

Alaska Occupational Therapy Association (AKOTA)

# Official Bylaws

*November 2018*



## ALASKA OCCUPATIONAL THERAPY ASSOCIATION (AKOTA) Bylaws

### Table of Contents

	Page
<b>ARTICLE I - GOVERNING LAW AND PURPOSE</b>	
SECTION 1. Adoption	4
SECTION 2. Name	4
SECTION 3. General Purposes and Powers	4
SECTION 4. Primary Purposes	4
SECTION 5. Specific Powers	5
<b>ARTICLE II - AFFILIATION</b>	
SECTION 1. Affiliation	5
SECTION 2. Continued Recognition	5
SECTION 3. Purpose	5
SECTION 4. Termination (Disaffiliation)	5
SECTION 5. Affiliated State Association President (ASAP)	5
<b>ARTICLE III - OFFICES AND AGENCY</b>	
SECTION 1. Principal Office	5
SECTION 2. Registered Office	6
SECTION 3. Registered Agent	6
SECTION 4. Change of Office or Agent	6
<b>ARTICLE IV - MEMBERSHIP</b>	
SECTION 1. Members	6-7
SECTION 2. Evidence of Membership	7
SECTION 3. Rights and Privileges of Members in Good Standing	7
SECTION 4. Meetings	7-8
<b>ARTICLE V - DIRECTORS</b>	
SECTION 1. Management	8-9
SECTION 2. Qualifications	9
SECTION 3. Nomination of Directors	9
SECTION 4. Election of Directors	9
SECTION 5. Directors -Numbers, Composition	9
SECTION 6. Term and Transition of Directors	9-10
SECTION 7. Vacancy	10
SECTION 8. Resignation and Removal	10
SECTION 9. Meeting of Directors	10-11
SECTION 10. Notice of Meetings	11
SECTION 11. Board Quorum and Action	11-12



SECTION 12. Responsibilities of Board	12
SECTION 13. Board Conflict of Interest	12
<b>ARTICLE VI - OFFICERS</b>	
SECTION 1. Description	12
SECTION 2. Qualifications	12
SECTION 3. Election of Officers	12-13
SECTION 4. Term and Transition of Officers	13
SECTION 5. Officers - Duties and Responsibilities	13-14
SECTION 6. Vacancy and Removal from Office	14-15
<b>ARTICLE VII - COMMITTEES</b>	
SECTION 1. Committees	15
SECTION 2. Committee System	15
SECTION 3. Committees - Appointments and Terms	15
SECTION 4. Committees - Duties and Reports	15
SECTIONS. Executive Committee	15-16
<b>ARTICLE VIII - GENERAL CORPORATE MATTER</b>	
SECTION 1. Access to Records	16
SECTION 2. Change of Director or Officer	16
SECTION 3. Code of Ethics Policy	16
SECTION 4. Confidentiality	16
SECTION 5. Corporate Records and Retention	16
SECTION 6. Corporate Transactions	17
SECTION 7. Fiscal Year	17
SECTION 8. Indemnification	17
SECTION 9. Insurance	17
SECTION 10. Loans	17
SECTION 11. Nondiscrimination	17
SECTION 12. Non-Liability of Directors, Officers, Employees or Members	17
SECTION 13. Signature Authority	17-18
SECTION 14. Special Tax Provisions	18
SECTION 15. Stock, Income and Dividends	18
SECTION 16. Waiver of Notice	18
<b>ARTICLE IX - DISSOLUTION</b>	18
<b>ARTICLE X - AMENDMENT</b>	18-19
<b>CERTIFICATE OF SIGNATURE</b>	19



## ALASKA OCCUPATIONAL THERAPY ASSOCIATION Bylaws

### ARTICLE I - GOVERNING LAW AND PURPOSE

**Section 1. Adoption.** These Bylaws are adopted by the Alaska Occupational Therapy Association, an Alaskan nonprofit corporation, for the regulation and management of its affairs. In the event that any of these Bylaws are inconsistent with the Articles of Incorporation ("Articles"), the Articles govern.

**Section 2. Name.** The organization shall be called the Alaska Occupational Therapy Association, and hereinafter shall be referred to as "the Association" or "AKOTA."

**Section 3. General Purposes and Powers.** The Association shall have the purposes or powers as are stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by the Alaska Nonprofit Corporation Act, AS 10.20 or any successor legislation. The AKOTA shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the Association.

#### **Section 4. Primary Purposes.**

A. The Association is organized exclusively for occupational therapy membership and advocacy within the meaning of Section 501(c)(6) of the federal Internal Revenue Code or the corresponding section of any future federal tax code; and primarily including for such purposes, the receipt of contributions for and the making of distributions to organizations that qualify as exempt organizations under the Internal Revenue Code of 1954 or the corresponding provision of any future Internal Revenue laws.

B. The objectives and purposes of the Association shall be:

1. Promote and advance the practice of occupational therapy;
2. Promote and advance the education and qualifications in occupational therapy;
3. Foster the value of research and the study of occupational therapy;
4. Foster competency of occupational therapy practitioners;
5. Serve as a resource to further the dissemination of knowledge of the practice of occupational therapy to the public;
6. Promote access to occupational therapy services;
7. Support members in their adherence to code of ethics to complement regulatory and licensure entities;
8. Enhance communication among members;
9. Promote the health and wellness of the citizens of Alaska;



**ARTICLE I - Section 4. Primary Purposes. Part B cont.**

10. Provide recognition of outstanding Occupational Therapy Practitioners and Occupational Therapy Assistants in Alaska;
11. Provide support and opportunities for students enrolled in occupational therapy academic programs; and
12. Provide support to Occupational Therapy Practitioners and Occupational Therapy Assistants to meet these objectives.

**Section 5. Specific Powers.** AKOTA shall have, in furtherance of its purposes as listed in Sections 3 and 4 above, all the powers or authority allowed including but not limited to the power to:

- A. Establish guidelines for organization membership;
- B. Revoke membership in state association due to unethical or illegal behavior related to its stated objectives;
- C. Plan and coordinate education opportunities for the members that further the knowledge of occupational therapy; and
- D. Serve as a resource, as needed and appropriate, to other professional organizations or agencies related to occupational therapy.

**ARTICLE II – AFFILIATION**

**Section 1. Affiliation.** AKOTA shall be affiliated with the American Occupational Association, hereinafter referred to as the "AOTA," in compliance with the rules and regulations set forth by the AOTA. AKOTA became an Affiliate through the process described in the Affiliation Principles for AOTA and AKOTA.

**Section 2. Continued Recognition.** Continued recognition as an Affiliate of AOTA is dependent on AKOTA's compliance with the Affiliation Principles for AOTA and AKOTA.

**Section 3. Purpose.** The purpose of this affiliation is to foster communication and collaboration between AKOTA and AOTA.

**Section 4. Termination (Disaffiliation).** Disaffiliation between either association may occur as described in the Affiliation Principles for AOTA and AKOTA.

**Section 5. Affiliated State Association President (ASAP).** The AKOTA President or designee will represent AKOTA to AOTA.

**ARTICLE III - OFFICES AND AGENCY**

**Section 1. Principal Office.** The principal office (principal place of business) of the Association in Alaska shall be located at such place as the Board of [Directors from time to time may designate.



### **ARTICLE III - cont.**

**Section 2. Registered Office.** The registered office of the Association is the same as the street address of the Association's registered agent.

### **Section 3. Registered Agent.**

- A. Appointment. The registered agent of the Association is that person or entity upon whom any process, notice or demand, required or permitted by Alaska statutes to be served upon the AKOTA, may be served. A registered agent shall be appointed by the Board of Directors and shall serve until a new registered agent is appointed. The registered agent may be either an individual resident of the State of Alaska, or a domestic Alaska Corporation authorized to act as such an agent. A new registered agent shall be appointed if the office becomes vacant for any reason, or the agent becomes disqualified or incapacitated to act, or if the Board of Directors revokes the appointment.
- B. Service. The registered agent shall immediately forward a copy of any process, notice or demand served on the registered agent to the President of the AKOTA.
- C. Limitations of Appointment. The registered agent's authority is as provided in the Alaska nonprofit corporation statutes. The registered agent is not an employee, officer, director, or agent for the purpose of conducting any other business of the organization: and, therefore, the agent is not authorized to conduct any other business for the organization.
- D. Resignation. The registered agent may voluntarily resign, and the Board of Directors shall accept the resignation, but only under the following conditions:
  - 1. The agent must prepare and file the resignation document required to resign with the appropriate state agency, and send a copy of such document to the AKOTA President by registered or certified mail, addressed to the principal mailing address of the AKOTA as it is known to the agent, within (5) days after the date of filing.
  - 2. The effective date of resignation must be at least thirty (30) days after the date of the resignation is filed with the appropriate state agency.

**Section 4. Change of Office or Agent.** The Association may change its registered agent by filing with the appropriate state agency the form required by that agency, signed by the President or Vice-President.

### **ARTICLE IV – MEMBERSHIP**

**Section 1. Members.** The membership of the Association shall be 18 years of age or older and divided into active or retired classes. The membership classes are:

- A. Occupational Therapist (OT);
- B. Occupational Therapist Registered (OTR®)
- C. Occupational Therapy Assistants (OTA);
- D. Certified Occupational Therapy Assistants (COTA®);



#### **ARTICLE IV - Section 1. Members. cont.**

- E. Student of Occupational Therapy (OTS): One who is enrolled in an approved/accredited educational program leading to the qualifications of Occupational Therapist (OT) or Occupational Therapy Assistant (OTA);
- F. Retired Therapist noted above (A-D): They may work 20-hours or less.

**Section 2. Evidence of Membership.** Each member is assigned a membership number per their personal profile the website/data base system. The Board of Directors can verify members via name or membership number via the AKOTA database management system.

#### **Section 3. Rights and Privileges of Members in Good Standing.**

- A. Voting. Members are eligible to vote to elect directors to serve on the AKOTA Board of Directors. Members are also eligible to vote on any other matter submitted to the membership by the Board of Directors, although such votes are advisory only.
- B. Meetings of Members. Members are eligible to attend and participate in the AKOTA annual membership meeting, and any other membership meeting scheduled by the Board.
- C. Hold Office. Members (except membership class B, Students of Occupational Therapy) may hold office as a Board director or officer, if elected, and serve as a Board or member committee chair or vice-chair; subject to the qualifications established for the specific office or committee.
- D. Committees. Members are eligible to be volunteer members on committees of the Association, subject to the duties and qualifications established in procedures approved by the Board.
- E. Publications/Newsletters/Website. All members shall receive and have access to official publications of the Association.
- F. Further Qualifications. Further qualifications and the rights of members shall be determined by the Board of Directors and shall be set forth by amendment to these Bylaws.

#### **Section 4. Meetings.**

- A. Annual Meetings.
  - 1. The annual Board of Directors meeting will be held in **JANUARY** of each year. The meeting agenda will include election of officers, approval of annual budget, and approval of a projected annual calendar of events, including the annual membership meeting and annual conference date, preferably in October or the fourth quarter.
  - 2. The annual membership meeting will be held at the date, time and place designated by the Board in the Board's annual calendar of events. This meeting will be held in conjunction with the annual conference. Notice of the annual meeting shall be sent at least sixty (60) days before the meeting



#### **ARTICLE IV - Section 4. Meetings. Part A cont.**

stating the place, day, and time of the annual meeting. The notice for annual meetings may be delivered by U.S. mail and/or electronic mail or by posting on the Association website, or through circulation of the organization's newsletter. The meeting agenda will include nominations to fill vacancies in Board seats.

- B. Regular Board Meetings. Regular Board meetings shall be held quarterly, with the Board's annual meeting counting as a regular meeting, plus one additional end of year meeting. The preferred months of meetings are January (annual meeting) April, July, and October (annual membership meeting), with the end of the year meeting to be determined.
- C. Procedures. The Board may establish other procedures for the annual membership meeting.

#### **ARTICLE V – DIRECTORS**

**Section 1. Management.** The Board of Directors is vested with the power to conduct of the Association's business; and to promote the interests of the Associations members and the management of the affairs of the Association. The directors shall discharge the duties of their respective positions in good faith and in a manner reasonably believed to be in the best interest of the Association with the degree of diligence, care, and skill which ordinarily prudent individuals would exercise under similar circumstances in like positions, and otherwise in accordance with standards of conduct under Alaska law for directors of nonprofit corporations.

- A. Corporate Management. The AKOTA Board of Directors is vested with the power to conduct the Association's business and the management of the affairs of the AKOTA. See, Bylaws, Article VI(l). The day-to-day management of the Corporation shall be by the Executive Committee, The President of the Board is the chief executive officer of the Corporation. Other powers and duties of these officials are set forth in the AKOTA Bylaws, policies, or procedures.
  - 1. Financial accounts.
    - a. The President and Treasurer of the Board of Directors of the Corporation are authorized to open and maintain bank and investment accounts in the name of the Corporation, to deposit donations and revenue, and to pay expenses. The authorized signers on the account are the Board President and Board Treasurer.
    - b. The Treasurer is responsible for promptly updating the names of officers on all bank, investment, or other financial accounts.
- B. Continuing Education. The Board delegates the power to approve continuing education units to the Executive Committee.
- C. Standing Committees. The standing committees of the Board are as follows: Executive, Conference/Continuing Education, Legislative/Licensing, Membership,





**ARTICLE V - Section 1. Management. Part C cont.**

Marketing/Public Relations, Newsletter, and Technology/Web Site. The description, powers and duties of each standing committee are set forth in the AKOTA Bylaws, policies, or procedures.

- D. Ad Hoc Committees. The ad hoc committees of the Board are as follows: Nomination, Fundraising. The description, powers, and duties of each ad hoc committee are set forth in the AKOTA Bylaws, policies, or procedures.

**Section 2. Qualifications.** The qualifications to become a Director and remain a Director of the Association are as follows: be an AKOTA member (except membership class E, Student of Occupational Therapy) in Good Standing for a minimum of one year.

**Section 3. Nomination of Directors.** The Board shall establish by resolution procedures for nomination of candidates for Board of Directors seats.

**Section 4. Election of Directors:** The Association members shall elect directors to the Board of Directors at the annual membership meeting or shortly thereafter. The Board of Director Elections shall occur via electronic ballot via the AKOTA website.

**Section 5. Directors - Number, Composition.**

- A. The number of directors of the Association shall be an odd number with no less than (3) and no more than seven (7). Each director has a voice and a vote on the Board and is elected by the members.
- B. The Board shall appoint a non-voting student representative to serve on the Board. The student representative must be currently enrolled in an occupational therapy program either as a therapist or an assistant and must reside in the State of Alaska.
- C. The Board may appoint a non-voting advisor to serve on the Board. Whenever possible three (3) directors shall be from at least three different regions of Alaska: one (1) from Southeast, one (1) from combined regions (Interior & Far North) and one (1) from combined regions (Southwest and Southcentral). If regional directors cannot be appointed from different areas the Board may use an alternative geographic area for the duration of the term.

**Section 6. Term and Transition of Directors.**

- A. The term of office for voting directors shall be two calendar years and none will serve more than two consecutive terms in the same office.
- B. The term for the non-voting student representative shall be one (1) year, with no more than two consecutive terms.
- C. Terms for voting directors shall be staggered between odd-numbered years and even numbered years.
- D. Director(s) shall remain in office until a successor(s) has been qualified and elected; except that the student representative shall remain in office until a successor has been qualified and appointed by the Board of Directors.



## **ARTICLE V - Section 6. Term and Transition of Directors. cont.**

E. The Board may establish a transition process for incoming and outgoing directors.

## **Section 7. Vacancy.**

A. Vacancies on the Board of Directors shall be filled by the following methods.

1. For a vacancy occurring because a director's term is expiring at the end of the year, the vacancy shall be filled by member election under Article V. Section 4. above.
2. For a vacancy occurring because a director has resigned, died, been removed or become incapacitated, the vacancy shall be filled by Board of Directors appointment for the rest of the director's term, unless there is less than (6) six months left in the director's term, in which case the Board of Directors may leave the director's seat vacant and hold a member election to fill the seat under Article V. Section 4, above.
3. For a directorship to be filled because of an increase in the number of directors, the new seat shall be filled by Board of Directors appointment for a full term or staggered term, whichever is appropriate.

B. At any regular meeting of the Board of Directors with a quorum present, by majority vote of the Board members present, the Board of Directors shall declare vacant the seat of any board member who is unable to participate (in person, by phone, teleconference or virtual methods) in more than two (2) consecutive scheduled Executive Board meetings or has three (3) un-excused absences from regular meetings of the Board within any consecutive twelve-month period.

## **Section 8. Resignation and Removal.**

A. Resignation.

1. A director may resign from the Board of Directors, by a written letter delivered to the President, who shall forward it to Board members.
2. The resignation shall be provided a minimum of two weeks (2) before leaving office unless it is an emergency.

B. Removal.

1. Any director elected or appointed to office may be removed by the majority of Board of Directors vote whenever in its judgment the best interest of the Association will be served, which shall be effective on the date of Board action to remove the director.
2. The Board may by resolution establish a policy regarding removal of a director.

## **Section 9. Meeting of Directors.**

A. Annual Meeting. An annual meeting of the Board of Directors shall be held within each calendar year, as scheduled by the Board.

B. Regular Board Meeting. Regular meetings of the Board of Directors shall be held at least quarterly, at the date, time, and place or by electronic meeting, designated by the President or Board resolution.



**ARTICLE V - Section 9. Meeting of Directors. cont.**

- C. Special Board Meeting. A special meeting may be called by the President or Vice-President in the absence of the President, two Board officers or a quorum of the directors. At a special meeting, the only business conducted shall be the matters stated in the special meeting notification.
- D. Procedures. The Board may establish other procedures for Board meetings.

**Section 10. Notice of Meetings.**

- A. Notice of Annual Meeting. Notice of a Board of Directors annual meeting shall be sent at least sixty (60) days before the meeting stating the place, day, and time of the annual meeting.
- B. Notice of Regular Board Meeting. Notice of a Board of Directors regular meeting shall be sent not less than ten (10) days before the meeting stating the place, day, and time of the annual meeting.
- C. Notice of Special Board Meeting. Notice of a Board of Directors special meeting shall be sent seven (7) days before the meeting stating the place, day, and time of the special meeting. However, in case an emergency occurs, the Board of Directors may request a special meeting to take place in less than seven (7) days.
- D. Notice of Meeting Delivery. The notice for annual and regular Board meetings may be delivered by U.S. mail and/or electronic mail or by posting on the Association website, or through circulation of the annual calendar. The notice for special board meetings may be delivered by mail or electronic mail. The notice shall include the date, time, and place of the meeting; and, for special meetings, the purpose of the special meeting.
- E. Notice of Meetings Delivered for Chairperson of Committee. Board of Directors may request chairpersons of the Association's committee(s) to attend regular and special meetings, and if chairperson(s) are requested to attend the meeting than notice of meeting delivery applies to them too.

**Section 11. Board Quorum and Action.**

- A. Board Quorum. A majority of the Board of Directors entitled to vote shall constitute a quorum for the conduct of all business. The Board may by resolution establish rules to govern the conduct of Board meetings.
- B. Board Action. The affirmative vote of a majority of a quorum of directors constitutes an action of the Board. Otherwise, any Board action required by law or under the Articles of Incorporation of the Association, or these Bylaws, or any action which otherwise may be taken at any Board meeting, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors entitled to vote with respect to the subject matter of such consent. Such consent shall have the same force and effect as a unanimous vote. Any Board action required or allowed to be taken by resolution under the Articles of Incorporation, or these Bylaws, shall be in written resolution focus.



## **ARTICLE V – cont.**

**Section 12. Responsibilities of Board.** The Board of Directors has the following responsibilities and duties:

- A. Establish an annual review and evaluate the Association's operations plan, and services provided by the AKOTA;
- B. Establish, review and approve an annual corporate budget and annual financial report;
- C. Establish, review, evaluate, and modify governing bylaws and policies and procedures periodically, as appropriate;
- D. Employ employees or contractors if necessary; and
- E. Any other duties as may be appropriate or authorized by law.

**Section 13. Board Conflict of Interest.** No Officer or Director of the AKOTA may have any financial interest, either directly or indirectly, in their own name or in the name of any other person or entity, in any business of the AKOTA about which such Officer or Director may be called upon to act or vote. Conflict of interest occurs when a board member uses his or her position for personal benefit or financial gain or for the benefit or financial gain of a family member, business associate, or close friend. A director shall disclose any conflict of interest on any matter before the board for action, before the vote on such matter, and shall abstain from voting on any such matter.

## **ARTICLE VI – OFFICERS**

**Section 1. Description.** The officers of the Association shall consist of the President, Vice-president, Secretary and Treasurer. In the event of a vacancy in an office, two or more offices may be held by the same person, except President and Secretary.

**Section 2. Qualifications:** The qualifications to become an Officer of the Association are:

- A. Be a director (member of the Board of Directors) and a member of the Association in good standing for at least 1 full year.
- B. A minimum of one (1) year of practice as an occupational therapist in the field of occupational therapy.

**Section 3. Election of Officers.** Officers are nominated and elected by the Board of Directors at the annual Board meeting.

- A. Elections for President and Treasurer shall be held in alternating years, with term year of President beginning in odd-numbered years and term years of Treasurer beginning in even-numbered years. The Board may establish procedures for the nomination and election of officers.
- B. Procedure to Break a Tie in a Vote for Directors: The AKOTA President shall decide between the candidates with the tie vote by drawing lots. The names of the candidates who have a tie vote shall be printed on paper, the paper will be folded so the names are not seen and placed in a non-clear container. The



**ARTICLE VI – Section 3. Election of Officers. Part B cont.**

President shall draw one paper with a candidate's name and the name that has been drawn will the candidate elected for breaking the tie vote.

**Section 4. Term and Transition of Officers.**

- A. Each of the officers of the Association shall be elected and appointed for the term of two (2) years by the Board of Directors, and none will serve more than two consecutive terms in the same office.
- B. Each officer shall remain in office until a successor has been qualified and elected.
- C. The Board may establish a transition process for incoming and outgoing officers.

**Section 5. Officers - Duties and Responsibilities.** The officers have the rights and duties, respectively assigned to the positions. Each officer also serves as a participating voting member of the Board of Directors of the Association.

**A. President.**

- 1. The President shall preside at all meetings of the Association membership, and at all meetings of the Board of Directors as chair.
- 2. The President is responsible for establishing the agenda for all meetings unless a special meeting is called by other officers or director (see Art. V, Section 9(D). in which case the officers or directors will establish the agenda for the special meeting and communicate it to the President before the special meeting. The Board of Directors will provide recommendations to the President for meeting agendas.
- 3. The President shall appoint committee members, committee chairs and vice chairs as needed for all committees of the Association. The President shall be an ex-officio (non-voting) member of all committees of the Association.
- 4. The President shall have the power to sign all legal obligations of the Association, subject to these Bylaws; and shall exercise general powers of supervision, including supervision over other directors' and officers' performance of their duties and responsibilities as set forth below; and including the active management and control of the affairs of the Association.
- 5. The President shall perform any other duties incident to office of President, and such other duties may be required by law, the Articles of Incorporation, by these Bylaws, or which may be assigned by the Board of Directors or established in Board procedures.
- 6. The President shall be a member of AOTA, with the AOTA membership fee paid by the Association.
- 7. The President attends the Affiliated State Association Presidents (ASAP) yearly meeting, and if the President is unable to attend the Vice-President or other Board delegate shall attend, at the expense of the Association.
- 8. The President shall perform any other duties incident to the office and



**ARTICLE VI – Section 5. Officers - Duties and Responsibilities. Part A Cont.**

such other duties may be required by law, the Articles of Incorporation, these Bylaws, or which may be assigned by the Board of Directors or established in Board procedures.

**B. Vice-President.**

1. The Vice President shall assume full presidential duties in the absence of the President.
2. The Vice President shall perform any other duties incident to the office and such other duties may be required by law, the Articles of Incorporation, these Bylaws, or which may be assigned by the Board of Directors or established in Board procedures.

**C. Secretary.**

1. The Secretary is the custodian of Association records.
2. The Secretary is responsible to ensure that minutes of all Board meetings and membership meetings are taken, submitted to the Board for review and approval, and maintained.
3. The Secretary is responsible for obtaining and keeping up to date all Association licenses, permits and reports required by law, including corporate and tax exemption laws.
4. The Secretary is responsible to keep and maintain an accurate and up-to date membership roll,
5. The Secretary shall ensure that all notices of meetings are sent as required as required by law or by these Bylaws.
6. The Secretary shall call to order and preside over a Board or membership meeting in the absence of the President and Vice President.
7. The Secretary shall conduct membership elections for directors.
8. The Secretary shall perform any other duties incident to the office of Secretary and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or which may be assigned by the Board of Directors or established in Board procedures.

**D. Treasurer.**

1. The Treasurer shall be responsible for the financial affairs of the Association and for reporting on the financial affairs of the Association as required by law and these Bylaws.
2. The Treasurer shall perform any other duties incident to the office of Treasurer and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or which may be assigned by the Board of Directors or established in Board procedures.

**Section 6. Vacancy and Removal from Office.** Should any officer resign, or the office become vacant for any other reason, the Board shall elect a successor to fill that office for the rest of the term at the first board meeting following the resignation. In the interim, the President shall serve as acting Treasurer, and may appoint any other officer or director to





#### **ARTICLE VI - Section 6. Vacancy and Removal from Office. Cont.**

serve as an acting officer for the vacant office. Any officer elected or appointed to office may be removed by the Board of Directors whenever the best interest of the Association will be served. However, such removal shall be without prejudice to any contract rights of the officer so removed. Removal from such office does not constitute removal from the Board.

#### **ARTICLE VII - COMMITTEES**

**Section 1. Committees.** The Board of Directors shall have the authority to establish committees as necessary to carry out the purpose of the Association provided that the Board of Directors may not delegate overall responsibility for conduct of the business of the Association. For each committee so established, the powers, duties and operating procedures shall also be established in these Bylaws or the resolution establishing such committee.

**Section 2. Committee System.** If the Board of Directors establishes committees, the Board may utilize a committee system, meaning that matters to be considered by the Board for action may first be referred to an appropriate advisory committee for consideration and recommendation and thereafter by majority vote of the quorum of the Board of Directors in attendance at such meeting. Referral to a committee is not required, and the Board may remove any matter from a committee and consider and act upon such matter. The Board of Directors resolution assigning matters to a committee shall identify the existing committee or create such new committee as may be appropriate.

#### **Section 3. Committees - Appointments and Terms.**

- A. Appointments. The President shall appoint all committee members, and the chair and vice-chair of each committee from the committee members, except as provided in these Bylaws. The President is an ex-officio (non-voting) member of each committee.
- B. Term. The term of a committee member, chair or vice-chair shall be two years and none will serve more than two consecutive terms on the same Committee. The Chairs shall remain in office until a successor(s) has been appointed.

#### **Section 4. Committees - Duties and Reports.**

- A. Standing Committees of the Board are as follows: Executive, Conference. The Board may establish other standing committees or ad hoc committees by resolution or procedure.
- B. Standing and ad hoc committees shall perform such duties and make such reports as are required by the resolution or procedure establishing the committee. Committees shall perform any other duty assigned by the Board of Directors.

#### **Section 5. Executive Committee.**

- A. There is established an Executive Committee of the Board of Directors, which



**ARTICLE VII - Section 5. Executive Committee. Part A cont.**

consists of the officers of the corporation, as established in these Bylaws. The President of the Board of Directors is the Chair of the Executive Committee.

B. The Executive Committee has the following powers and duties:

1. To meet and take action on behalf of the Board of Directors between regular Board meetings to the extent allowed by law.
2. To act as delegated by the Board of Directors.
3. To make recommendations and advise or report to the Board of Directors regarding any matter referred to it by the Board.
4. All actions taken by the Executive Committee must be reported to the full Board of Directors at the next regular or special Board meeting

**ARTICLE VIII - GENERAL CORPORATE MATTERS**

**Section 1. Access to Records.** All books and records of the Association may be inspected by any Director or member for any proper purpose at a reasonable time.

**Section 2. Change of Director or Officer.** The Board of Directors shall ensure that notices of a change of a director or officer are submitted to the appropriate state agency and Association membership.

**Section 3. Code of Ethics Policy.** The Board may establish a Code of Ethics to govern actions of Board members, officers, and members of the Association. Violation of a provision of the written approved code of ethics shall be grounds for removal from office. In addition to the Code of Ethics that may govern the Board of Directors, all members are covered by the Codes of Ethics as applied to the State of Alaska Board of Physical Therapists-Occupational Therapists (PT OT), American Occupational Therapy Association and the National Board for Certification in Occupational Therapy.

**Section 4. Confidentiality.** Recognizing that confidential matters may from time to time come before the Board, all Board members, officers, directors, and employees of the AK.OTA are subject to the provision of the Alaska laws and board policy governing confidentiality to the extent that they apply to the AKOTA and its directors, officers, employees, and members. A violation of the provisions of such laws or policies shall be grounds for removal from office or membership.

**Section 5. Corporate Records and Retention.** The Association shall keep correct and complete books and records of financial and membership matters including but not limited to minutes of board and annual membership meetings. The Association must keep records of its directors, officers and members with contact information and voting status of its directors and members. Retention of records will be in accordance with State of Alaska and federal nonprofit law.





**Section 6. Corporate Transactions.** No application, transaction, or contract whether verbal or in writing, or any term therein, shall be executed on behalf of the AKOTA without prior approval by the Board. The Board may delegate approval by resolution.

**Section 7. Fiscal Year.** The fiscal year of the Association is January 1 to December 31.

**Section 8. Indemnification.** The Association indemnifies the current and former directors, officers, employees, and members of the Association against any expenses actually and reasonably incurred by that person or entity in connection with the defense of any action, suit or proceeding, civil or criminal, in which that person is made a party merely by reason of being or having been a director, officer, employee or member, except in relation to matters in which that person was adjudged, in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of corporate duties. The Association may negotiate to indemnify, defend, and hold harmless a party in a contract to which the Association is a party. The Association may provide for other kinds of indemnification by Board resolution.

**Section 9. Insurance.** The Association shall obtain and maintain directors' and officers' liability insurance or bonding if such insurance or bonding is available and at a reasonable cost. The AKOTA may obtain other insurance policies or bonding as necessary to protect the interests of the AKOTA.

**Section 10. Loans.** The Association shall make no loans to any of its directors, officers or members. No loan or other such instruments of indebtedness or application or bid shall bind or be effective against the Association without prior approval by the Board or by resolution.

**Section 11. Nondiscrimination.** The AKOTA and its officers, directors, employees, and agents shall not discriminate against any person because of race, religion, color national or ethnic origin, sexual orientation, age, sex, physical or mental disability, marital status (or change in marital status), pregnancy, or parenthood in the provision of services or activities by the AKOTA.

**Section 12. Non-Liability of Directors, Officers, Employees or Members.** No person or entity, merely by virtue of being a member, director, or officer of the AKOTA, shall be liable for the debts, liabilities, or obligations of the AKOTA.

**Section 13. Signature Authority.**

- A. Except as otherwise provided by law, all checks, drafts, promissory notes, orders of the payment of money and other evidence of indebtedness of the Association shall be signed by the AKOTA Treasurer as the designated signatory. In the event the Treasurer is not available then the President shall be the alternate signer. The provision of the section shall not prevent the Board of Directors from establishing a petty cash fund or other funds to be managed as directed by the Board.



### **ARTICLE VIII - Section 13. Signature Authority. Cont.**

B. Contracts, leases or other such instruments executed in the name of and on behalf of the AKOTA shall be signed by the President and countersigned by the Secretary; and shall have attached copies of the resolutions of the Board of directors, certified by the President, authorizing their execution. The Board may delegate authority to sign any contract, lease, or the like by resolution.

**Section 14. Special Tax Provisions.** The Board of Directors shall ensure that corporate operations comply with the Special Tax Provisions according to state and federal laws.

**Section 15. Stock, Income and Dividends.** The Association shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of the Association shall be distributed to its directors, officers, or members. The AKOTA may pay compensation or reimbursement in a reasonable amount to officers, members or directors for services tendered or expenses incurred.

**Section 16. Waiver of Notice.** Whenever any notice whatever is required to be given under the provision of Alaska Nonprofit Corporation Act, the Articles of Incorporation of the Association, or these Bylaws, a waiver of such notice in writing, signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to giving of such notice. Attendance of the person at the meeting shall constitute a Waiver of Notice unless the person attends the meeting and objects to the transaction of business because the meeting was not lawfully called or convened.

## **ARTICLE IX - DISSOLUTION**

**Section 1.** The Association may dissolve and wind up its affairs in compliance with the Alaska Nonprofit Corporation Act, the Articles, and these Bylaws; provided, however, that in the event of a corporate dissolution, any net proceeds of charitable activities shall be distributed to another organization which has established tax exempt status under Section 501 (c) of the Internal Revenue Code.

**Section 2.** The Association shall comply with filing and reporting requirements of the Alaska Nonprofit Act and the appropriate State of Alaska agency in dissolving and winding up its affairs.

## **ARTICLE X - AMENDMENT**

The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, is vested in the Board of Directors. Any such amendment may be made at any regular meeting of the Board and shall become effective at the conclusion of the meeting at which made, or at a later time so specified, provided that: the proposed amendment is presented to the Board at a meeting prior to the meeting at which a vote on the amendment is sought; and the



Alaska Occupational  
Therapy Association

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**ARTICLE X – AMENDMENT. Cont.**

amendment is approved by two thirds (2/3) of the Board members serving at the time the amendment is voted on.

**CERTIFICATE**

I certify that the above Bylaws was approved and adopted by a two-thirds (**2/3**) majority vote of the Directors of the ALASKA OCCUPATIONAL THERAPY ASSOCIATION at the Board of Directors meeting held on: November 26th, 2018. DATE: 11.26,2018  
AKOTA President