

# BY-LAWS OF TENNESSEE OCCUPATIONAL THERAPY ASSOCIATION, INC. A NON-PROFIT ORGANIZATION

Adopted October 2018

## Article I

### Name

The name of the organization shall be TENNESSEE OCCUPATIONAL THERAPY ASSOCIATION, INC. (hereinafter referred to as "TNOTA").

It shall be affiliated with the American Occupational Therapy Association (hereinafter referred to as "AOTA") in compliance with the rules and regulations set forth on the by-laws of AOTA.

## Article II

### Objective

Advocate for Occupational Therapy professionals and students that are members of TNOTA.

## Article III

### Membership

#### Section 1. Membership Classifications

The membership of the TNOTA shall be divided into six (6) classes

Occupational Therapist: Any individual initially certified by the NBCOT (National Board for Certification in Occupational Therapy) to practice as a licensed occupational therapist, or regulated by a state, district, commonwealth or territory of the United States to practice as an occupational therapist and who has not had that certification, licensure or regulation revoked due to disciplinary action shall be eligible to be an Occupational Therapist Member.

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

Occupational Therapy Student: Any individual enrolled in an occupational therapy or occupational therapy assistant program accredited by ACOTE (Accreditation Council for Occupational Therapy Education) or with developing status from ACOTE which is located in the United States, or in the possessions, commonwealth, or territories of the United States shall be eligible to be a student member.

Honorary Life Member: An occupational therapist or occupational therapy assistant who receives a life membership to TNOTA because of distinguished service in the field of occupational therapy, determined by the awards committee and approved by the Executive Board.

Retired Occupational Therapist/Occupational Therapy Assistant: An occupational therapist or occupational therapy assistant who has retired their license and is no longer practicing occupational therapy in Tennessee.

Associate: An individual interested in occupational therapy who does not satisfy the requirements of Subsections A, B, or C of this Section. This membership type is a non-voting member.

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

*Occupational Therapist and Occupational Therapy Assistant Members:*

- Attend and participate in all regular and called meetings of the TNOTA.
- Vote at annual business meeting, special meetings, for officers and for by-laws changes.
- Hold any office when elected and serve on any committee when appointed, subject to the qualifications established by the By-Laws and Standard Operating Procedures for that particular office and/or committee.

Such members shall be eligible to receive other privileges as designated by the Board.

*Student Occupational Therapy Members:*

- Attend all regular and called meetings of the TNOTA
- Vote at annual business meeting, special meetings, for officers and for bylaw changes
- Serve on committees when appointed

Such members shall be eligible to receive other privileges as designated by the Board.

*Retired Occupational Therapists and Occupational Therapy Assistants Members:*

- Attend and participate in all regular and called meetings of the TNOTA.
- Serve on any committee when appointed, subject to the qualifications established by the By-Laws and Standard Operating Procedures for that particular office and/or committee.

Such members shall be eligible to receive other privileges as designated by the Board.

*Honorary Life Members:*

- Attend all regular and called meetings of the TNOTA
- Serve on any committee when appointed, subject to the qualifications established by the By-Laws and Standard Operating Procedures for that particular office and/or committee

Such members shall be eligible to receive other privileges as designated by the Board.

*Associate Members:*

- Attend all regular and called meetings of the TNOTA
- Serve on committees when appointed

Such members shall be eligible to receive other 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. Members shall be in good standing upon meeting the qualifications for their class of membership and the payment of all applicable dues.

**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 the membership. Membership shall automatically be reinstated by payment of dues in arrears. Their online profile will be purged after 18 months.

B. Members of any classification may be removed from membership for cause, including violation of the AOTA Occupational Therapy Code of Ethics, by a two-thirds affirmative vote of the Executive Board at any meeting so long as a quorum is present in accordance with Article IV, Section 4 herein. For any cause other than nonpayment of dues, a vote for removal shall occur only after the member complained against has been advised of the complaint so lodged and has been given reasonable opportunity for defense. Such member, if removed, may appeal the decision of the Executive Board at the Annual Meeting of TNOTA, providing that notice of intent to appeal is provided to the President at least thirty (30) days in advance of the meeting. Only those charges brought by a member's employer or by a voting TNOTA member will be considered.

### **Section 5. Annual Business Meeting**

Pursuant to T.C.A. 48-57-101, the Corporation shall hold an annual meeting. At the annual meeting, the President and Treasurer shall report on the activities and financial condition of the Corporation and the members shall consider and act upon such other matters as may be raised consistent with the notice requirements of T.C.A. 48-57-105. The Annual Meeting of TNOTA will be held at the Annual Conference.

### **Section 6. Executive Board Meeting**

Executive Board Meeting shall be held in the first quarter of the year. All board members both elected and appointed are required to attend the meeting. The Treasurer and President shall report on previous year's financials and complete projections of upcoming year. Every elected and appointed officer shall prepare and present their annual reports.

Special meetings may be called by the Executive Board or voting members of TNOTA pursuant to T.C.A. 48-57-102.

### **Section 7. Meeting Format**

Except as otherwise indicated, all meetings of TNOTA and the Executive Board shall adhere to acceptable parliamentary procedures.

### **Section 8. Quorum**

10% of the voting membership shall be considered a quorum.

### **Section 9. Notice of Meetings**

Pursuant to T.C.A. 48-57-105, the Corporation will give notice of any annual or special meetings by notifying its members of the place, date and time of each annual and special meeting no fewer than 10 days and no more than 2 months before the meeting date. Notice of an annual meeting will include a description of any matter or matters which must be approved by members pursuant to T.C.A. 48-57-105(c) (2) and notice of a special meeting will include a description of the matter or matters for which the meeting has been called. Pursuant to T.C.A. 48-57-106, any member may waive notice of any meeting.

### **Section 10. Record of Meetings**

Pursuant to T.C.A. 48-66-101 et seq., the Corporation shall keep a as permanent record of all meetings of its members and Executive, a record of all actions taken by the members of Executive Board without a meeting and record of all actions taken by Committees in place of the Executive Board as authorized by T.C.A. 48-58-206(d) and shall otherwise comply with T.C.A. 48-66-101 et seq.

### **Section 11. Financial Books**

Pursuant to T.C.A. 48-66-201, the Corporation shall prepare annual financial statements that include a balance sheet as of the end of the fiscal year and an income statement for that year and shall otherwise comply with T.C.A. 48-66-201. A quarterly statement should be prepared that includes a balance sheet. Executive Board shall authorize a professional audit on a 3 year basis.

## **ARTICLE IV**

## **Executive Board**

### **Section 1. General Powers**

The governing body of TNOTA shall be called the Executive Board and shall oversee the business and fiscal affairs of the Corporation in accordance with statutory and Bylaws provisions.

### **Section 2. Composition**

A. Voting Members/Terms: President (2 year-odd), Vice President (2 year-even), Secretary (2 year-odd), Treasurer (2 year-even), District Chairs or proxy (term decided by district), State Student Representative (1 year), AOTA Representative (3 year).

B. Non-voting Members: Standing Committee Chairs, Additional Student Representatives, Executive Director and/or Management Association Staff and the President Elect.

### **Section 3. Meetings**

Regular meetings of the Executive Board shall be held as the President shall direct. Special meetings may be called by a minimum of three member of the Executive Board when the member deems it necessary for the well-being of TNOTA.

### **Section 4. Quorum**

Forty percent (40%) of the voting Executive Board members including at least two officers shall constitute a quorum.

### **Section 5. Attendance**

Any Executive Board member who is absent from two (2) consecutive Board meetings without providing representation may be replaced.

### **Section 6. Indemnification**

Every Director, Officer, Committee Chair, employee of TNOTA and such others as specified from time to time by the Executive Board, shall be indemnified by TNOTA against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Director, Officer or employee of TNOTA, or any settlement thereof, whether the person is a Director, Officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

## **ARTICLE V**

### **Officers**

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

A. President

B. Vice President

- C. Secretary
- D. Treasurer
- E. President - Elect

The elected officers constitute the Executive Board of TNOTA.

### **Section 2. Elections**

The officers shall be elected by individual members in good standing by ballot.

### **Section 3. Terms of Office**

A. The President, Vice President, Secretary, Treasurer shall serve for two (2) years or until a successor has been elected.

B. The President and Secretary will be elected in odd years; the Vice President, Treasurer, and President - Elect will be elected in even years. The President - Elect will take control of office beginning January 1 of the odd years.

The President Elect will be elected in even years and will serve for one (1) year as President- Elect prior to assuming the office of President

C. No officers shall be eligible to serve more than two (2) consecutive terms in the same office.

D. An officer shall hold only one office at a time.

### **Section 4. Qualifications**

A. Officers shall have the qualifications necessary to execute the duties of the office held as determined by the Nominations Committee

B. All officers shall be members in good standing of the TNOTA with all fees paid.

### **Section 5. Duties**

The duties of the officers shall be stated in the Standard Operating Procedures of the TNOTA which are contained in the TNOTA Executive Board's Handbook. At the end of officer's term, it is their responsibility to turn over all information to newly elected or appointed officer.

### **Section 6. Vacancies and Absences**

#### *A. Vacancies*

1. President: The Vice President shall serve as and assume the duties of the President

2. Vice President: Should a vacancy occur an election shall be held to fill this vacancy. President - elect shall assume responsibilities of the position until an election occurs to fill this vacancy.

3. Secretary: The President shall appoint an acting Secretary to assume the duties of the Secretary until a successor is elected to complete the term.

4. Treasurer: The President shall appoint an acting Treasurer to assume the duties of Treasurer until a successor is elected to complete the term.

#### *B. Absences*

1. President and Vice President: In the absence of the President and Vice President, the Secretary shall call the meeting to order so that as the first item of business a chairman pro-tem can be elected to conduct the remainder of the meeting. Secretary shall appoint someone to take meeting minutes.

2. Secretary. In the absence of the Secretary, the President shall appoint a member to assume the duties of Secretary for that meeting.

#### **Section 7. Removal**

Motions for removal of an officer may be submitted to and will be reviewed by the remaining members of the Executive Board.

#### **Section 8. Appeal**

The intent to appeal shall be submitted to and will be reviewed by the remaining members of the Executive Board. Such officer shall have the right to appeal in the same manner as set forth in Article III, Section 4, paragraph B.

## **ARTICLE VI**

### **Districts**

The TNOTA may be divided into districts. This interest must be expressed by petition to the Executive Board with the signatures of a minimum of five (5) members of the TNOTA from within the proposed district boundaries. Executive Board approval is required to establish a district.

Officers: The officers of the district may consist of Chair, Vice-Chair, Secretary and/or Treasurer.

Term of Office: The District Chair shall hold office a minimum of 2 years with the option to extend the term if approved by the Executive Board.

Meetings: Meetings shall be held at regularly scheduled intervals as scheduled by the Chairperson of the district. Districts will plan a minimum of 3 meetings annually with dates provided at the January Board Meeting. At least one of the district officers shall be present at each meeting.

Dues: All moneys collected at district meetings will be kept by the district with the exception of membership dues. The moneys collected will be used solely to fund future district meetings. Approval of the Executive Board is required for any other disbursement of funds. Membership dues will be submitted to the Membership Chair. Annual funding for all districts will be approved at Annual Executive Board Meeting.

Vacancy: Districts will decide whether vacancies should be filled by an appointment by the President and/or District Chair

Standard Operating Procedures: Standard operating procedures may be reviewed by the Executive Board

Dissolution of a District: The Executive Board of TNOTA at any meeting shall have, by a majority vote, the authority to dissolve a district so long as quorum is present in accordance with Article IV, Section 4 herein.

## **ARTICLE VII**

### **Representative in the AOTA Representative Assembly**

Election. An election among Occupational Therapist and Occupational Therapy Assistant members within an election area may be conducted by a state association or AOTA. An election area is defined by state boundaries and there shall be only one election within the boundaries of each state, District of Columbia, and Puerto Rico.

Term of Office: Term of office shall be stated in the AOTA By-Laws

Duties: Duties shall be as stated in the AOTA By-Laws and in the TNOTA Standard Operating Procedures.

Vacancies, Resignation Removal and Appeal: These shall be as stated in the AOTA By-Laws

## **ARTICLE VIII**

### **Committees**

The President, with approval of the Executive Board, shall have the power to create, combine or delete standing and special committees.

The President shall appoint the chairperson of all committees and determine reporting relationships.

## **ARTICLE IX**

### **Nominations and Elections**

A slate of nominations for officers to be elected shall be prepared by the Nominations Committee. The slate of officers will be approved by a majority vote of the Executive Board.



Elections will be completed by electronic ballot and officers will take office on January following the annual business meeting. The election of a candidate shall be by majority vote of those ballots which are cast and valid.

In the event of a tie vote, there shall be a ballot vote by the members present at the annual business meeting so long as a quorum is present in accordance with Article III, Section 8 herein

The electronic ballots shall be destroyed 30 days after the vote has been certified by the Nominations Committee.

## **ARTICLE X**

### **Fiscal Year and Annual Fees**

The fiscal year shall be determined and approved by the Executive Board

The annual membership fees for each member category will be established and approved by the Executive Board.

## **ARTICLE XI**

### **Standards and Ethics of the Association**

Standards and Ethics. The TNOTA shall abide by the standards of the AOTA Occupational Therapy Code of Ethics

Discipline. Membership in the TNOTA may be suspended at any time by a majority vote of the Executive Board at any meeting, so long as a quorum is present in accordance with Article IV, Section 4 herein, for conduct unbecoming a member of TNOTA. Subject member shall be entitled to appeal the decision of the Executive Board in the same manner as set forth in Article III, Section 4, paragraph B.

## **ARTICLE XII**

### **Amendments**

An amendment or revision of these By-Laws may be made at any business meeting or called meeting of the TNOTA or by ballot, provided notice of the proposed amendment(s) has been received by the membership, not less than 14 days prior to the vote.

Amendment shall be made by a simple majority vote of those ballots that are cast and valid, so long as a quorum is present in accordance with Article III, Section 8 herein.

## **ARTICLE XIII**

### **By-laws to be Consistent with the Tennessee Non-Profit Corporation Act**

These By-laws are to be interpreted pursuant to the provisions of 48-51-101 et seq. of the Tennessee Non-Profit Corporation Act effective January 1, 1988. In the event that there is any inconsistency between these By-laws as stated and the Tennessee Non-Profit Corporation Act, the provisions of the Tennessee Non-Profit Corporation Act shall prevail. The Charter of the Corporation hereby specifically incorporates each pertinent section of the Tennessee Non-Profit Corporation Act.

## **ARTICLE XIV**

### **Dissolution**

TNOTA shall use its funds only to accomplish the objectives and purposes specified in these By-laws and no part of said funds shall inure, or be distributed, to the members of TNOTA. On dissolution of TNOTA, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be elected by the Executive Board.