

BYLAWS OF THE INDIANA
OCCUPATIONAL THERAPY
ASSOCIATION, INC.

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**BYLAWS OF THE INDIANA OCCUPATIONAL THERAPY ASSOCIATION,
INC.**

ARTICLE I - NAME

The name of the Association is Indiana Occupational Therapy Association, Inc.

ARTICLE II - PRINCIPAL OFFICE

The Association shall have a principal office within the state of Indiana at such location as the Board of Directors may from time to time designate.

ARTICLE III - PURPOSES

This Association is a mutual benefit corporation. The purposes for which the Association is formed are:

1. To improve and advance the practice of occupational therapy in Indiana to align with approved practices according to current evidence and recommendations from the American Occupational Therapy Association;
2. To clearly articulate to consumers the domain of occupational therapy as a unique service that promotes and supports the occupational performance of individuals within their contexts;
3. To improve and advance the education and qualifications of occupational therapists and assistants;
4. To foster research and study of occupational therapy and its direct relationship to all aspects of occupational performance;
5. To engage in activities to disseminate information concerning the practice of occupational therapy;
6. To collaborate with others;
7. To provide a strong, unified organization that addresses concerns of occupational therapy practitioners;
8. To monitor and influence legislation affecting its members and consumers;
9. To foster and encourage communication among its members;
10. To collaborate with the OT Committee of the Professional Licensing Agency;
11. To increase cooperation and collaborate with the American Occupational Therapy Association, Inc. (AOTA) and maintain state affiliation status;
12. To be recognized, and maintain recognition, as a state association by the AOTA;
13. To engage in any activities that may be considered advantageous to the profession of occupational therapy

In furtherance of its purposes, the Association shall have all general powers permitted by the laws of the State of Indiana and may do any and all things necessary in furtherance of its

purposes subject to the laws of the State of Indiana. Provided, however, no part of the net earnings of the Association shall insure to the benefit of any member or other individual, but such persons may be reasonably compensated for services actually rendered to the Association. Provided, further, the Association shall not engage in any activities which are prohibited for organizations described in Section 501 (c) (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV - MEMBERSHIP

SECTION 1. CATEGORIES OF MEMBERSHIP. The Association shall have seven (7) categories of membership:

1. Occupational Therapist Membership;
2. Occupational Therapy Assistant Membership;
3. Occupational Therapy Student Membership;
4. Auxiliary Membership;
5. Honorary Life Membership
6. Corporate Membership.
7. Silver Membership

SECTION 2. ELIGIBILITY FOR MEMBERSHIP.

1. **Occupational Therapist Membership.** Any person who is an Occupational Therapist and whose residence or principal place of practice is located in the State of Indiana shall be eligible to become an Occupational Therapist Member of the Association.
2. **Occupational Therapy Assistant Membership.** Any person who is an Occupational Therapy Assistant and whose residence or principal place of practice is located in the State of Indiana shall be eligible to become an Occupational Therapy Assistant Member of the Association.
3. **Occupational Therapy Student Membership.** Any person who is enrolled in an occupational therapy educational program which is accredited or approved by The American Occupational Therapy Association, Inc., (or for which accreditation or approval is pending)
4. **Auxiliary Membership.** Any person who is an Occupational Therapist or an Occupational Therapy Assistant who is a voting member of another state's occupational therapy association shall be eligible to become an Auxiliary Member of the Association. Such a person is also eligible to become an Occupational Therapist Member or an Occupational Therapy Assistant Member if he/she/they meets the eligibility requirements for either of those categories of membership. In addition, any person interested in supporting occupational therapy and who is not eligible for any other category of membership shall be eligible to become an Associate Member of the Association.
5. **Honorary Life Membership.** A person who is or has been either an Occupational Therapist or an Occupational Therapy Assistant and who has performed distinguished service in, or has made a distinguished contribution to, the field of occupational therapy shall be eligible to become an Honorary Life Member of the Association. Persons may

not apply to become Honorary Life Members, but rather must be nominated in writing for such membership by not less than three (3) members of the Association. Such a nomination shall first be reviewed by the Membership and Nominations Committee which shall recommend to the Board of Directors whether or not the nominee should be accepted for Honorary Life Membership. Following receipt of the Membership and Nominations Committee's recommendation, the Board of Directors shall either approve or disapprove the nominee for Honorary Life Membership. A nominee who is accepted by the Board Of Directors for honorary Life Membership shall become an Honorary Life Member on a date determined by the Board of Directors.

6. **Corporate Membership.** Any organization interested in supporting occupational therapy shall be eligible to become a Corporate Member of the Association.
7. **Silver Membership** - A person who is or has been either an Occupational Therapist or an Occupational Therapy Assistant and who has retired from the field of occupational therapy shall be eligible to become a Silver Member of the Association.

SECTION 3. PROOF OF MEMBERSHIP. The Board of Directors shall provide electronic proof of membership in the Association. Such proof of membership shall be issued each membership year and shall be in such form as the Board shall determine but shall at least: (1) state that the member is a member of the Association; (2) state the category of membership held by the member; and (3) state the year for which the membership is applicable.

SECTION 4. VOTING RIGHTS AND PRIVILEGES OF MEMBERSHIP.

1. Occupational Therapist and Occupational Therapy Assistant Members.
 - a. Voting: Except as provided in Article IV, Section 2 of these Bylaws, Occupational Therapist and Occupational Therapy Assistant Members shall have the right to vote at any annual or special meeting of the members.
 - b. Privileges: Occupational Therapist and Occupational Therapy Assistant Members shall: be given notice of all annual and special meetings of members; be given notice of all Association-sponsored educational programs; be given electronic copies of the newsletter of the Association; be eligible to be elected to and hold office; be eligible to be elected and to serve as a Special Interest Section Chair/co-chair; and, be eligible to chair and serve on committees. Occupational Therapist and Occupational Therapy Assistant Members may attend any meeting of the Board of Directors, except an executive session, but do not need to be given notice of any such meeting.
2. Occupational Therapy Student, Auxiliary, Corporate Members, and Silver Member.
 - a. Voting: Except as otherwise required by law, Occupational Therapy Student, Auxiliary, Corporate, Silver Members shall not have the right to vote at any annual or special meeting of the members.
 - b. Privileges: Occupational Therapy Student, Auxiliary, Silver, and Corporate Members shall: be given notice of all Association-sponsored educational programs; be given electronic copies of the newsletter of the Association; and, be eligible to serve on committees. Occupational Therapy Student, Auxiliary,

Corporate, and Silver Members shall not be eligible to be elected to or to hold office or to be elected or to serve as a Special Interest Section Chair/co chair. Occupational Therapy Student, Auxiliary, Corporate, and Silver Members may attend any meeting of the members or of the Board of Directors, except an executive session, but do not need to be given notice of any such meeting.

3. Honorary Life Members.
 - a. Voting: Except as otherwise required by law, Honorary Life Members shall have the right to vote at any annual or special meeting of the members only to the extent of the category of membership for which they would otherwise be eligible, e.g., if the Honorary Life Member is also eligible to be called a Occupational Therapist Member, they shall have the right to vote.
 - b. Privileges: Honorary Life Members shall have the privileges to the extent of the category of membership for which they would otherwise be eligible. Honorary LifeMembers shall not be required to pay dues.

SECTION 5. DUES AND ASSESSMENTS.

1. Dues: The Board of Directors shall determine from time to time the amount of the annual dues, if any, payable to the Association by Occupational Therapist Members, Occupational Therapy Assistant Members, Occupational Therapy Student Members, Auxiliary Members, Silver (retired) and Corporate Members. Honorary Life Members shall not be required to pay dues. The amount of the dues established for any category of members may be different from the amount established for any other category of membership. Dues shall be due and payable at such time or times as may be established by the Board of Directors. The Board of Directors May, but is not required to, establish policies for proration of dues for membership beginning during a year. Dues shall not be refundable.
2. Assessments: Special assessments (fees) may be levied upon the Occupational Therapist Members And the Occupational Therapy Assistant Members by a two-thirds (2/3rds) vote of a quorum of the membership entitled to vote at any annual or special meeting of the members, provided,
 - a. the special assessment has been recommended by the Board of Directors;
 - b. the notice of the meeting of members states that a special assessment will be considered at the meeting; and
 - c. the notice of the meeting of members states the proposed amount and date, or dates, of payment of the special assessment.

If voted on at a meeting of members, both the amount and date, or dates, of payment as recommended by the Board of Directors shall be subject to amendment from the floor irrespective of whether or not the amendment increases or decreases the proposal as stated in the notice of the meeting. Any assessment so approved by the members entitled to vote shall be due and payable as stated in the resolution of the members approving the assessment.

3. Non-Payment of Dues or Assessments. If a member fails to make payment on or before the date the dues or assessment is due, that member shall not be entitled to vote at any meeting of members and shall lose privileges as stated in Article IV, Section 4, above. A

member who is delinquent in payment of dues or assessments remains obligated to pay any additional dues or assessments levied during the period of delinquency.

SECTION 8. TRANSFER OF MEMBERSHIP. Membership in the Association is not transferable.

SECTION 9. TERMINATION OF MEMBERSHIP. A member's membership in the Association, and all rights and privileges incident thereto, may be terminated by any of the following:

1. By action of the Board of Directors in the event the member fails to make payment of his, her or their dues or assessments on or before the date the dues or assessments are due; such termination shall be effective on the date of the Board action; or,
2. By action of the Board of Directors in the event the member ceases to meet the eligibility requirements for that member's category of membership; such termination shall be effective on the date of the Board action

ARTICLE V – MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS. All meetings of members shall be held within the State of Indiana, at such places as may be determined from time to time by resolution of the Board of Directors.

SECTION 2. ANNUAL MEETING. The annual meeting of the members of the Association shall be held for the purpose of electing Officers, Special Interest Section Chairs and the transactions of such other business as may properly come before the meeting. The date, time and place of the annual meeting shall be determined by the Board of Directors.

SECTION 3. SPECIAL MEETINGS. Special meetings of the members of the Association may be called by the President, by a majority of the Board of Directors, or by written petition signed by not less than one-tenth (1/10th) of the members of the Association entitled to vote thereat.

SECTION 4. NOTICE OF MEETINGS. Notice of all annual meetings of the members shall be given in writing, by electronic mail, and posted on the website at least thirty (30) calendar days before the date of the meeting to each member entitled to vote at the meeting and shall state the place, day and hour of the meeting. Notice of all special meetings of the members shall be given in writing, / electronic mail, and posted on the website at least ten (10) days before the date of the meeting to each member entitled to vote at the meeting and shall state the place, day and hour of the meeting and the purpose for which the meeting is called. Notice of any

meeting of the members may be waived by any member by the member's execution of a written waiver of such notice, either before or after the holding of such meeting; such a waiver shall be filed within the minutes of the meeting. The attendance of any member at any meeting without protesting, at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by the member of notice of the meeting.

SECTION 5. QUORUM. At any annual or special meeting of the members of the Association, a quorum shall be constituted by 10% of voting members at the meeting and that are present at the meeting or by proxy. Provided, however, in case of a meeting called for the purpose of voting on proposed amendment to the articles of incorporation, merger, consolidation, reorganization, special corporate transaction, or voluntary dissolution, or an annual meeting at which such a vote is conducted, for the purpose of voting on that matter only, a quorum shall be constituted by those members that are otherwise entitled to vote in respect thereof and that are present, in person or by proxy, at the meeting at which the vote is conducted.

SECTION 6. VOTING. Each member of the Association entitled to vote concerning an item of business at a meeting of members who is present, in person or by proxy, at the meeting, shall have one (1) vote concerning that item of business; provided, however, no members whose dues or assessments are due but unpaid at the time of the vote on an item of business shall be entitled to vote on that item. Unless otherwise provided by the laws of the State of Indiana or these Bylaws, the act of a majority of the members present, in person or by proxy, and voting at a meeting at which a quorum is present shall be the act of the members.

SECTION 7. PROXIES. Every member entitled to vote at a meeting of the members may appear, vote, and exercise any other rights either in person or by a proxy duly executed and filed with the Secretary of the Association. No proxy is valid if a member appoints more than one (1) person to act there under or if a member appoints a person who is not a member of the Association entitled to vote at the meeting. Any proxy is suspended when the person executing the proxy is present at a members' meeting and elects to vote. At each meeting of the members, and before the commencement of any voting, all proxies filed at or before the meeting shall be submitted to and examined by the Secretary and no membership may be represented or voted under a proxy that is found to be invalid or irregular. Each proxy filed with the Secretary prior to a meeting shall be examined by him or her as promptly as possible after filing, and, if any apparent irregularity or invalidity is noted, the Secretary shall notify the person executing the proxy of such apparent invalidity or irregularity before such meeting if time reasonably permits.

SECTION 8. VOTING LIST. The Association shall keep, or cause to be kept, at all times, a complete and accurate list of all members entitled to vote which may be inspected by any member, for any proper purpose, at any reasonable time.

SECTION 9. ELECTRONIC VOTE.

1. General: The Board of Directors may authorize, in lieu of an annual or special meeting, electronic vote on any matter or matters that could be voted upon at an annual or special meeting. If such an electronic mail vote is approved by the Board of Directors, the Board Shall determine the procedure, consistent with these Bylaws, by which the electronic mail vote shall be conducted. Each member of the Association shall have the right to vote by electronic mail, provided, the member is otherwise entitled to vote concerning the subject matter of the vote and is not delinquent in dues or assessments at the time the Association receives the member's electronic mail ballot. The Board of Directors shall appoint two (2) : Officers, appointed chairs, SIS chairs and/or an independent management entity to count and record the electronic mail ballot votes.
2. Determination of Results:
 - a. Number of Ballots Returned. In the event less than fifteen (15) ballots are returned within the time allowed for voting by electronic mail ballot, the vote shall be declared null and void. In this event, if the electronic mail vote concerned the election of Officers and / or SIS Chairs, the election shall then take place at the annual meeting immediately following the nullified electronic mail vote; if the / electronic mail vote concerned any other matter, the Board of Directors shall decide whether or not another electronic mail vote should be conducted. Fifteen (15) or more ballots are returned within the time allowed for voting by electronic mail ballot, unless otherwise provided by the laws of the State of Indiana or these Bylaws, the majority of the votes cast in those ballots concerning the matter voted upon shall be the act of the members.
 - b. Tie Vote. If fifteen (15) or more ballots are returned within the time allowed for voting by electronic mail ballot, but a tie vote results in the matter being voted upon, then in that event:
 - i. If the tie vote concerned the election of an Officer and/or SIS Chair, the election of that office or directorship shall then take place at the annual meeting immediately following the electronic mail vote
 - ii. If the tie vote concerned a matter other than of an Officer and / or SIS Chair, unless contrary to the laws of the State of Indiana or the Articles of Incorporation, the matter shall be decided by vote of the Board of Directors.

SECTION 10. MEMBERS ACTION WITHOUT A MEETING. Any action which is required to be taken at a meeting of members, or any action which may be taken at a meeting of members, may be taken without a meeting if, prior to such action, a consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote with respect to the subject matter thereof and such written consent is filed with the minutes of the proceedings of the members.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1. NUMBER: DESIGNATION.

1. Number: The Board of Directors of the Association shall consist of a minimum of four (4) Officers and a minimum of five (5) and up to ten (10) special interest section chairs
2. Designation. The positions shall be individually designated and known as follows:
 - a. Officers: "President", "President-Elect", "Vice President", "Vice President-Elect", "Secretary", "Treasurer", and "Treasurer-Elect."
 - b. SIS Chairs: Children & Youth SIS co-chairs, rehabilitation & disability SIS co-chairs, productive aging SIS co-chairs, academic education SIS co-chairs, and mental health SIS co-chairs

SECTION 2. OFFICERS. No person shall hold two (2) or more elected Offices at the same time. To be eligible to serve as an Officer, the person must be a member in good standing. Each Officer shall be elected by vote of all those members entitled to vote thereon. Each Officer shall perform such duties as prescribed from time-to-time by law, by these Bylaws, by the Board of Directors, or by the members. The specific duties of each Officer are outlined in the Standard Operating Procedures, as voted upon by the Board of Directors.

1. President. The President-Elect shall automatically become and serve as the President without further election to the position of President upon completion of a person's term of office as President-Elect.
2. President-Elect. The President-Elect shall assist the President in the performance of the President's Duties in preparation for automatically becoming President at the end of the term of office as President-Elect.
3. Vice President. The Vice President shall assist the President in the performance of duties. During the absence of the President or in the case of a vacancy in that office, the Vice President shall exercise and perform the powers and duties of the President during the President's absence or until a successor is elected.
4. Vice President-Elect. The Vice President-Elect shall assist the Vice President in the performance of the Vice President's duties, including planning continuing education opportunities, in preparation for automatically becoming Vice President at the end of the term of office as Vice President-Elect.
5. Secretary. The Secretary shall keep, or cause to be kept, all corporate records (except financial records), a current membership roster, and minutes of all meetings of the members.
6. Treasurer. The Treasurer shall be responsible for all funds and securities of the Association, shall keep, or cause to be kept, regular books of account, and in all general shall perform all duties as prescribed by law, by these Bylaws, by the Board of Directors, or by the members.

7. Treasurer-Elect. The Treasurer-Elect shall assist the Treasurer in the performance of the Treasurer's duties in preparation for automatically becoming Treasurer at the end of the term of office as Treasurer-Elect.

SECTION 3. SPECIAL INTEREST SECTION CHAIRS (SIS): To be eligible to serve as an SIS chair, the person must be a member in good standing. Each SIS chair shall be elected by vote of all those members entitled to vote thereon that are at the time members of the organization. Each SIS chair shall perform such duties as prescribed from time-to-time by law, by these Bylaws, by the Board of Directors, or by the members. The specific duties of an SIS chair are outlined in the Standard Operating Procedures, as voted upon by the Board of Directors. When Co-chairs exist for, one Co-chair will be designated as the voting representative at the beginning of each Board Meeting.

SECTION 4. TERM OF OFFICE. A full term for an Officer or SIS chair shall be for two (2) years, beginning with the calendar year following the election by the members. Officer-elect positions shall be for one (1) year beginning with the calendar year following the election by the members. There shall be no limit on the number of consecutive full terms a person may serve as an Officer or SIS chair on the Board of Directors.

SECTION 5. DIVISION OF OFFICERS INTO CLASSES.

1. Division: Officers shall be divided into the following two (2) classes such that approximately one-half (1/2) are elected each year for terms as stated in Article VI, Section 4, above:
 - a. Class 1. Shall include: Vice President-Elect, Secretary
 - b. Class 2. Shall include: President-Elect, Treasurer-Elect
2. Implementation: To implement the staggered terms of office, Class 1 Officers shall be elected in even numbered years and Class 2 Officers and SIS chairs shall be elected in odd numbered years.

SECTION 6. EX OFFICIO, NON-VOTING MEMBERS. The immediate past President of the Association, the Executive Assistant (if any), the Representative to the Representative Assembly of the AOTA and each Committee Chairman shall each serve as an ex-officio, non-voting, advisory member of the Board of Directors; provided, however, in the event the person holding any such position is also an Officer or SIS chair, that person's status on the Board shall be as an Officer or SIS chair rather than as an ex-officio, non-voting, advisory member.

SECTION 7. VACANCIES. Any vacancy occurring on the Board of Directors caused by death, resignation, loss of eligibility, removal, or otherwise of an Officer or SIS Chair(s) shall be filled until the next annual meeting of the members through a vote of a majority of the remaining Officers and SIS Chair(s); provided, however:

1. A vacancy occurring through an increase in the number of Officers and SIS Chairs by amendment of these Bylaws shall be filled by a vote of the members of the Association Entitled to vote thereon; and,
2. In the event of a vacancy in the officer-elect positions, the Board of Directors shall determine whether or not to fill the vacancy until the next annual meeting of the members. If The Board of Directors fills the vacancy: the person serving the remaining term shall serve until the next annual meeting of the members; the person serving the remaining term shall not automatically assume the position of the officer; and, the new officer to succeed the then current officer shall be elected by the members as provided in Article V, Section 9 of these Bylaws.

SECTION 8. ANNUAL MEETING. The Board of Directors shall meet each year for the purpose of seating newly elected Officers, SIS Chairs and considering any other business that may properly be brought before the meeting.

SECTION 9. REGULAR MEETINGS. Regular meetings of the Board may be held at such place within the State of Indiana and time as shall be approved by resolution of the Board for the transaction of such business as may come before the meeting. The Board shall hold a minimum of four (4) regular meetings per year.

SECTION 10. SPECIAL MEETINGS. Special meetings of the Board of Directors may be held whenever called by the President or upon written request of any three (3) Officers or SIS Chairs. The Business to be transacted at any special meeting of the Board shall be limited to those items of business stated in the notice of the meeting.

SECTION 11. NOTICE OF MEETINGS. Officers, SIS Chairs and ex officio members of the Board of Directors shall be given notice of each meeting of the Board of Directors other than the annual meeting, which notice shall state the date, time, and place of the meeting and, in the case of a special meeting, the items of business to be transacted. It shall be the duty of the Secretary in conjunction with the President to cause such notice to be given to each Officer, SIS Chair(s), and ex officio member not less than three (3) calendar days prior to the meeting. Such notice shall be given by electronic mail.

SECTION 12. PLACE OF MEETINGS. All meetings of the Board of Directors shall be held within the State of Indiana, at such place as may be determined by resolution of the Board of Directors.

SECTION 13. EXECUTIVE SESSION. By a majority vote, the Board of Directors may conduct its proceedings in executive session. During an executive session, only voting members of the Board of Directors, and such other persons, if any, as the Board by majority vote may permit, may be present. Unless the Board by majority vote directs otherwise, the minutes or other record of the proceedings of an executive session

shall be read, revealed, or acted upon only in executive session. The President may call an executive session of the board as deemed necessary to conduct business.

SECTION 14. QUORUM. A majority of the entire number of Officers and SIS Chairs of the Association shall constitute a quorum for the transaction of business; provided, however, when filling vacancies a majority of the existing Officers and SIS Chairs shall constitute a quorum for the purpose of filling the vacancies. The act of a majority of the Officers and SIS Chairs present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors. A majority of the Officers and SIS Chairs present, whether or not a quorum exists, may adjourn any meeting of the Board to another time. Notice of any such adjourned meeting shall be given to the Officers, SIS Chairs, and ex officio, non-voting members who were not present at the time of adjournment.

SECTION 15. VOTING. Each full term officer and SIS chairs are entitled to one vote, with the exception of President and President-Elect. The President will vote in the event of a tie. The President-Elect has a voice but no vote on the Board of Directors. In the event there are Co-chairs of a Special Interest Section, only one vote is counted per Section. Refer to Article VI, Section 3.

SECTION 16. BOARD ACTION WITHOUT A MEETING. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if, prior to such action, consent in writing setting forth such action is signed by all of the Officers and SIS Chairs and is filed in the minutes of the proceedings of the Board of Directors.

SECTION 17. PARTICIPATION BY ELECTRONIC MEANS. Any or all of the Chairs may participate in a meeting of the Board by virtual means by which all persons participating in the meeting can communicate with each other, and participation in this manner constitutes presence in person at the meeting.

SECTION 18. RESIGNATION OR REMOVAL. An Officer or SIS Chairs of the Association may resign at any time by tendering his or her resignation in writing to the President, the Secretary or the Executive Assistant (if any), whose resignation shall become effective upon receipt by the President, the Secretary or the Executive Assistant. The members who are entitled to vote in the election of a particular Officer or SIS Chair, by a majority vote of such members, may, with or without cause, remove any Officer or SIS Chair from office prior to the normal expiration of the Officer's or SIS Chair's term of office. Any Officer or SIS Chair sought to be removed from the Board shall be given at least ten (10) calendar days notice of the members meeting at which his or her removal will be voted upon. The Officer or SIS Chair will be afforded the opportunity at that meeting to speak on his or her own behalf prior to the taking of any vote on his or her removal.

SECTION 19. COMPENSATION. Officers and SIS Chairs shall not receive compensation for any services rendered in their capacities as Officers or SIS Chairs unless such compensation is approved by the membership. However, nothing herein contained shall be construed to preclude any Officer or SIS Chair from receiving compensation from the Association for other services actually rendered or for expenses incurred for serving the Association as an Officer or District Director or in any other capacity.

SECTION 20. OFFICERS OR SPECIAL INTEREST SECTION (SIS) CHAIR(S) CONFLICT OF INTEREST. No contract or other transaction between the Association and one or more of its Officers, SIS Chairs or any other corporation, firm, association, or entity in which one or more of its Officers or SIS Chairs a director or officer or is financially interested, shall be either void or voidable because of this relationship or interest or because the Officer(s) or Special Interest Section Chair(s) are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contractor transaction or because his, her or their votes are counted for such purposes, if:

1. The fact of this relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratified the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Officers or SIS Chairs; or
2. The fact of such relationship or interest is disclosed or known to the members be entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
3. The contract or transaction is fair and reasonable to the Association. Common or interested Officers or SIS Chairs may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves or ratifies such contract or transaction.

SECTION 21. EXECUTION OF CONTRACTS. All deeds, mortgages, leases and other written contracts of the Association, except promissory notes and checks, shall be signed by the President or the Vice President and attested by any other Officer of the Association. All promissory notes and checks shall be executed on behalf of the Association or endorsed for collection or discount in the name of the Association by the President or Treasurer or by such other officers/persons as the Board of Directors may from time to time by resolution designate.

ARTICLE VII - EXECUTIVE ASSISTANT

An Executive Assistant may be appointed and employed by the Board of Directors and shall be responsible for the general direction of the affairs and operation of the Association in accordance with policies and job description approved by the Board. The Executive Assistant

may not be a member of the Board Of Directors, but shall serve as an ex officio, non-voting, advisory member of the Board.

ARTICLE VIII - AOTA REPRESENTATIVE

The Association shall cooperate with The American Occupational Therapy Association, Inc., to the extent the Board of Directors determines to be reasonably possible, in conducting the election of a Representative and Alternate Representative for the Representative Assembly of the American Occupational Therapy Association, Inc.

ARTICLE IX - COMMITTEES OF THE BOARD

SECTION 1. COMMITTEES OF THE BOARD. The President, unless otherwise stated in these Bylaws, shall appoint the chairman of such standing committees of the Board as are provided for in these Bylaws. Unless otherwise specified, committee members may include, in addition to Officers and SIS Chairs, members and other persons. Except for committee members established by these Bylaws, the President shall have the right at any time to remove any committee member. In addition, the President shall also appoint the members and chairperson of such special committees as he/she/they, or as the Board, shall create.

SECTION 2. STANDING COMMITTEES. Standing committees shall have and may exercise all of the powers provided by these Bylaws or as assigned to them from time to time by the President or the Board of Directors.

1. Executive Committee.

- a. Composition. The Executive Committee shall consist of such Officers and SIS Chairs as the president may determine.
- b. Duties. The Executive Committee shall have the power to exercise all of the authority of the Board of Directors in the management of the Association during the interim between the regular meetings of the Board of Directors, provided that any action taken shall not conflict with the policies and expressed wishes of the Board of Directors.
- c. Meetings, Reports and Recommendations. The Executive Committee shall meet as necessary or desirable, shall maintain a permanent record of its proceedings and actions, and shall make a report thereof to the Board.

2. Bylaws Committee.
 - a. Composition. The Bylaws Committee shall be composed of the President, the President-Elect (if any), at least one (1) other member of the Association, and such other persons, if any, as may be appointed by the President. The Chairman of the Bylaws Committee shall be a member of the Association.
 - b. Duties. The Bylaws Committee shall review these Bylaws and the Articles of Incorporation Annually and shall draft and present to the members entitled to vote thereon any necessary or desirable amendments to the Bylaws or the Articles of Incorporation.
 - c. Meetings, Reports and Recommendations. The Bylaws Committee shall meet as necessary, shall maintain a permanent record of its proceedings and actions, and shall make a report thereof to the Board and to the membership as appropriate.
3. Practice/Continuing Education Committee.
 - a. Composition. The Practice/Continuing Education Committee shall be composed of the Vice President, at least two (2) other members of the Association, and such other persons, if any, as may be appointed by the President. The Chairman of the Practice/Continuing Education Committee shall be the Vice President.
 - b. Duties. The Practice/Continuing Education Committee shall: coordinate, investigate and promote state efforts and issues related to practice in concert with the membership; encourage state level quality assurance activities as reflected in practice; and be responsible for planning and coordinating educational programs and meetings of the Association and Special Interest Sections.
 - c. Meetings, Reports and Recommendations. The Practice/Continuing Education Committee shall meet as necessary, shall maintain a permanent record of its proceedings and actions, and shall make a report thereof and of its recommendations to the Board.
4. Legislative and Advocacy Committee.
 - a. Composition. The Legislative and Advocacy Committee shall be composed of at least one (1) Officer or SIS Chair, at least one (1) other member of the Association and such other persons, if any, as may be appointed by the President.
 - b. Duties. The Legislative and Advocacy Committee shall monitor, review and coordinate dissemination of information concerning legislation and third-party reimbursement policies which relate to the purposes of the Association.
 - c. Meetings, Reports and Recommendations. The Legislative and Advocacy Committee shall meet as necessary, shall maintain a permanent record of its proceedings and actions and shall make a report thereof and of its recommendations to the Board.
5. Membership and Nominations Committee.
 - a. Composition. The Membership and Nominations Committee shall be composed of at least one (1) Officer or SIS Chairs, at least one (1) other member of the Association, and such other persons, if any, as may be appointed by the President.
 - b. Duties. The Membership and Nominations Committee shall:

- i. Investigate and make recommendations to the Board concerning eligibility of applicants and nominees for membership; encourage membership in the Association;
 - ii. Shall prepare a slate of nominees for each Office and SIS Chairs to be voted upon and prepare a ballot, or ballots, and cause it/them to be mailed electronically to all members entitled to vote thereon at least one (1) calendar month prior to the annual meeting of members.
 - iii. Shall recommend to the Board of Directors the names of persons to receive awards from the Association.
 - iv. Shall have a student subcommittee, composed of state association student members, to act as a liaison between the Association and Occupational Therapy Students of the institution of higher education. Through its Chairperson, elected by the subcommittee members, it shall present student concerns and viewpoints at Board of Directors' meetings.
 - c. Meetings, Reports and Recommendations. The Membership and Nominations Committee shall meet as necessary, shall maintain a permanent record of its proceedings and actions and shall make a report thereof and of its recommendations to the Board. The results of any electronic mail ballot election shall be announced by the Committee at the annual meeting of members.
6. Finance Committee.
 - a. Composition. The Finance Committee shall be composed of the Treasurer, who shall serve as Chairperson, the Treasurer-Elect, the President, the President-Elect, if any, at least one (1) other member of the Association and such other persons, if any, as may be appointed by the President.
 - b. Duties. In addition to its general responsibility for overseeing the financial condition of the Association, the Finance Committee shall make recommendations to the Board of Directors Concerning the Association's budget, dues, and other financial matters, and shall develop a proposed budget for presentation to the Board of Directors prior to the close of each fiscal year. The Finance Committee will complete an annual financial audit. A review (whichever the Board from time to time determines to be appropriate) of the Association's book to be performed by a certified public accountant in accordance with generally accepted accounting principles when deemed necessary and shall present the results thereof to the Board of Directors.
 - c. Meetings, Reports and Recommendations. The Finance Committee shall meet as necessary, shall maintain a permanent record of its proceedings and actions and shall make a report thereof and of its recommendations to the Board.
7. Approved Provider Committee.
 - a. Composition. The Approved Provider Committee shall be composed of member(s) of the Association and such other persons, if any, as may be appointed by the President. The Chairman of the Approved Provider Committee shall be appointed by the President. The Chair may make recommendations of members to the President.

- b. Duties. The Approved Provider Committee shall: assure that continuing education offered by IOTA Approved Providers is relevant to occupational therapy practitioners in the state of Indiana and corresponds with criteria for continuing education described by the IPLAOTC CE requirements; responsible for reviewing applications, determining acceptance and notifying applicants; coordinate with applicants for recommendations and/or acceptance; conduct sample audits of accepted providers
 - c. Meetings, Reports and Recommendations. The Approved Provider Committee shall meet as necessary, shall maintain a permanent record of its proceedings and actions, and shall make a report thereof and of its recommendations to the Board.
8. Diversity, Equity, & Inclusion Committee.
- a. Composition. The DEI Committee shall be composed of at least one (1) Officer or SIS chairperson, at least one (1) other member of the Association and such other persons, if any, as may be appointed by the President.
 - b. Duties. The DEI Committee shall monitor, review and coordinate dissemination of information concerning diversity, equity, and inclusion practices which relate to the purposes of the Association.
 - c. Meetings, Reports and Recommendations. The DEI Committee shall meet as necessary, shall maintain a permanent record of its proceedings and actions and shall make a report thereof and of its recommendations to the Board.

SECTION 3. SPECIAL COMMITTEES. From time to time, the President, or the Board, may create additional committees and define the duties and purposes thereof as he/she/they or the Board may determine to be necessary or desirable for facilitating or carrying out any of the purposes or functions of the Association.

SECTION 4. TERM.

- 1. Standing Committees. The chairperson of each Standing Committee, shall be appointed at either the annual meeting of the Board of Directors, or at the next regularly scheduled meeting of the Board following the annual meeting, and shall serve for one (1) year or until their successors are appointed and qualified at or following the next annual meeting of the Board.
- 2. Special Committees. The members of each Special Committee shall be appointed for such a term as the President may determine.

SECTION 5. RESIGNATION OR REMOVAL OF COMMITTEE MEMBERS.

A member of any committee of the Board may resign at any time by tendering his or her resignation in writing to the President, the Secretary, or the Executive Assistant (if any). Resignation as an Officer or an SIS chair shall also constitute resignation as a member of any committee of the Board if the person was appointed as an Officer or SIS chair member of the Committee. A member of any committee of the Board may be removed at anytime by the Board of Directors whenever the Board in its judgment believes such removal is in the best interest of the Association; removal as an Officer or SIS chair under Article VI, Section 18, of these Bylaws shall automatically constitute removal as a member of any committee of the Board.

SECTION 6. COMMITTEE MEETINGS. Meetings of any committee of the Board may be called by the Chairman of such committee or by the President by giving or causing to be given notice of such meeting, setting forth its time and place and delivered by electronic mail, to the r of the committee member as listed in the records maintained at the principal office of the Association at least two (2) calendar days prior to such meeting. Unless otherwise provided in these Bylaws, a majority of the voting members of any committee shall constitute a quorum for the transaction of business. The act of a majority of the voting members of a committee at a meeting at which a quorum is present shall be the act of the committee. Each committee shall keep minutes of its meetings and report to the Board as necessary with recommendations.

SECTION 8. COMMITTEE ACTION WITHOUT A MEETING. Any action which may be taken at a meeting of a committee of the Board of Directors may be taken without a meeting if prior to such action a consent in writing setting forth such action is signed by all of the voting members of the committee and is filed in the minutes of the proceedings of the committee.

SECTION 9. PARTICIPATION BY Electronic methods. Any or all of the voting members of any committee of the Board of Directors may participate in a meeting of the committee by electronic means by which all persons participating in the meeting can communicate with each other, and participation in this manner constitutes presence in person at the meeting.

ARTICLE X – SPECIAL INTEREST

SECTIONS

SECTION 1: The following special interest sections are hereby established:

1. Children & Youth SIS
2. Rehabilitation & Disability SIS
3. Productive Aging SIS
4. Mental Health SIS
5. Academic Education SIS

SECTION 2. PURPOSE OF SPECIAL INTEREST SECTIONS . Each special interest section shall exist to provide opportunities for continuing education for, and contact and communication among, members in that special interest section. Each SIS is an integral part of the Association and shall conduct its activities subject at all times to the authority and control of the Board of Directors. An SIS may not receive, disburse or hold funds separate from those of the Association; all financial matters shall be conducted in a manner determined by the Board Of Directors through the Treasurer of the Association.

SECTION 3. FUNCTIONING OF SPECIAL INTEREST SECTIONS. Each SIS shall function under the guidance of its SIS Co-chairs in the manner of a committee of the Board of Directors formed for the purposes stated in Article X, Section 2, of these Bylaws, however:

1. Who May Vote. Only those members of the Association who, at the time of a vote are active members in good standing with the association, shall be entitled to vote on matters coming before the SIS .
2. Place of Meetings. All business meetings of a special interest section may be held virtually or in-person as deemed appropriate by the SIS chair
3. Who May Call. Meetings of an SIS may be called by the President, by a majority of the Board Of Directors, by the SIS chairperson or by a written petition signed by not less than one- tenth(1/10th) of the members of the association.
4. Notice of Meetings. Notice of all business meetings of the members assigned to an SIS shall be given in electronic writing at least ten (10) calendar days before the date of the meeting to each member assigned to the SIS who is entitled to vote at the meeting. The notice shall state the place, day and hour of the meeting and the purpose for which the meeting is called. Notice of any meeting may be waived by any member by the member's execution of a written waiver of such notice, either before or after the holding of such meeting; such a waiver shall be filed with the minutes of the meeting. The attendance of any member at any meeting without protesting, at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by the member of notice of the meeting.
5. Quorum. At any meeting of the members assigned to an SIS, a quorum shall be constituted by five(5%) percent of those members assigned to the SIS entitled to vote at the meeting and that are present at the meeting in person or by proxy.
6. Voting. Each member assigned to the SIS who is entitled to vote concerning an item of business at a meeting of members assigned to the SIS who is present,

in person or by proxy, at the meeting, shall have one (1) vote concerning that item of business; provided, however, no members whose dues or assessments are due but unpaid at the time of the vote on an item of business shall be entitled to vote on that item. The act of a majority of the members assigned to the SIS present, in person or by proxy, and voting at a meeting at which a quorum is present shall be the act of the members assigned to the SIS.

7. Electronic Mail Vote. The Board of Directors may authorize, in lieu of a meeting of the members assigned to a Special Interest Section, electronic mail vote on any matter, or matters, that could be voted upon at a meeting of the members assigned to the SIS . Such an electronic mail vote shall be conducted or described in Article V, Section 9, of these Bylaws; provided, however, an electronic mail vote shall not be declared null and void unless less than five (5%) percent of the members assigned to the SIS and eligible to vote fail to return ballots within the time allowed for voting by mail electronic mail ballot.

ARTICLE XI - INDEMNIFICATION AND INSURANCE

SECTION 1. INDEMNIFICATION.

1. The Association shall indemnify each member of the Board of Directors and each Officer of the Association now or hereafter serving as such, who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he/she/they is or was a Director or Officer or is or was serving at the request of the Association as a Director or Officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses, (including attorney's fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such claim, action, suit or proceeding, including and appeal thereof, if he/she/they acted in good faith and in a manner he/she/they reasonably believed to be in, or not opposed to, the best interests of the Association, and with respect to any criminal action or proceeding when he/she/they had no reasonable cause to believe his or her act was unlawful. The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a Director or Officer did not meet the standards of conduct set forth in the preceding sentence.
2. To the extent that a Chair or Officer has been successful on the merits or otherwise in defense of any claim, action, suit or proceeding referred to in Subsection (a) of this Section 1, or in defense of any claim, issue or matter therein, he/she/they shall be

indemnified against the expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith.

3. To the extent that a Director or Officer has not been successful on the merits in defense of any action, suit or proceeding referred to in Subsection (a) of this Section 1, or the defense of any claim issue or matter therein, indemnification (unless ordered by the court) shall be made at the discretion of the Association and only upon a determination that indemnification of the Director or Officer is proper in the circumstances because he/she/they has met the applicable standard of conduct set forth in said Subsection (a). Such determination shall be made: (1) by the Board of Directors by majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or (2) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel (who may be regular counsel of the Association) in a written opinion.
4. As authorized by the Board of Directors, expenses incurred by any person who may have a right of indemnification under this Section 1 in defending a civil or criminal claim, action, suit or proceeding may be paid by the Association in advance of the final disposition of such claim, action, suit or proceeding, or where appropriate the Association may, itself, undertake the defense of such claim, action, suit or proceeding, upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he/she/they is entitled to be indemnified by the Association pursuant to this Section 1.
5. The indemnification provided by this Section 1 for Directors and Officers shall not be deemed exclusive of any other rights to which any of them may be entitled, under any bylaw, agreement, vote of the disinterested Directors, as a matter of law or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors and administrators of any such person.
6. In addition to the indemnification which shall be provided by the Association to its Directors and Officers as hereinafter provided in this Section 1, the Association may, if authorized by action of the Board of Directors, indemnify any agent or employee of the Association, to the same extent and under the same circumstances as such indemnification is assured to the Directors and Officers of the Association under this Section 1.

SECTION 2. INSURANCE. The Association may purchase and maintain insurance on behalf of a person who is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the

Association would have the power to indemnify him or her against such liability under the provisions of Section 1 or otherwise under the laws of the State of Indiana.

ARTICLE XII - LIABILITY OF MEMBERS

In accordance with the not-for-profit corporation law of the State of Indiana, no member shall be liable to the Association, or for the debts of the Association, except to the extent of any unpaid portion of such membership dues or assessments which the Association may have legally imposed upon the member and to the extent of any other indebtedness owed by the member to the Association.

ARTICLE XIII - LOANS AND ADVANCEMENTS

The Association shall not make any advancement for services to be performed in the future nor shall it make any loan of money or property to any officer or director of the Association.

ARTICLE XIV - BONDING

The Treasurer and other officers and employees of the Association having control of, or access to, the funds of the Association may be, but are not required to be, bonded for the faithful performance of their respective duties in such amounts and with such surety as may from time to time be fixed and determined by the Board. The premium on such bonds shall be paid by the Association.

ARTICLE XV - DISSOLUTION OF THE ASSOCIATION

Upon the dissolution of the Association, the Board of Directors and members shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association to any other not-for-profit corporation or corporations organized for purposes substantially the same as those of this Association, as the Directors and members shall determine. Any assets not so disposed of shall, upon dissolution, escheat to the State of Indiana.

ARTICLE XVI - FISCAL YEAR

The fiscal year of the Association shall be established from time-to-time by the Board of Directors.

ARTICLE XVII - RULES OF ORDER

In all matters not covered by the laws of the State of Indiana, the Articles of Incorporation, these Bylaws, or any special rules of order the members may adopt, the proceedings of the Association shall be governed by the current edition of Robert's Rules in Plain English.

ARTICLE XVIII - SEAL

The Corporate Seal shall be circular in form and shall have inscribed thereon the name of the Association and in the inner circle the word "Seal".

ARTICLE XIX - AMENDMENTS

These Bylaws may be amended, repealed or altered in whole or in part by a majority vote of the members entitled to vote thereon present, in person or by proxy, at any regular or special meeting of the members or by a majority vote of said members by electronic mail vote; provided, however, the text of the proposed amendment, repeal or alteration must be forwarded to the members entitled to vote thereon at least thirty (30) calendar days prior to the meeting or the date by which the electronic mail ballots must be returned. If voted on at a meeting of members, the proposed amendment shall be subject to amendment from the floor; provided, however, any such amendment from the floor must relate to the same subject matter as the originally proposed amendment.