

The Official Bylaws of The
New Hampshire
Occupational Therapy
Association, Inc.
2019

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ARTICLE 1.

Name

Section 1. Name of the Organization

The name of the organization shall be The New Hampshire Occupational Therapy Association, Inc. hereinafter referred to as the NHOTA. The objects for which it is established, the nature of the business to be transacted by it and the address of its registered offices, are set forth in these Bylaws. The powers of the organization and all matters connected to the conduct and regulation of the organization shall be subject to such provisions in regard thereof, if any, are set forth in these Bylaws.

Section 2. Purpose

The mission of NHOTA is to promote and advance occupational therapy practice and address professional issues in the state of New Hampshire. NHOTA accomplishes this mission through education, legislation, and collaboration with The American Occupational Therapy Association (AOTA), consumers, community organizations, and other professional groups. NHOTA further supports the interests of its members and their efforts to expand their knowledge and skills by providing networking opportunities, continuing education, resources, and the promotion of occupational therapy. We further meet the needs of consumers through advocacy and the delivery of professional and evidence-based practice. The Association is organized under the laws of the state of the New Hampshire.

ARTICLE II.

Noninurement

Section 1. Noninurement

No part of the net earnings of the Association shall inure to the use or benefit of any individual. The Association shall not engage in any activities that are prohibited by the Internal Revenue Code, Section 501(c) (6).

ARTICLE III.

Members

Section 1. Membership Classes

There shall be four (4) classes of members:

- A. Occupational Therapist (OT): Any individual initially certified to practice as an OT and is licensed in the state of New Hampshire to practice as an occupational therapist and who has not had that certification or license revoked due to disciplinary action shall be eligible to be an Occupational Therapist Member.
- B. Occupational Therapy Assistant (OTA): Any individual initially certified to practice as an OTA or licensed in the state of New Hampshire to practice as an occupational therapy assistant and who has not had that certification or license

- revoked due to disciplinary action shall be eligible to be an Occupational Therapy Assistant Member.
- C. Occupational Therapy Student (OTS): Any individual enrolled in an occupational therapy educational program that is accredited or pending accreditation by the Accreditation Council for Occupational Therapy Education (ACOTE®) and that is located in the state of New Hampshire shall be eligible to be a Student Member.
 - D. Occupational Therapy Practitioner Retiree: Any individual who was or currently is certified and licensed as an OT or OTA and is no longer employed as an OT or OTA and who has not had that certification or license revoked due to disciplinary action shall be eligible to be an Occupational Therapy Practitioner Retiree.

Section 2. Voting Rights and Privileges of Members

- A. Occupational Therapist and Occupational Therapy Assistant Members:
 - 1. Shall be entitled to vote
 - a. For the Voting Board Directors
 - b. At Annual Business Meetings and special meetings of the Association
 - c. For Association Bylaws
 - 2. May submit resolutions and motions to the Voting Board Directors
 - 3. May serve on Association bodies and run for offices of the Association.
 - 4. Shall be eligible to receive other privileges as designated by the Voting Board Directors.
- B. Student Members and OT Practitioner Retiree:
 - 1. Shall be entitled to vote
 - a. For the Voting Board Directors
 - b. At Annual Business Meetings or special meetings of the Association;
 - c. For Association Bylaws.
 - 2. May submit resolutions and motions to the Voting Board Directors
 - 3. May serve on Association bodies.
 - 4. Shall be entitled to receive other privileges as designated by the Voting Board Directors.

Section 3. Dues and Good Standing

- A. Dues and fees, if any, for all classes of membership shall be established by the Voting Board Directors and stated in the NHOTA Policies and Procedures Manual.
- B. A member shall be in good standing if he or she currently meets the qualifications for the class of membership, has paid all applicable dues, and membership has not been terminated pursuant to Section 4.

Section 4. Termination of Membership

- A. Any member whose dues are still in arrears 30 days after payment is due shall no longer receive membership benefits. Membership shall automatically be reinstated by payment of dues in arrears.
- B. Members of any classification may have their membership revoked for cause. Cause may include violation of the AOTA *Occupational Therapy Code of Ethics and Ethics Standards (2015)*.
- C. For any cause other than nonpayment of dues, a vote for revocation shall occur only after the member has been notified of the complaint for revocation and has been given reasonable opportunity for defense pursuant to the Voting Directors.

ARTICLE IV

Meetings of Membership of the Association

Section 1. Annual Business Meeting

- A. The Annual Business Meeting of the members shall be held within each calendar year.
- B. An official publication of the Association shall list the place, day, and hour of the Annual Business Meeting at least 30 days before the meeting date.

Section 2. Special Meetings

- A. The President, a majority of the Voting Directors, or 5% of the OT /OTA/OTS members of the Association may call a special meeting.
- B. Members shall be notified by mail, electronic, or telephonic transmission of the place, day, hour, and purpose of the special meeting at least 10 days before the meeting.
- C. At a special meeting, the only business conducted shall be the matters stated in the meeting notification.

Section 3. Quorum for Annual and Special Meetings

- A. A quorum shall be 5% OT, OTA, and Student Members

Section 4. Voting

- A. Voting will be done in a manner determined by the board of directors.
- B. At any annual or special meeting of the members, there shall be no voting by proxy.
- C. The Voting Board Directors shall determine the process for counting and recording the vote.

Section 5. Authority

- A. Authority-Except where inconsistent with these bylaws or the laws of the state of New Hampshire, Robert's Rules of Order (latest revision) shall govern the conduct of the meetings of NHOTA's members.

ARTICLE V.
Board of Directors

Section 1. Purpose

- A. The Board of Directors shall govern the affairs of the NHOTA in accordance with all duly vested statutory, corporate, and Bylaws powers.

Section 2. Composition

A. Voting Board Directors

1. Officers:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer

2. Other Voting Directors:

- a. Membership Chairperson
- b. Children and Youth Chairperson
- c. Physical Disabilities & Gerontology Chairperson
- d. Mental Health Chairperson
- e. Legislative Chairperson

B. Non-voting Directors:

- 1. Executive Director
- 2. AOTA Representative
- 3. Academic Institution Representatives

Section 3. Term and Qualifications of the Board of Directors

A. Term of Office **July 1-June 30 of voting terms**

- 1. A Voting Board Director shall serve a 2-year term with the term year beginning July 1st, or until a successor has been elected or appointed to complete the term.,
- 2. A Voting Board Director shall be eligible to serve 2 consecutive terms in the same Director position.
- 3. A Voting Board Director shall only be eligible to serve a third term in the same director position after the expiration of 2 intervening years, unless two-thirds of voting board members determine otherwise.

B. Qualifications

- 1. A Voting Board Director must be licensed in the state of New Hampshire.
- 2. See ARTICLE VI. Section 1 for more specific qualifications.

Section 4. Functions

- A. Establish the policies and procedures and carry out NHOTA's Mission.
- B. Plan, prepare, approve, and manage the NHOTA budget for each fiscal year.
- C. Manage the NHOTA headquarters through the appointment of the Executive Director.

- D. Approve and monitor grants and contracts entered into by the NHOTA and oversee investments.
- E. Prepare and approve plans of action of NHOTA.
- F. Act as, or appoint, the appeal body of NHOTA for matters for which such appeals are provided under these Bylaws.
- G. Determine the location of the principal office of the NHOTA.
- H. To declare and take action during an emergency.

Section 5. Meetings

A. Regular Meetings

- 1. The Board Directors shall have at least eight regular meetings a year.
- 2. The time and place of the meeting shall be designated at least 30 days before the meeting date of the regular Board meeting, by mail, electronic, or telephone transmission to the Board members.
- 3. The Board members may invite any person to a Board meeting to advance the business of the Board.

B. Special Meetings

- 1. Special meetings of the Board may be called by any Voting or Non-Voting Director or any three (3) NHOTA members to address specific issues.
- 2. Special meetings of the Board may be held by electronic means including, but not limited to, electronic or other Internet communication systems, telephone, or video conference.
- 3. Board members shall be notified by mail, electronic, or telephone transmissions of the date, time, place, and purpose of the meeting at least seven (7) days before the date.
- 4. Only business as stated in the call may be transacted at the special meeting.

C. Quorum

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

ARTICLE VI. Voting Directors of NHOTA

Section 1. Voting Board Members

- A. The Officers are the President, Vice President, Secretary, Treasurer.
- B. Non-officer Voting Directors are the Membership Chair, SIS Chairperson, Legislative Chairperson.

Section 2. Voting Board Members Qualifications

- A. Voting Board Members shall have been initially certified and have at least 6 months of experience as an OT or OTA at the time of nomination with the exception of the office of President which must have at least five years of experience as an OT or OTA at the time of nomination, unless determined otherwise by the board members.

- B. A Voting Board Member shall have the qualifications necessary to execute the duties of the office held as stated in NHOTA documents and Policy and Procedure Manual.
- C. A Voting Board Member shall be a member in good standing of the NHOTA and licensed in the state of New Hampshire at time of nomination and throughout the term of office.
- D. The President must also be a resident of the state of New Hampshire.
- E. Any Voting Board Member who fails to attend three consecutive regularly scheduled Board of Directors meetings or a total of 4 scheduled meetings in the current year without prior approval of the majority of the board, may be removed from office by a two-third vote of the Directors at any meeting of the Board of Directors.

Section 3. Duties

- A. President
 - 1. Shall be the chief elected officer of the NHOTA and represent the NHOTA to the public.
 - 2. Shall be an ex officio member of all committees of the NHOTA.
 - 3. Shall preside at all meetings of the NHOTA membership.
 - 4. Shall preside at Board meetings as Chairperson of the Board.
 - 5. Shall appoint ad hoc committee chairpersons.
 - 6. Shall appoint liaisons to external national organizations.
 - 7. Shall perform other duties as designated by the Board.
- B. Vice President
 - 1. Shall fulfill presidential duties in the absence of the President.
 - 2. Shall chair the Conference Committee.
 - 3. Shall perform all other duties designated in the NHOTA Policies and Procedures Manual.
 - 4. Shall perform other duties designated by the Board.
- C. Secretary with the assistance of the Executive Director
 - 1. Shall maintain or oversee the maintenance of official NHOTA documents including:
 - a. NHOTA Bylaws
 - b. NHOTA Policies and Procedures Manual
 - c. Records of Official Minutes and all Official Communications
 - d. Annual reports
 - e. Attendance Records
 - f. SIS proposals/goal/objectives
 - 2. Shall record minutes at all NHOTA meetings.
 - 3. Shall record, distribute, and revise annual schedule of meetings, events, and deadlines.
 - 4. Shall act as President-Pro-Term in the absence of the President and the Vice-President until regular elections can take place.
 - 5. Shall perform all other duties designated by the Board.
- D. Treasurer with the assistance of the Executive Director

1. Shall manage and oversee all NHOTA financial accounts and records.
 2. Shall work with a contracted qualified accountant or bookkeeper that works as an agent of NHOTA if appropriate.
 3. Maintain and oversee tax and payroll forms in compliance with state and federal guidelines.
 4. Maintain non-profit status by filing appropriate paperwork.
 5. Shall create, manage, and maintain the NHOTA budget.
 6. Shall sit on the Conference Committee to assist in the financial planning of conferences.
 7. Shall perform all other duties designated by the Board.
- E. Membership Chairperson with the assistance of the Executive Director
1. Shall develop and expand relationships with other professional associations and community in general, communicate contact requests with membership/board of directors.
 2. Shall highlight and communicate news within the OT community.
 3. Shall develop, distribute, and manage Public Relations materials for NHOTA.
 4. Shall develop Public Relations events to promote the field of Occupational Therapy within New Hampshire.
 5. Shall recognize members of the OT community through annual awards and recognitions.
 6. Shall perform other duties designated by the Board.
 7. Shall work with Executive Director to manage membership
- F. SIS Chairpersons with the assistance of the Executive Director
1. Shall plan, organize, and hold educational meetings for NHOTA members and other OT practitioners in the state.
 2. Shall work with Memberships Chairperson and Office staff to advertise and promote educational resources.
 3. Shall sit on the Conference Committee to plan annual NHOTA conferences.
 4. Shall perform other duties as designated by the Board
- G. Legislative Chairperson with the assistance of the Executive Director
1. Shall monitor and communicate state legislative issues to the Board and membership
 2. Shall create action plans to address state legislative issues.
 3. Shall represent, along with President, Vice President and other members of the Board, NHOTA and Occupational Therapy issues to state legislative bodies.
 4. Shall perform other duties designated by the Board.

ARTICLE VII.
Non-voting Directors of NHOTA

Section 1. Non-voting Board Members of NHOTA

- A. The Non-voting Board Members of NHOTA are and Executive Director, AOTA Representative and Academic Institution Representatives

Section 2. Board Qualifications

- A. Board members shall have been initially certified with at least 6 months of experience
- B. Board members shall have the qualifications necessary to execute the duties of the office held as stated in NHOTA documents.
- C. Board members shall be a member in good standing of the NHOTA and a resident of New Hampshire at time of nomination and throughout the term of office.

Section 3. Duties

A. Executive Director

- 1. Shall perform other duties as designated by the Board.
- 2. Shall act as a liaison between NHOTA members, Board members, and the web host company.
- 3. Shall monitor list serve, website, social networking sites with Membership Chairperson, and other NHOTA sponsored messages for appropriateness for membership viewing.
- 4. Shall assist with the contract process with the web hosting and database Management Company and assist NHOTA in the search for these companies if necessary.
- 5. Shall perform other duties assigned by the Board.
- 6. Shall be contracted annually by NHOTA at a rate decided by the Board and according to NHOTA Policies and Procedures Manual.
- 7. Shall maintain NHOTA operations, files, and procedures including mail, email, and meetings.
- 8. Shall maintain records with Secretary, Treasurer, and other Board members
- 9. Shall assist committees with their work, when requested

ARTICLE VIII. Nominations and Elections

Section 1. Nominations

- A. Any member of NHOTA may submit nominations to the Board and Nominating Committee for President, Vice President, Secretary, Treasurer, Membership Chairperson and Legislative Chairperson.
- B. The Call for Nominations for the positions provided shall be placed on the NHOTA website and announced at meetings 30 days before preparation of the ballot.

April 1st ballots approved by the Board Members.

May 1st ballots released

June 1st voting is closed

Section 2. Eligibility

- A. An individual elected or appointed to a position may not serve in any other position at the same time unless designated in the Bylaws or the Standard Operating Procedures (SOP) in Policy and Procedure Manual.

Section 3. Slate

- A. The Nominating Committee shall prepare a slate for all elected positions to be filled.
- B. The slate shall include all qualified individuals nominated by any member of NHOTA.
- C. The Nominating Committee will review candidates up for appointment by the Board to ensure they meet the listed qualifications. See Article VI section 2.

Section 4. Ballot for Elections of the Association

A. Preparation

1. The Nominating Committee shall prepare a ballot for the election of appropriate positions listed in Section 1 of this Article.
2. Ballots shall be by mail, electronic, or telephonic transmission to all voting NHOTA members.
3. Ballots shall state the deadline date for the receipt of the ballot and the address or location to which the ballot shall be returned.
4. The election shall be closed on the deadline date and no ballots received thereafter shall be counted.
5. Ballots must include a method of authenticating the eligibility of each voter.

B. Vote

1. The election of a candidate shall be by majority vote of those ballots that are cast and valid.

C. Tie Vote

1. In the event of a tie vote, the ballots shall be recounted.
2. In the event that the result is still tied, the election for that position shall be conducted again.

D. Contested Vote

1. In the event that a vote is contested, and the vote tally is separated by no more than 5% of the ballots counted, the ballots shall be recounted.
2. The results of the recount shall be binding.

E. Invalid Election

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

Section 5. Terms of Office JULY 1-JUNE 30 of voting years

A. President

1. Shall be elected as part of the regular election cycle managed by the Nominating Committee.
2. Shall serve a two-year term

3. Shall be elected on odd years.
- B. Vice_President
 1. Shall be elected as part of regular election cycle managed by the Nominating Committee.
 2. Shall serve a two-year term.
 3. Shall be elected on even years.
- C. Secretary
 1. Shall be elected as part of regular election cycle managed by the Nominating Committee.
 2. Shall serve a two-year term
 3. Shall be elected on even years.
- D. Treasurer
 1. Shall be elected as part of regular election cycle managed by the Nominating Committee.
 2. Shall serve a two-year term.
 3. Shall be elected on the odd years.
- E. Membership Chairperson
 1. Shall be elected as part of a regular election cycle managed by the Nominating Committee.
 2. Shall serve a two-year term.
 3. Shall be elected on the odd years.
- F. Legislative Chair
 1. Shall be appointed to the Board on even years.
 2. Shall serve a two-year term.
- G. SIS Chairpersons,
 1. Shall be appointed by the Board on even years.
 2. Their appointment shall be reviewed every two years
- H. Executive Director
 1. Shall be contracted by the Board.

ARTICLE IX.

Administrative Procedures for All Elected or Appointed Positions

Section 1. Resignation

- A. Elected or appointed officers and board members of the NHOTA shall submit a written or electronic resignation to the President as provided in the Administrative SOP in Policy and Procedure Manual.
- B. The NHOTA shall act upon such requests, including notifying appropriate committees concerning the vacancy.
- C. Elected or Appointed Positions must follow appropriate policies and procedures as stated by NHOTA Policies and Procedures Manual regarding handing over important documents before leaving office.

Section 2. Censure

- A. Motions to censure an elected or appointed officer shall occur consistent with a fundamentally fair process under procedures as described in Robert's Rules of Order in the chapter on disciplinary procedures.

Section 3. Removal

- A. Motions for removal of an elected or appointed officer shall occur consistent with a fundamentally fair process under procedures as described in Robert's Rules of Order in the chapter on disciplinary procedures.

Section 4. Appeal

- A. The intent to appeal shall be made in accordance with due process outlined by the Policies and Procedures Manual.

Section 5. Vacancies

- A. In the case of vacancy in any office, except President, the vacancy shall be filled by appointment by the President or presiding officer of the Board until the next regular election.
- B. All appointments must be approved by the Nominations Committee in order to review qualifications.

ARTICLE X.

Standing Committees and Subcommittees/Ad Hoc Committees

Section 1. Standing Committees

- A. Conference Committee
 - 1. Shall plan, organize, and carry out the NHOTA Conferences.
 - 2. Shall be chaired by Vice President
 - 3. Shall include Membership Chairperson, and SIS Chairpersons.
 - 4. Shall consist of members, students, and/or volunteers as designated by the VP and Board.
- B. Nominating Committee
 - 1. Shall organize elections, recognitions, and awards for Board members and NHOTA members.
 - 2. Shall prepare a slate for elections, ensuring all candidates and appointees meet listed qualifications.
 - 3. Shall be chaired by the Membership Chairperson.
 - 4. Shall work with Executive Director to manage elections-specifically tally ballots.
 - 5. Shall consist of the Vice President, members, students, and/or volunteers as designated by Membership Chairperson and Board.

Section 2: Subcommittees/Ad Hoc Committees

- A. Shall be created by any Board member for a specific short-term project.
- B. The Board shall designate the chairperson and members.

ARTICLE XI.
Policies and Procedures of NHOTA

Section 1. Policies and Procedures Manual

- A. The Policies and Procedures of the NHOTA shall be developed and approved by the Board.
- B. All Board members of the NHOTA shall be bound by the Policies and Procedures and Bylaws of the NHOTA.

Section 2. Ethics Standards

- A. Ethics Standards are outlined in the NH Licensure Law, NH Occupational Therapy Practice Act, and the American Occupational Therapy Association Ethics Documents.
- B. All OT, OTA, and student members of the NHOTA shall be bound by these Ethics Standards.

ARTICLE XII.
Fiscal Year

The NHOTA fiscal year shall be determined by the Board.

ARTICLE XIII.
Dissolution Clause

Should the corporation be dissolved for any reason, the remaining assets shall be distributed for purposes within the scope of the Internal Revenue Code, Section 501 (c) (6), or any amendment thereto, and in accordance with the corporate statutes of the state of New Hampshire.

ARTICLE XIV.
Amendments to Bylaws

Section 1. Role of Board and NHOTA Members

- A. Board
 - 1. Reviews Bylaws on an as needed basis for accuracy, legality, and financial responsibility.
 - 2. May propose amendments to the Bylaws to be voted on by members.
- B. Members: Propose Bylaw amendment and vote to adopt amendments

Section 2. Procedure

- A. The Board will publish an announcement of the Bylaws review and a deadline for proposed member amendments on the NHOTA website.
- B. OT, OTA, and student members shall have up until 60 days from the date of publication to submit suggestions to the Board.

- C. The proposed Bylaw amendments and rationale for these amendments will be reviewed by the Board.
- D. The Board's suggestions will be posted on the NHOTA website for public comment for 10 days prior to the annual meeting.
- E. The Board will vote on proposed Bylaw changes and then once passed by the Board the proposed Bylaw amendments shall be presented at the Annual Business Meeting for a vote. If passed by membership, the proposed Bylaw changes are adopted.

Section 3. Technical Corrections

- A. The Board shall have authority to make technical, editorial, clerical corrections, and cross-references to other NHOTA documents without calling for a vote of the voting members of the NHOTA.

Section 4. Effective date

- A. Amendments to the Bylaws shall become effective immediately upon adoption.

ARTICLE XV. Indemnification

Any present or former Board member, officer, employee, official, or agent of the NHOTA, or other such persons so designated at the discretion of the Board, or the legal representative of such person, shall be indemnified (including advances against expenses) by the NHOTA against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any person or his or her legal representative may be made party by reason of his or her being or having been such a Board member, officer, employee, official, an agent, to the greatest extent permitted by law. No indemnification or advance against expenses shall be approved by the Board or paid by the NHOTA until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.