives, all committee chairpersons

**ARTICLE VII.  
Membership**

Section 1. ***Membership Classification.***

- The membership of the Association will be divided into four classes:
- A. Occupational therapists who shall hereafter be referred to as occupational therapists, or OTs.
  - B. Occupational therapy assistants who shall hereafter be referred to as occupational therapy assistants, or OTAs.
  - C. Occupational therapy students.

D. Associate/Other

Section **Qualification**

- 2.
- A. To be eligible for membership, OT practitioners must have met the educational and qualifying standards set by the Representative Assembly of the AOTA and be initially certified as an OT or OTA
  - B. To be eligible for occupational therapy student membership, an individual must be enrolled in an accredited or approved occupational therapy program.
  - C. Associate Member: One who is interested in promoting occupational therapy but is not eligible for membership classifications (Art. VII, Secs. 1A, B, and C), for example, foreign occupational therapy practitioners, activity therapists, etc.

Section 3. Memberships shall renew on a rolling basis.

Section 4. The Annual membership dues for all classes of membership shall be determined by a majority vote of the Executive Board

Section **Members in Good Standing**

5. A member in good standing meets the qualification for membership and has paid the appropriate fees and upholds the standards and ethics of the Association.

Section **Rights and Privileges of Members in Good Standing**

6. OT, OTA and Student members:
- A. May attend and participate in all regular and special meetings of the Association
  - B. May vote on all issues pertaining to the Association
  - C. May hold any office, or serve as committee chair or member
  - D. Will receive routine communications of the Association
- Associate/Other members:
- A. May attend and participate in all regular and special meetings of the association
  - B.** Will receive routine communications of the Association

Section **Awards and Recognition**

7. **See Award files for descriptions**

**ARTICLE VIII**  
**Meetings**

Section **Parliamentary Procedure**

1. At the discretion of the membership or the Executive Board Robert Rules of Order Newly Revised may be used as parliamentary guidelines for all meeting of the Association

Section **Annual Business Meeting**

2.
  - A. The Association shall conduct at least one business meeting within a calendar year with one-month prior notice to the membership.
  - B. The Executive Board shall be responsible for overall management of the meeting and include but not be limited to presenting the Strategic Plan and Budget

Section **Executive Board Meetings**

3. The Association shall conduct at least four Executive Board meetings during the fiscal year
  - A. The voting members of the Executive Board shall be the Officers of the Association.
  - B. Over one (one half) of the voting members of the Executive Board and 2 board members shall constitute a quorum.
  - C. A Special meeting for executive board may be called by the president or any three (3) voting members of the executive board.
  - D. The President of the Association shall be the presiding officer of the Executive Board.
  - E. The duties and authority of the Executive Board shall be to manage the affairs of the Association within the parameters established by these Bylaws, Policies and Procedures of the Association as listed in Article III, IV and below.
    - a. The board shall make necessary budget adjustments with respect to the fiscal accountability of the Association.
    - b. The Board shall recognize, utilize, and facilitate membership input for identification of strategy issues affecting the profession and/or the Association.
    - c. The Board shall provide resources and opportunities for membership involvement in identified Association issues.
    - d. All board meetings are open to the members unless the board is in "Executive Session"

Section **Special Meetings**

4. The President, Executive Board, or ten percent (10%) of membership may call a special meeting. The call for a special meeting must be announced ten (10) days prior to the date and must state the business; no other business may be transacted. Twenty-five percent (25%) of the voting membership shall constitute a quorum at a special meeting.

**ARTICLE IX.  
Nominations and Elections**

**Slate.**

- Section 1.
  - A. Election of officers shall take place by mail, paper and/or electronic ballot prior to the end of the calendar year
  - B. Ballots are made available at least 60 days prior to the end of the calendar year. Election cycle closes two weeks prior to the end of the calendar year.

- C. The Nominating Committee chair or designee shall notify candidates of nomination and duties of office and obtain confirmation of acceptance prior to ballot being sent.
- D. Once a candidate has accepted the nomination he/she must be prepared to fulfill the duties of the position as outlines in the SOP if elected.
- E. Nominating Committee chair or designee shall notify the candidates of election results before December 31<sup>st</sup>

**ARTICLE X  
Official Documents**

Section ***Maintaining Official Association Documents***

- 1.
  - A. Official documents represent policies, standards, position statements or records of official meeting of the Association. Documents are available at the request of the membership barring minutes from executive sessions.
  - B. The Secretary shall be responsible for maintaining and retaining the official documents per the standard operating procedures.

**ARTICLE XI.  
General Provisions**

Section ***Logo.***

- 1. The corporate logo of the corporation shall consist of



unless voted for change by membership

Section ***Indemnification.***

- 2. Any person who at any time serves or has served as an officer, employee or volunteer, shall have a right to be indemnified by the corporation fully permitted by law. The Executive Board shall have the right and power to purchase and maintain insurance on behalf of any person who is or was an officer, employee or volunteer.

Section ***Amendments.***

- 3. Except as otherwise provided herein, these bylaws, standard operation procedures or the corporation's articles of incorporation may be amended or repealed. New bylaws (or amended articles of incorporation) may be adopted by the majority vote of MeOTA members at any regular or special meeting of the Executive Board at which a quorum is present, provided that at least ten (10) days written notice is given of intention to alter, amend, repeal or adopt new Bylaws or articles of incorporation at such meeting.

Section ***Ethics.***

- 4.

- A. The members of the Association shall carry out their professional duties in accordance with the published standards and ethics of AOTA and Maine State Law.
- B. Disciplinary action shall be in accordance with guidelines from AOTA.

Section ***WhistleBlower Policy***

5. If any member reasonably believes that some policy, practice, or activity of MeOTA is in violation of a law, a written complaint must be filed by that member with the President or second in command depending on nature of complaint.

It is the intent of MeOTA to adhere to all laws and regulations that apply to the organization and the purpose of this policy is to support the organization's goal of legal compliance. The support of all members is necessary to achieving compliance with various laws and regulations. A member is protected from retaliation only if the member brings the alleged unlawful activity, policy, or practice to the attention of MeOTA and provides MeOTA with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to members that comply with this requirement.

MeOTA will not retaliate against a member who in good faith, has made a protest or raised a complaint against some practice of MeOTA, or of another individual or entity with whom MeOTA has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Section ***Conflict of Interest***

- 6.
- A. A conflict of interest exists when an individual participates in Association Business while having a material personal, professional, business, financial or volunteer responsibilities which could predispose or bias that individual to a particular view or goal. This could be in the execution of duties or in participation of debate or decision making.
  - B. All persons elected or appointed to carry out the business of the Association are responsible for their duties as defined in the governance documents. At no time shall the personal, professional, business, financial or volunteer responsibilities outside the Association take priority over the interests of the Association in the individual's execution of the duties of the position.
  - C. The individual has a legal duty to disclose activities to the Association that may raise a conflict of interest. It is the right and burden of the Association, and not of the individual, to determine if a conflict of interest exists.
  - D. All persons elected or appointed to carry out the business of the Association must report a possible conflict of interest to the governance body of which they are a member if the individual undertakes or is considering another role with the Association as a volunteer, employee or as a consultant.
  - E. If a conflict is determined two options are available:
    - a. If the conflict is substantial and can reasonably be expected to be ongoing, the individual shall resign from one of the positions or
    - b. If the conflict is related only to a particular issue under consideration, the individual shall declare that a conflict does or may exist and then recuse him or herself from all discussion and voting on that issue.

Bylaws adopted by MeOTA membership vote July 1998  
Amended by vote of the membership January 2007  
Amended by vote of the membership January 2011

Revised February 2017  
Amended by vote of the membership April 29, 2017