

MISSISSIPPI OCCUPATIONAL THERAPY ASSOCIATION BYLAWS

MSOTA

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MISSISSIPPI OCCUPATIONAL THERAPY ASSOCIATION BYLAWS

ARTICLE I

Name, Logo, Publications, Office

SECTION 1. The Organization shall be called the Mississippi Occupational Therapy Association, Inc., hereinafter referred to as MSOTA.

SECTION 2. MSOTA is affiliated with the American Occupational Therapy Association, Inc., hereinafter referred to as AOTA.

SECTION 3. The initials MSOTA shall represent the Mississippi Occupational Therapy Association.

SECTION 4. The official logo shall be



SECTION 5. There shall be an official publication/newsletter of MSOTA published at intervals established by MSOTA and in consideration of cost. This publication/newsletter is considered to be a benefit of membership in MSOTA and will be distributed to its members at various intervals, with one distribution to non-members yearly.

ARTICLE II

Objective, Noninurement

SECTION 1. The objective of MSOTA is to work with medical, community, and educational environments through research, education, action, service and the establishment of professional standards to:

- further the advancement of the profession of Occupational Therapy,
- further the public's awareness of the contribution of occupational therapy to enhance health, wellness, productivity and quality of life,
- further access to needed occupational therapy services.

SECTION 2. No part of the earnings of MSOTA will inure the use or benefit of any individual. MSOTA shall not engage in any activities that are prohibited by the Internal Revenue Code, Section 501 (c) (6).

SECTION 3. Upon dissolution of this organization, assets shall be distributed to the American Occupational Therapy Association for exempt purposes within the meaning of Section 501(c) (6) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III
Members

SECTION 1. Membership classes will be divided as follows:

A. Individual members are eligible for membership provided they meet the following requirements:

1. Persons who have earned a baccalaureate degree or higher and have passed initial National Board for the Certification of Occupational Therapy (NBCOT) Certification.
Definitions: Persons who have earned a baccalaureate degree or higher and have passed initial NBCOT. Certification shall be referred to as “Occupational Therapist” (OT). Those persons who maintain certification with the nationally recognized certification body shall be referred to as Occupational Therapist, Registered” (OTR).
2. Persons who have earned an associate degree and have passed initial NBCOT Certification.
Definitions: Persons who have earned an associate degree or higher and have passed initial NBCOT Certification shall be referred to as “Occupational Therapy Assistant” (OTA). Those persons who maintain certification with the nationally recognized certification body shall be referred to as “Certified Occupational Therapy Assistant” (COTA).
3. Persons enrolled as students in Occupational Therapy education programs, which are accredited by the nationally recognized accrediting body.
Definitions: Those persons enrolled in accredited Occupational Therapy program shall be called “Occupational Therapy Student”. Occupational Therapy Students will use the initials OT/S. Occupational Therapy Assistant Students will use the initials OTA/S.

B. Associate Members

1. Persons who wish to support the profession of Occupational Therapy and/or MSOTA but are not eligible for membership in any of the preceding categories.

SECTION 2. Members in good standing shall meet the qualifications for membership set forth by MSOTA, shall have paid the appropriate membership dues, and shall uphold the standards and ethics of the profession.

SECTION 3. Rights and privileges will be extended to members in good standing:

A. All OT/OTA members

1. Shall be entitled to vote in all affairs of MSOTA.
2. May run for any office for which they are qualified.
3. May serve on a maximum of two standing committees concurrently except that elected officers may only serve on one committee.
4. Shall receive publications of MSOTA.
5. May have a voice in all appropriate forums in accordance with established practice.
6. MSOTA shall keep and members shall have the right to inspect and copy the records. The member shall give a written notice of five (5) calendar days before the date he/she wishes to inspect the records pursuant to the terms of the 2013 Mississippi Nonprofit Corporation Act- MS Code §79-11-2815 (2013).

B. Student members

1. Shall be entitled to vote in all affairs of MSOTA.
2. May serve on committees as a member (not as chair).
3. Are not eligible to hold office.
4. Shall receive all MSOTA publications.
5. May have a voice in all appropriate forums in accordance with established practice.
6. MSOTA shall keep and members shall have the right to inspect and copy the records. The member shall give a written notice of five (5) calendar days before the date he/she wishes to inspect the records pursuant to the terms of the 2013 Mississippi Nonprofit Corporation Act- MS Code §79-11-2815 (2013).

C. Associate Members

1. May serve on committees as a member (not as chair).
2. May have a voice but will be ineligible to vote in the affairs of MSOTA.
3. Shall receive publications of MSOTA.

SECTION 4. Clarification of membership eligibility and classification shall be the responsibility of the MSOTA Board pursuant to the following guidelines:

- A. Any member whose dues are still in arrears 30 days after payment is due shall automatically be removed from membership. Membership shall automatically be reinstated by payment of dues in arrears.
- B. Members may have their membership revoked or suspended for cause. Cause may include violation of the AOTA *Occupational Therapy Code of Ethics and Standards of Practice* or disciplinary actions by NBCOT, AOTA, or a state licensure board.
- C. For any cause other than non-payments of dues, a vote for a disciplinary action (e.g. revocation or suspension) shall occur only after the member has been notified of the complaint and has been given reasonable opportunity for defense.

SECTION 5. Concerns of members may be brought to the attention of the President in writing at least (7) days prior to a scheduled MSOTA executive board meeting for presentation/discussion to the Board/membership or for the petitioner to be allocated time on the agenda to express concerns.

SECTION 6. Members may petition the Board with a referendum and/or recall motion. Such referenda/recalls must contain signatures of 60% of MSOTA members in good standing.

ARTICLE IV. Elected Officers

SECTION 1. The elected officers of MSOTA shall be President, President-Elect, Vice President, Secretary-Treasurer, and Secretary-Treasurer Elect.

SECTION 2. Officers of MSOTA shall be elected by individual vote of the MSOTA membership by ballot (in person or by absentee) and on a rotational basis at the Annual Membership Meeting. (President Elect, Vice President, Secretary-Treasurer Elect).

- A. President elect: Nominations will be made in the fall of odd years, with elections held in Spring of even years. The President Elect will take office immediately following election and will assume the office of President on January 1 of the following year.
- B. Vice President: Nominations will be made in the fall of even years with

elections held in spring of odd years. The Vice President will take office immediately following election.

- C. Secretary-Treasurer Elect: Nominations will be made in the fall of even years, with election in spring of odd years. The Secretary-treasurer Elect will take office immediately following election and will assume the office of Secretary-Treasurer on January 1 of the following year.

SECTION 3. Eligibility for MSOTA Office.

- A. OT's or OTA's are eligible for any office.
- B. Associate members and students are not eligible to serve as officers.
- C. Minimum qualifications, outlined in succeeding sections, for holding office in MSOTA
 - 1. Potential candidates must be residents of the State of Mississippi at the time their name is placed on the ballot and for the duration of the term of office if elected.
 - 2. Potential candidates must be members in good standing of MSOTA prior to becoming a candidate for all offices, except President.
 - 4. Members holding the office of President must have served at least one year in a position of responsibility for MSOTA , not to include the "President-Elect year."

SECTION 4. Officers shall:

- A. Serve a 2-year term (except President Elect and Secretary-Treasurer Elect, who both serve a one year term followed by their two year term of office for a total service term of 3 years).
- B. Assume duties immediately following their election.
- C. Attend all regularly scheduled and called Board meetings.
- D. Each board member is expected to provide a written report at each Board meeting to accompany a verbal report.
- E. In the extraordinary event that a board member is unable to attend a Board meeting, a designated representative shall attend as a substitute for the officer. The representative will have a voice but no vote.

SECTION 5. In the event of a vacancy in any elected office, the President, within thirty days and consent by 2/3 (two thirds) of the Board, shall appoint a replacement to complete the term of office.

SECTION 6. In the event of a vacancy in the office of President, the Vice-President shall assume the Presidency for the remainder of the term. The President-Elect will take office as scheduled.

SECTION 7. President:

- A. Shall be an OT or OTA and a member in good standing of MSOTA.
- B. Shall be the presiding officer of MSOTA and shall preside at the Annual Membership Meeting of MSOTA and at the MSOTA Board of Directors meetings.
- C. May appoint all standing committee chairpersons except the Nominating Committee Chair and shall be an ex-officio member of all committees except the Nominating Committee.
- D. Shall have the power to sign all written obligations of MSOTA.
- E. Shall have the powers of supervision and active management vested in that office.
- F. Shall guide and conduct the activities of MSOTA in accordance with the general policies of the recognized national professional occupational therapy association.
- G. Shall collaborate with the Executive Director and Secretary-Treasurer to set meeting dates and establish a proposed budget. The budget shall be presented to the Board for approval prior to the beginning of each fiscal year.

SECTION 8. Vice President:

- A. Shall be an OT or OTA and a member in good standing of the MSOTA.
- B. Shall assist the President in the administration of duties and shall act on the President's behalf in event of absence.
- C. Shall perform the duties of the President in the event of a vacancy.
- D. Shall oversee standing committees and provide updates to the President

and/or the Board of Directors.

SECTION 9. Secretary-Treasurer:

- A. Shall be an OT or OTA and a member in good standing of MSOTA.
- B. Shall be responsible for or oversee the recording and distribution of minutes of MSOTA and the MSOTA Board of Directors.
- C. Shall collaborate with the President and Executive Director to set meeting dates to provide appropriate notice of meetings to the membership and board of directors.
- D. Shall submit, in collaboration with the executive director, an Annual Financial Report to the MSOTA President upon request.
- E. Shall have oversight responsibility of all monies of MSOTA.
- F. Shall have oversight responsibility for the collection and disbursement of all monies of MSOTA.
- G. Shall request of the Executive Director a monthly financial report for review by the President and Secretary-Treasurer and a financial report for the MSOTA Board and membership review at each meeting.
- H. Need not be bonded.
- I. Shall assure that the Executive Director submit financial records for annual review by a qualified accountant.
- J. Shall assure the accountant's report is submitted to the Board for review.
- K. Shall keep minutes reflecting affairs transacted at each meeting of the MSOTA Board of Directors and membership and shall distribute them accordingly within a month after each meeting. Once approved they will become part of the official record pursuant to nonprofit regulations.

SECTION 10. President Elect:

- A. Shall be an OT or OTA and a member in good standing of the MSOTA.
- B. Shall serve for one-year following election, and assume the office of President at the end of that term.
- C. Shall assume duties as delegated by the President in order to provide

continuity of leadership in preparation for change of offices.

- D. Shall attend any meetings or conferences with the President as determined to be appropriate by the MSOTA Board of Directors. The President-Elect's attendance at meetings will be funded by MSOTA.

SECTION 11. Secretary-Treasurer Elect:

- A. Shall be an OT or OTA and a member in good standing of MSOTA.
- B. Shall serve for one-year following election, and assume the office of Secretary-Treasurer at the end of that term.
- C. Shall assume duties as delegated by the Secretary-Treasurer in order to provide continuity of leadership for preparation of change of offices.

ARTICLE V
MSOTA Board of Directors

SECTION 1. The governing body of the Mississippi Occupational Therapy Association shall be called the MSOTA Board of Directors. The Board of Directors, herein called the Board, shall govern the affairs of MSOTA, in accordance with all bylaws powers. Each member of the Board shall have a fiduciary duty to act in good faith and in a manner reasonably believed to be in the best interest of MSOTA and otherwise in accordance with standards of conduct under Mississippi Nonprofit Corporation Act.

SECTION 2. The officers of the MSOTA Board shall be the President, President Elect, Vice President, Secretary-Treasurer, Secretary-Treasurer Elect.

SECTION 3. The Board of Directors, who each have one vote, shall consist of the following members:

- President
- President-Elect
- Past President (for one year post presidency)
- Secretary-Treasurer
- Secretary-Treasurer Elect
- Chairperson of each recognized District
- OTA Representative
- Chairpersons of standing committees
- Program directors from each accredited OT/OTA program
- One student member designated by each accredited OT/OTA program

SECTION 4. Meetings of the MSOTA Board of Directors shall be held regularly 2-3 times each year.

A. The time and place of a regular meeting shall be designated and members notified at least 30 days before the meeting date. Meeting notice shall be delivered by email to the electronic address on file with the Executive Director. If a board member desires to receive a written notice delivered by mail, the request must be made in writing at the beginning of each calendar year.

B. The MSOTA Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

SECTION 6. Special meetings may be called by the President or a quorum (5) of voting Board members at any time. They do not need to be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

A. Board members shall be notified by email of the date, time, place, and purpose of the meeting at least one (5) days before the date. If a board member desires to receive a written notice delivered by mail, the request must be made in writing at the beginning of each calendar year.

B. Only business as stated in the “call to a special meeting” may be transacted at that meeting.

SECTION 7. Duties and authority of the Board of Directors shall be to:

A. Establish the policies and procedures of the Board and MSOTA.

B. Manage the affairs of MSOTA between meetings.

C. Approve appointments made by the President to fill vacancies in elected offices. This approval process may be done in face to face meetings or electronically in which case it must be recorded according to Article V, Section 8.

D. Authorize the Executive Director in collaboration with the Secretary-

Treasurer to pay bills that are above/outside the budget allotment.

E. Make recommendations to the membership on topics which include but are not limited to:

1. National and state affairs
2. Policies of the MSOTA
3. Amendments to the Bylaws
4. Budget allocations
5. Establishing/changing dues structures and/or categories
6. Education and continuing competency
7. Special assessments
8. Removal of elected officers

F. Approve new membership districts in accordance with these Bylaws.

G. Secure qualified advisors/consultants as necessary to assist the MSOTA.

H. Create committees of the Board as necessary to fulfill its purpose.

SECTION 8. The Board of Directors has the power to dismiss or recommend the dismissal of an elected officer to the membership PURSUANT TO MS CODE §79-11-245, if misconduct or repeated failure to perform the duties as stated in the standard operating procedure (SOP) is determined by a 2/3 VOTE.

ARTICLE VI

Standing Committees and Task Forces

SECTION 1. The MSOTA Board of Directors shall have the power to create and dissolve standing committees and special task forces, as it deems advisable.

SECTION 2. Standing committees may be instituted and approved by the Board of Directors with its purpose and objectives clearly stated in the official standard operating procedures of MSOTA.

- A. The appointment of the standing committee chairs is at the discretion of the President.
- B. The chairperson shall appoint members of their standing committee with approval of the President.
- C. Standing committee chairs and its members will be members in good standing of MSOTA.

- D. Standing committee policy and/or procedures shall be maintained on file with MSOTA.
- E. Standing Committee Chairpersons shall submit a report for discussion at the MSOTA Board of Directors meetings and a brief activity report at the Annual Membership Meeting, which may be presented by the President/Vice President within time constraints.
- F. Upon completion of the President's term in office, the incoming President shall review the standing committee leadership and shall either reappoint or identify new leadership for each standing committee.

SECTION 3. Task-forces may be instituted and approved by the Board of Directors with its purpose, chair, and members clearly stated in the official minutes of the MSOTA meetings. Members of a task force may be appointed by the President and/or designated chairperson and shall serve until the objective of the task force is accomplished. Such groups shall be responsible for submitting reports to the Board of Directors prior to each Board meeting or as requested. A final report will be submitted upon completion of the task. Task force chairs do not have a voting role on the board.

ARTICLE VII Meetings of the Membership of MSOTA

- SECTION 1. There shall be as a minimum, one general membership meeting annually with prior written notification of time, place, and description of topic(s). The written notice shall be issued at least 30 days prior to the meeting and through a variety of media including but not limited to flyers and listing on the MSOTA webpage.
- A. An alphabetical list of the names of all its members who are entitled and not entitled to notice of the meeting shall be prepared. The list must show the address and number of votes each member is entitled to vote at the meeting.
 - B. The list of members must be available for inspection by any member for the purpose of communication with other members concerning the meeting, beginning (2) business days after notice is given of the meeting for which the list was prepared at a reasonable place identified in the meeting.
 - C. The list shall be made available at the meeting, and any member, a member's agent, or attorney is entitled to inspect the list of members before or at the meeting.

SECTION 2. Special membership meetings may be called by the President, by a quorum of the voting members of the Board of Directors (5), or upon receipt of a written petition signed by 5% of members in good standing, delivered to any officer of the Board of Directors no less than 30 days in advance. The notice should describe the purpose for which the meeting is to be held. It must be scheduled within 21 days of receipt of the request and must state the business to be transacted, and no other business may be transacted that is not stated in the initial request.

SECTION 3. An annual or special membership meeting does not need to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

SECTION 4. Except as otherwise provided, all meetings of the MSOTA Board of Directors and MSOTA membership shall follow parliamentary procedure as stipulated in the current edition of Roberts Rules of Order Revised.

ARTICLE VIII

Quorum

SECTION 1. Board quorum shall constitute five voting members of the Board of Directors for transacting business of the MSOTA.

SECTION 2. Membership quorum shall constitute 10% of the membership eligible to vote for transacting business of MSOTA. Only items in the published meeting notice may be voted on unless at least 1/3 of the membership is present.

ARTICLE IX

Voting

SECTION 1. The Board, in conformance with the law applicable to non-profit corporations in MS, shall determine the process for counting and recording votes except as otherwise provided in these Bylaws.

A. Board Voting

1. There shall be no voting by proxy for the Board of Directors.
2. During a Board of Directors meeting an action is approved if the votes cast favoring the action exceed the votes cast opposing the action, except

as required by MS Nonprofit Corporation Act 2013 (i.e., the Board of Directors approve recommendations to the membership for bylaw amendments or removal of officers by a 2/3 vote.)

3. An action may be taken without a board meeting if the Board of Directors is notified and allowed to respond within a specified time period. An action must be agreed upon by the majority of the responding board members before the specified deadline. At a minimum, the action must be supported by a quorum of the board. Five (5) written consents describing the action taken must be included in the minutes.
 - a. Action taken under this section is effective when the last director consents, unless the consent specifies a different effective date.
 - b. An action taken under this section has the effect of a meeting vote and may be described as such in any document.
 - c. The Board of Directors must be notified of the outcome of any vote taken between meetings within five (5) business days.

ARTICLE X Membership Voting

SECTION 1. Membership votes shall be conducted during the annual membership meeting. If a member desires to vote via absentee ballot, a request must be made in writing to the Executive Director at least seven (7) days prior to the scheduled vote.

SECTION 2. Face-to-face, mail or electronic written ballots may be used for voting by the membership of MSOTA.

SECTION 3. For all issues requiring membership, an action is approved if the votes cast favoring the action exceed the votes cast opposing the action, except as required by MS Nonprofit Corporation Act 2013, which requires 2/3 votes for election of officers, bylaw amendments, removal of officers.

SECTION 4. Membership votes shall be required for bylaws changes, establishing and/or changing of dues structure or categories, election of officers, and other matters as determined by the Board of Directors.

ARTICLE XI Nominations and Elections

SECTION 1. Membership in the Nominating Committee shall consist of Chairs of each of the recognized Districts of MSOTA.

SECTION 2. The Chairperson of the Nominating Committee shall be elected from among its members.

SECTION 3. The Nominating Committee shall:

- A. Request recommendations from members in good standing with MSOTA for vacant positions within MSOTA.
- B. Determine eligibility of nominees and prepare, if possible, a dual slate for all elective offices to be filled. Place no member's name on the ballot without their prior consent.
- C. Ensure ballots are counted fairly and impartially.
- D. Notify the President and all candidates of election results prior to reporting to the general membership.

SECTION 4. Officers shall be determined by a 2/3 vote.

ARTICLE XII Dues and Assessments

SECTION 1. The fiscal year of the MSOTA shall be from January 1 to December 31 of any year.

SECTION 2. The membership dues for all classes of membership shall be determined by the voting membership.

SECTION 3. Membership dues shall be payable at any point during the year and active for one year.

SECTION 4. Any member in arrears for dues one month following written notification for renewal, shall be dropped from MSOTA membership rosters.

SECTION 5. Student dues shall be payable at the beginning of the first semester enrolled in an accredited occupational therapy program and MSOTA membership shall stay in effect until graduation.

SECTION 6. In the event of an emergency, assessments shall be recommended by the Board of Directors and presented to the membership for ratification.

ARTICLE XIII
Districts

SECTION 1. The MSOTA is divided into Districts, which may be altered according to the interest and participation of the membership.

SECTION 2. When members in a geographical area wish to establish a district, they may submit a District development plan to the Board of Directors who has the authority to grant official recognition.

SECTION 3. A chairperson shall be elected by the members in each District and shall serve for 2 years.

A. Duties:

1. Serve on the MSOTA Board of Directors
2. Organize and preside a minimum of one (1) District meeting per year.
3. Responsible for monitoring and enhancing their District's membership.
4. Responsible for furthering the mission of MSOTA in their district including OT awareness campaigns, fundraising, and participating in legislative and advocacy efforts.

SECTION 4. All funds received through donation or fund-raising by a District shall be recorded and then sent to the Executive Director for proper recording and re-disbursement.

SECTION 5. The Districts will operate under the same Bylaws and Standard Operating Procedures, which shall not conflict with those of MSOTA.

SECTION 6. If a District Chair becomes vacant, the President can appoint an interim Chair that shall be approved by that District's membership.

SECTION 7. Dissolution of a District may be done by a majority vote of the MSOTA Board of Directors in the event that a District requests it, a District does not comply with the guidelines of this section, or a District becomes inactive.

ARTICLE XIII
Amendments

SECTION 1. Amendments to these Bylaws must be made by a favorable 2/3 vote of the members voting.