

BYLAWS OF THE MICHIGAN OCCUPATIONAL THERAPY ASSOCIATION

ARTICLE I

SCOPE, PURPOSES AND OBJECTIVES

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

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

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

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

ARTICLE II

MEMBERS

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

- a) Certified Occupational Therapist (hereafter referred to as "OT"). Upon the promulgation of the rules by the Michigan Board of Occupational Therapists, under authority of ACT 473, Public Acts of 1988, setting forth the minimum standards for registration as a certified occupational therapist, satisfaction of the minimum standards so promulgated shall become conditions for membership in the Corporation in the OT category. OT members who are deemed to satisfy the minimum standards due to a grandfather provision in the rules shall also be deemed to satisfy the conditions to membership in this category.

- b) Certified Occupational Therapy Assistant (hereafter referred to as "OTA"). Upon the promulgation of rules by the Michigan Board of Occupational Therapists, under authority of Act 473, Public Acts of 1988, setting forth the minimum standards for registration as a certified occupational therapy assistant, satisfaction of the minimum standards so promulgated shall become conditions for membership in the Corporation in the OTA category. OTA members who are deemed to satisfy the minimum standards due to a grandfather provision in the rules shall also be deemed to satisfy the conditions to the membership in this category.
- c) Sustaining Members, consisting of OT or OTA members who make additional monetary contributions in support of the Corporation in amounts as determined by the Executive Committee, from time to time.

Honorary Members, consisting of members who have performed distinguished service in the field of occupational therapy and have OT or OTA member status. Honorary members are members of the Corporation for life, without the payment of additional membership fees. Honorary members may be nominated by member of the Corporation and presented to the Membership Director for recommendation to the Executive Committee for final approval.

- e) Retired Members consisting of individuals
- f) who have ceased the active practice of occupational therapy, and who (i) have attained age 65, (ii) have 20 years of active service in the field of occupational therapy, and (iii) while in active practice, were qualified for OT or OTA membership status. Upon application to the Membership Director of the Corporation, those persons meeting the foregoing conditions will be permitted to retain membership (in the same classes they were in while in active practice) in the Corporation for one-half of the prevailing membership fee.
- g) Student Members consisting of:
- h) individuals in accredited professional or approved technical programs of occupational therapy
- i) graduates of such programs who have not achieved OT or OTA status
- j) Associate Members consisting of individuals interested in occupational therapy but who are not eligible for OT, or Student member status and who

have been invited by the Executive Committee to become an Associate Member.

Section 2. Membership Rights and Privileges. Each respective category of membership shall have the following rights and privileges:

- a) OT Members may vote on all matters to come before the members for a vote, may be eligible for any office, and may serve on any committee subject to the qualifications established for the particular office or committee.
- b) OTA Members may vote on all matters to come before the members for a vote, may be eligible for any office, and may serve on any committee subject to the qualifications established for the particular office or committee.
- c) Sustaining Members have only those rights and privileges that they derive from their OT or -OTA member status.
- d) Honorary Members have only those rights and privileges that they derive from their OT or OTA member status.
- e) Retired Members have only those rights and privileges that they derive from their OT or OTA member status.
- f) Student Members may not vote, and are not eligible to hold any office of the Corporation. Student Members may serve on all committees unless otherwise provided by these Bylaws or by determination of the Executive Committee.
- g) Individual Associate members may not vote and are not eligible to hold any office of the Corporation or receive the membership handbook, but may serve on committees as determined by the Executive Committee. Each year the Associate Members shall elect one representative as described in Article II, Section 11, from the current year's Associate Members. This representative shall represent the voice of the entire Associate membership.

Section 3. Reciprocity. All members, except honorary members, of an occupational therapy association located outside of Michigan must present official documentation from an officer of that state association demonstrating membership in good standing and date of membership expiration. The member seeking reciprocity may be granted certain privileges in a similar member classification, as determined by the Membership Director and Activation Coordinator, provided that the member seeking reciprocity meets the minimal standards for registration of OTs and OTAs and satisfies state rules on reciprocity, if any.

- a) **Full Reciprocity.** The member seeking full reciprocity will be admitted as a member of the Corporation for a period of six months. Membership dues will be assessed commencing on anniversary date six months after becoming a MiOTA member.
- b) **Partial Reciprocity.** The member seeking partial reciprocity may be granted the right to pay MiOTA membership rates for all continuing education programs and publication advertising, but will not be admitted as a member of the corporation. No membership dues will be assessed.

Section 4. Clarification of Membership Eligibility. The Membership Director shall investigate and determine the eligibility and classification of all members.

Section 5. Other Classes of Members. The Executive Committee, from time to time, may add or delete non-voting classes of members which have such rights and privileges (other than the right to vote) as the Executive Committee may determine; provided, that no class of members described in these Bylaws may be deleted without a Bylaw amendment that is approved by the members of the Corporation who are entitled to vote.

Section 6. Place of Meetings. Meetings of members shall be held at the registered office of the Corporation or at such other place, within or outside the State of Michigan, as may be determined from time to time by the Executive Committee; provided, however, that if a membership meeting is to be held at a place other than the registered office, the notice of the meeting shall designate such place.

Section 7. Annual Meeting. The annual meeting of voting members for such business as determined by the Executive Committee shall be held on a date and time fixed by the Executive Committee and as stated in the notice of the meeting.

Section 8. Special Meetings. Special meetings of voting members may be called by any member of the Executive Committee and shall be called by one of them pursuant to a resolution by the Executive Committee.

Section 9. Record Date for Notice and Vote. The Executive Committee may fix in advance a date not more than sixty (60) nor less than ten (10) days before the date of a voting members' meeting as the record date for the purpose of determining members eligible for notice of and to vote at the meeting or adjournments thereof or to express consent or to dissent from a proposal without a meeting.

Section 10. Notice of Meetings. Written notice of the time, place and purpose of any members' meeting shall be given to members entitled to vote not less than ten (10) nor more than sixty (60) days before the date of the meeting. Such notice may be given either by delivery in person to members or by mailing such notice to members at their addresses as the same appear in the records of the Corporation; provided, however, that attendance of a person at a members' meeting, in person

or by proxy, constitutes a waiver of notice of the meeting, except when the member attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 11. Voting. Except as may be otherwise provided in the Articles of Incorporation, each member, except student and Associate members, is entitled to vote or to express consent or dissent. Members shall be entitled to one vote either at a membership meeting, by mail, email or facsimile, as long as this written vote is received in the MiOTA office at least ten (10) days prior to the membership meeting. At a membership meeting, voting may be in person or by written proxy. Proxies shall specifically state the meeting at which they are to be used, and no proxy shall be used for more than one (1) meeting. Votes at meetings may be cast either orally or in writing as announced or directed by the person presiding at the meeting prior to the taking of the vote. When an action other than the election of Executive Committee is to be taken by vote of the members, it shall be authorized by a simple majority (50% plus one) of the members voting, unless a greater plurality is required by the express provisions of the Michigan Non-Profit Corporation Act or the Articles of Incorporation. Except as otherwise expressly required by the Articles of Incorporation, directors and officers shall be elected by a plurality of the votes cast at the election.

- a) Student Members are not entitled to a vote.
- b) Associate Members must elect one representative by a simple majority (50% plus one) from the current years Associate Members. This representative shall have one vote on the Association Assembly, which represents the voice of the entire Associate membership

Section 12. Quorum. Except as may be otherwise provided in the Articles of Incorporation, the membership present at the meeting constitutes a quorum.

Section 13. Consent in Writing. Any action required or permitted to be taken at an annual or special meeting of the members may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, is signed by members having not less than the votes that would be necessary to authorize or take the action at a meeting at which all members entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to members who have not consented in writing.

ARTICLE III

EXECUTIVE COMMITTEE

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

Section 2. Composition.

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

Section 3. Presiding Officer. The leader of the Executive Committee of the Corporation shall be the presiding officer of the Executive Committee. The Executive Committee will vote at the first Executive Committee Meeting of the year to choose a leader who shall act as leader of the Executive Committee for one year.

Section 4. Meetings. The Executive Committee shall meet as necessary throughout the year and meet with the other members of the Association Assembly at least four (4) times a year, at such times and places as the Executive Committee shall determine.

Section 5. Functions. The Executive Committee shall:

- a) manage the administrative functions of the Corporation and shall develop plans to forward its purposes. It shall receive advisement on policy direction and focus of the Corporation from the Association Assembly. It shall receive reports from all Coordinators who are members of the Association Assembly.
- b) be responsible for directing the monetary and investment affairs of the Corporation approve the annual budget prepared and presented by the Financial Director.

Section 6. Committees. The Executive Committee may establish such committees as it shall deem advisable to carry out the purposes of the Corporation, with such powers and authority as the Executive Committee determines consistent with these Bylaws and the Michigan Non-Profit Corporation Act.

Section 7. Standing Committees. The Following committees are specified as standing committees:

- a) Nominating Committee, which shall be composed of a chair and at least two members appointed by the Membership Director and approved by the Executive Committee. All appointments shall be for a one-year term. Members of the Executive Committee of the Corporation shall not be eligible for membership on the Nominating Committee. The Nominating Committee shall present to the Executive Committee its slate of nominees, consisting of one or more

candidates for each office to be filled who are eligible to serve and who have consented to serve if elected. The committee shall be responsible for the preparation and distribution of ballots, and the collecting and counting of votes. If the ballot is to be presented at a regular or special meeting of the Corporation, the committee shall accept nominations from the floor. If a mail vote is used, the committee shall clearly indicate on each ballot that write-in votes will be accepted.

- b) Bylaws Committee, which shall be composed of a chair and at least three other members of the corporation as the leader of the Executive Committee shall appoint. The Bylaws Committee shall have the authority to make technical, editorial and clerical corrections to keep the bylaws consistent without calling for a vote of the membership. Any substantive changes or revisions to the bylaws proposed by the Bylaws Committee shall be resolved by a vote of the membership.

Section 8. Resignation and Removal. Any director of the Executive Committee may resign by written notice to the Corporation. The resignation is effective upon its receipt by the Corporation or at a subsequent time as set forth in the notice. Any director of the Executive Committee can be removed, with or without cause, by the body that elected or appointed the member to the Executive Committee. By way of explanation, but not limitation, directors may be removed by a majority vote of the members of the Corporation entitled to vote at an election of directors. The full Executive Committee for just and reasonable cause may remove any director.

Section 9. Vacancies and Increases in Numbers. Vacancies on the Executive Committee occurring for any reason, including an increase in the number of directors, may be filled by the affirmative vote of a majority of the directors then in office, although less than a quorum, or by the sole remaining director of any regular or special meeting. A director chosen to fill a vacancy occurring for any reason, including an increase in the number of directors, shall hold office until the next election or appointment of directors by the body empowered to elect or appoint the class of director to which the director succeeded, or until the director resigns or is removed, whichever occurs first.

Section 10. Place of Meetings and Records. The Executive Committee shall hold its meetings in such place or places, within or outside the State of Michigan, as the Executive Committee may from time to time determine. The Executive Committee shall maintain the minutes of its meetings and all other committee meetings and keep the books and records of account for the Corporation.

Section 11. Annual Meetings. The annual meeting of the Executive Committee shall be held, without notice other than this Section, at the same place and immediately proceeding the annual membership meeting. If such meeting is not so held,

the annual meeting of the Executive Committee shall be called in the same manner as hereinafter provided for special meetings of the Executive Committee.

Section 12. Regular Meetings. Regular meetings of the Executive Committee may be held without notice at such time and place as shall from time to time be determined by the Executive Committee. Any notice given of a regular meeting need not specify the business to be transacted or the purpose of the meeting.

Section 13. Special Meetings. Special meetings of the Executive Committee may be called by the leader of the Executive Committee or Member-at-Large/Secretary and shall be called by one of them on the written request of any four (4) directors, upon at least five (5) days written notice to each director, or forty-eight (48) hours notice, given personally or by telephone, email or facsimile. The notice must contain a general statement of the business to be transacted or the purpose of the special meeting. Attendance of a director at a special meeting constitutes a waiver of notice of the meeting, except where a director attends the meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

Section 14. Quorum and Vote

- a) Any meeting of the Executive Committee must have a quorum (50% plus one) of the current Executive Committee membership, which consists of Membership Director, Advocacy Director, Communications Director, the Financial Director and the Member-at-Large/Secretary.
- b.) majority of the members of the Executive Committee then in office constitutes a quorum for the transaction of business and the vote of the majority of the members present at any meeting at which a quorum is present constitutes the action of the Executive Committee, unless the vote of a larger number is specifically required by the Articles of Incorporation or these Bylaws. If a quorum is not present, the members present may adjourn the meeting to another time and place, without notice other than announcement at that scheduled meeting, until a quorum is present.

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

Section 16. Meeting Participation by Use of Communication Equipment. Members of the Executive Committee, or of any assembly or committee designated by the Executive Committee, may participate in a meeting of the Executive Committee or committee, as the case may be, by using a conference telephone or similar communications

equipment by means of which all persons participating in the meeting can communicate with each other.

Section 17. Attendance. Each director is expected to attend 100% of the Executive Committee meetings held each year unless the Leader of the Executive Committee excuses a director's absence for illness or other good reason. The Executive Committee may remove any director for repeated unexcused absences that impact the functioning of the committee. Substitutes for the Membership Director, Advocacy Director and the Communication Director must be selected from one of the Coordinator positions. Substitutes for directors do not have the right to vote on behalf of the director that is represented and do not count towards the quorum.

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

ARTICLE IV

OFFICERS

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

Section 2. Term. The term of the office for all officers of the Corporation shall be two (2) years. Elections for all officers, except the Member-at-Large and Communications Director must be staggered so that one half of the terms are elected on alternate years.

Section 3. Election. Officers of the Corporation shall be elected by the OT and OTA members and shall serve as members of the Executive Committee. They shall be announced at the annual meeting of the members of the Corporation and will assume office on the first day of the fiscal year following the annual meeting at which they were elected, unless otherwise indicated.

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

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

Section 6. Leader of the Executive Committee; Duties.

The Leader of the Executive Committee shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the members and of the Executive Committee. The Leader of the Executive Committee shall appoint all Association Assembly Directors, except as otherwise provided for in these Bylaws and shall be responsible for orientation of new Executive Committee members with assistance from the MiOTA office staff. The Leader of the Executive Committee shall have the financial authority (with the approval of the Executive Committee) to enter into binding contracts. The Leader of the Executive Committee shall prepare an annual report and provide it to the members either orally or in a written report. The Leader of the Executive Committee shall submit all records, reports, credentials and other such materials as may be requested by AOTA.

Section 7. Director of Communications The Director of Communications shall be responsible for appointing, with the approval of the Executive Committee, and overseeing the Coordinators of the Newsletter, Website and Networking Committees.

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

Section 9. Director of Advocacy. The Director of Advocacy shall be responsible for appointing, with the approval of the Executive Committee, and overseeing the Coordinators of Public Policy and Reimbursement.

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

Section 11. Member-at-Large/Secretary. The Member-at-Large is charged with representing the interests of the members of the Corporation. The Member-at-Large/Secretary shall be ex-officio member of all committees except the Nominating Committee. The Member-at-Large/Secretary shall be responsible for the minutes of meetings of the Corporation and of the Executive Committee and for the maintenance of history of the organization. The Member-at-Large/Secretary shall perform such other duties as may be assigned, from time

to time, by the Leader of the Executive Committee of the Corporation.

Section 12. Vacancies. In the event of a vacancy in the office of the Leader of the Executive Committee, Directors, in the following order, shall become Leader of the Executive Committee: the Director of Communications, the Membership Director and then the Advocacy Director. Should the offices of the Leader of the Executive Committee and all Directors be vacant at the same time, the Member-at-Large/Secretary shall act as Leader of the Executive Committee pro tem until a special election can be held. Vacancies in the offices of the Directors or the Member-at-Large/ Secretary will be filled by election. The Executive Committee may appoint a suitable person to fill such a vacancy until the election is held.

ARTICLE V

ASSOCIATE ASSEMBLY

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

Section 2. Functions.

- a) New Resolutions. Any member of the Corporation may submit written resolutions for consideration for the development of policy. The Association Assembly shall review each written resolution for modification, rejection or approval. To assist in the review subgroups may be formed for analysis and interpretation of the resolution. Approved resolutions shall become the policies of the Corporation. The Executive Committee shall use these guidelines to manage the affairs of the Corporation.
- b) Existing Policies. The Executive Committee may request clarification of policy or an opinion of the Association Assembly to assist in dealing with the administrative affairs of MiOTA.

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

- a) Directors. Directors of Communication, Membership, Advocacy and finance.
- b) Member at Large
- c.) Coordinators.
 - a) The Director of Communications, with approval of the Executive Committee, shall appoint Coordinators for Newsletter, Website and Networking.
 - b) The Director of Membership, with approval of the Executive Committee, shall appoint

the Coordinators for Recruitment, Activation and Retention.

- c) The Director of Advocacy, with approval of the Executive Committee, shall appoint the Coordinators for Public Policy and Reimbursement.
- d. AOTA Representatives. The AOTA Representative and alternates representative.
 - a) AOTA Representative and alternatives shall be elected in accordance with AOTA Bylaws.
 - b) Associate Members Representative shall be elected by a simple majority (50% plus 1) of the current associate members. The Associate Members Representative has one vote.

Section 4. Voting

- a) Directors. Directors of Communication, Membership, Advocacy, each position having one vote. The Director of Finance has voice only.
- b) Member at Large. Member at Large has voice only.
- c) Coordinators. Each coordinator position shall have one vote.
- d) AOTA representative(s). The AOTA Representative and alternates have voice only.
- e) Associate Members Representative. The Associate Member Representative shall have one vote.

Section 5. Meetings.

- a) The Association Assembly shall meet at least two (2) times a year with the Executive Committee at such times and places as the Executive Committee shall determine.
- b.) In addition to the two (2) meetings required with the Executive Committee, Article V, section 5 (a), the Association Assembly may meet as necessary throughout the year.
 - a) Quorum. A majority of the members of the Association Assembly then in office constitutes a quorum for the transaction of business and the vote of the majority of the members present at any meeting at which a quorum is present constitutes the action of the Association Assembly, unless the vote of a larger number is specifically required by the Articles of Incorporation or these Bylaws. If a quorum is not present, the members present may adjourn the meeting to another time and place, without notice other than announcement of the rescheduled meeting.

ARTICLE VI

AOTA REPRESENTATIVES AND ALTERNATES

Section 1. Election. The AOTA representatives and alternates shall be elected in accordance with the AOTA Bylaws and the procedures adopted by AOTA Representative Assembly.

Section 2. Qualifications. The qualifications for the AOTA representatives and alternates are those stated in the AOTA Bylaws.

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

ARTICLE VII

COMMITTEES

Section 1. Purpose. Committees shall be established for the purpose of initiating, developing, delegating, implementing and evaluating principal programs of the Corporation. All Committees are to have established Standard Operating Procedures (SOP's). These SOP's are to be developed in accordance with the 'MiOTA' format.

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

- a) Committee on Recruitment
- b) Committee on Retention
- c) Committee on Activation
- d) Committee on Public Policy
- e) Committee on Reimbursement
- f) Newsletter Committee
- g) Website Committee
- h) Networking Committee

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

- a) Membership Director
 - i) Committee on Recruitment
 - ii) Committee on Retention
 - iii) Committee on Activation
- b) Advocacy Director
 - i) Committee on Public Policy
 - ii) Committee on Reimbursement
- c) Communications/Practice Director
 - i) Newsletter Committee
 - ii) Website Committee
 - iii) Networking Committee

Section 4. Council on Administrative Affairs. The Council on Administrative Affairs shall be responsible for the internal affairs of the Corporation and shall have responsibility for the following areas:

- a) Publications.
- b) Maintenance of a history of the organization.
- c) Awards.
- d) Orientation of new members.

Section 4. Committee on Recruitment. The Committee shall be responsible for the development and implementation of an affirmative action program to recruit new members.

Section 5. Committee on Retention. The Committee shall be responsible for the development and implementation of an action program to retain current members.

Section 6. Activation Committee. The Committee shall be responsible for facilitating the recruitment of volunteers for identified tasks.

They shall also be responsible for soliciting potential award recipients from the membership; selecting members to receive awards and presenting the Awards of MOTA.

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

Section 8. Committee on Reimbursement. It is the purpose of this committee to address issues that affect reimbursement for Occupational Therapy services. To that end the committee shall work to develop and maintain an active relationship between third party payors and the Occupational Therapists of Michigan by facilitating communication on reimbursement issues and organizing reciprocal communication channels between third party payors and the Michigan Occupational Therapy Association. The committee shall provide feedback to AOTA on state reimbursement issues and trends and support AOTA in addressing national reimbursement issues.

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

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

Section 11. Networking Committee. It is the purpose of this committee to support and coordinate special interest sections

and regional chapters that are interested in exchanging, gaining or exploring information regarding clinical practice, education and research. The committee is not responsible for maintaining active groups if volunteers cannot be identified to participate in the functions of the groups.

- a) Special Interest Sections (SIS) shall be established to meet the expressed needs of the membership of MiOTA.

Establishment and maintenance of SIS groups.

- 1. Membership - Members of an SIS shall be OTs, OTAs or OT students who are members of the corporation.
- 2. Leadership - The SIS membership shall identify the contact liaison with MiOTA.
- 3. Meetings - Schedules of meetings shall be established by SIS.
- 4. Dues - No dues shall be assessed to members.

- b) Chapters. Chapters shall be established to meet regional needs for networking, sharing of information, advocacy for the profession and continuing education.

- 1. Membership – Members of a Chapter shall be registered occupational therapists, certified occupational therapy assistants or students who are members of the Corporation.
- 2. Leadership. The Chapter membership shall identify a contact liaison with MiOTA.
- 3. Meetings. Schedules of meetings shall be established by the Chapter.
- 4. Dues. No dues shall be assessed to members.

Section 12. Coordinator. The coordinators of each committee shall be appointed by the director overseeing that committee’s activities. Coordinators must be OTs or OTAs who are members of the Corporation.

ARTICLE VIII

DUES

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

Section 2. Payment of Dues; Membership year. Dues shall be payable to the Corporation at a time determined by the Executive Committee and due on the anniversary date of the member’s last payment.

ARTICLE IX

FISCAL YEAR

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

ARTICLE X

PARLIAMENTARY AUTHORITY

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

ARTICLE XI

AMENDMENTS

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

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

ARTICLE XII

INDEMNIFICATION

Section 1. Persons indemnified. The Corporation shall indemnify to the fullest extent authorized or permitted by the Michigan Nonprofit Corporation Act (as amended from time to time) or any successor acts thereto each director, officer, employee or agent of the Corporation, and each person who is serving or has served at the request of the Corporation as a director, officer, employee or agent of any other nonprofit or business corporation, association, partnership, trust, joint venture or other enterprise designated by the Executive Committee (collectively called “person” in this Article) and the person’s heirs, executors and administrators, who have been made or are threatened to be made, a party to an action suit or proceeding, whether civil, criminal, administrative or investigative, because such person is or was a director, officer, employee or agent of the Corporation, or by reason of such person’s serving or having served at the request of the Corporation as a director, officer, employee or agent of any other nonprofit or business corporation, association, partnership, trust, joint venture or other enterprise designated by the Executive Committee.

Section 2. Advance Payment of Expenses. Expenses incurred in defending a civil or criminal action, suit or

proceeding described in Section 1 of this Article may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person involved to repay such expenses if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be by an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 3. Nonexclusive. The indemnification or advances of expenses provided under Sections 1 and 2 of this Article are not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation. Bylaws or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 4. Continuation. The indemnification provided in Section 1 of the Article continues to each person who ceases to be a person described in Section 1 and shall inure to the benefit of the person's heirs, executors and administrators.

Section 5. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or has served at the request of the Corporation as a director, officer, employee or agent of any nonprofit or business corporation, association, partnership, trust, joint venture or other enterprise designated by the Executive Committee, against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under Section 1 of this Article.