

# Virginia Occupational Therapy Association Bylaws

Revised July 2019

Article I Name	1
Article II Purpose, Finances, Affiliation	1
Article III Membership	1-3
Article IV Officers	3-5
Article V Board of Directors	5-7
Article VI Committees and Liaisons	7-9
Article VII Nominations, Elections and Appointments	10
Article VIII Standards and Ethics	11
Article IX Dues	11
Article X Fiscal Year	11
Article XI Dissolution Clause	11
Article XII Parliamentary Authority	11
Article XIII Amendments	11-12
Article XIV Districts	12

## **Article I. Name**

The organization to be governed by these Bylaws shall be known as the Virginia Occupational Therapy Association, hereinafter, the “Association” or “VOTA”.

## **Article II. Purpose, Finances, Affiliation**

**Section 1.** VOTA shall advocate for and serve the profession of Occupational Therapy and its practitioners in order to enhance the health of the public in medical, community, and educational settings.

**Section 2.** VOTA shall accomplish this purpose through research, education, action, service, and the establishment and enforcement of standards.

**Section 3.** Any excess revenue that exists at the end of a fiscal year after the payment of the Association’s financial obligations may be used to finance scholarships for Occupational Therapy students.

### **Section 4.**

VOTA may, by majority vote of its Board, affiliate with the American Occupational Therapy Association, Inc. (“AOTA”) and agree to abide by AOTA’s rules and regulations.

## **Article III. Membership**

**Section 1. Membership Categories.** VOTA shall have the following membership categories:

- A. Occupational Therapist (“OT”)
- B. Occupational Therapy Assistant (“OTA”)
- C. Occupational Therapy or Occupational Therapy Assistant Student (“OT/OTA Student”)
- D. Retired
- E. Corporate
- F. Associate

**Section 2. Membership Requirements.** The requirements for each membership category shall be as follows:

- A. OT: Any individual initially certified to practice as an OT, who holds a valid license to practice occupational therapy in the Commonwealth of Virginia and who has not had that license revoked due to disciplinary action shall be eligible to be an Occupational Therapist Member.
- B. OTA: Any individual initially certified to practice as an OTA, who holds a valid license to assist the practice of occupational therapy in the Commonwealth of Virginia and who has not had that license revoked due to disciplinary action shall be eligible to be an Occupational Therapy Assistant Member.
- C. OT/OTA Student: Any individual enrolled, or committed to enroll, in an OT, OTA, or pre-OT educational program that is accredited, or undergoing accreditation, by ACOTE shall be eligible to be a Student Member.
- D. Retired: **Not actively practicing as an OT or OTA due to retirement.**
- E. Corporate: An organization, institution, or agency interested in occupational therapy may be a Corporate Member.
- F. Associate: Any individual involved in a healthcare profession and who is committed to obtaining continuing education, career enhancement, or opportunities for teamwork through VOTA who does not meet the requirements for membership categories A, B, C, D or E of this section may be an Associate Member

**Section 3. Members in Good Standing.** To be in good standing, a member shall:

- A. Meet all requirements in their applicable membership category;
- B. Uphold and abide by VOTA’s standards and ethics;
- C. Pay all applicable membership dues.

**Section 4. Rights and Privileges of Members in Good Standing.** Members in good standing shall have only the rights and privileges specifically listed in their respective membership category.

- A. OT and OTA Members may:
  1. Attend and participate in all VOTA meetings;
  2. Hold any office;
  3. Chair and serve on any committee;
  4. Exercise voting privileges;
  5. Receive VOTA member benefits such as members only access on the Association

website, newsletters, mailings, and discounts on continuing education

- B. OT/OTA Student Members may:
  1. Attend and participate in all VOTA meetings;
  2. Chair and serve on any committee except the Executive Committee;
  3. Exercise voting privileges;
  4. Receive VOTA member benefits such as members only access on the Association website, newsletters, mailings, and discounts on continuing education.
- C. Retired Members shall have the same rights and privileges as OT and OTA Members.
- D. Corporate Members may:
  1. Attend and participate in all VOTA meetings;
- E. Associate Members may:
  1. Attend and participate in all VOTA meetings;
  2. Serve as committee members, not as committee chairpersons, on the following committees: Continuing Education, Bylaws and Ethics, Membership, Communication, Finance and Audit, Nominations and Awards, and Fundraising.
  3. Receive the following VOTA member benefits: newsletters, mailings, and discounts on continuing education.

#### **Section 5. Voting Members.**

- A. Members in the following categories, if in good standing, shall have voting privileges: OT, OTA, OT/OTA Student, and Retired.
- B. Except where noted otherwise in these Bylaws, all voting requirements refer to members in attendance. For example, if a 2/3 vote is required by the Bylaws, 2/3 of the members at the meeting must vote for the measure.

#### **Section 6. Membership Transfers.**

Any member in good standing of an AOTA-affiliated state association shall be eligible for VOTA membership through the end of his/her non-Virginia state membership year upon presenting proper credentials signed by an officer of the other state association.

#### **Section 7. Determination of Membership Eligibility**

The Membership Committee may investigate and determine the eligibility of and proper membership categories for, all VOTA members.

#### **Section 8. Termination of Membership**

The Board may terminate the membership of any member it deems to have engaged in unethical or illegal conduct, by a 2/3 vote.

### **Article IV. Officers**

#### **Section 1. Executive Committee /Officers**

The Officers shall be: President, Past-President/President-Elect, Vice-President, Secretary, and Treasurer.

#### **Section 2. Duties**

- A. President shall:
  1. Lead VOTA in a manner consistent with VOTA policies and procedures;
  2. Preside at all Membership, Board, Executive Committee, and Special meetings;
  3. Maintain an individual membership in AOTA;

4. Participate in Affiliated State Association Presidents (ASAP) meetings and activities;
5. Oversee the finances of VOTA;
6. Receive written reports from all committee Representatives and Liaisons for permanent filing;
7. Review and revise the VOTA Strategic Plan, in collaboration with the Board;
8. Retain copies of all official VOTA correspondence;
9. Ensure AOTA receives organizational information as requested; and
10. Perform other duties and tasks assigned by the Executive Committee and Board.

B. President-Elect/ Past President shall:

1. Serve on the Board and Executive Committee;
2. Report to the Board and Executive Committee on the activities of their assigned committees;
3. Review and revise VOTA mission statement and Strategic Plan as needed; and
4. Perform other duties and tasks assigned by the President.

C. Vice-President shall:

1. Discharge the duties of the President in the event of the President's temporary absence;
2. Succeed the President for the remainder of the term in the event of the President's death, disability, resignation, removal, or disqualification;
3. Participate actively in VOTA's Continuing Education Committee;
4. Serve on the Board and Executive Committee;
5. Report to the Board and Executive Committee on the activities of the committees duly assigned;
6. Perform other duties and tasks assigned by the President;
7. Oversee revisions to the Bylaws as needed.

D. Secretary shall:

1. Record minutes for all Membership, Board, Executive Committee and Special meetings;
2. Record all votes;
3. Retain and archive a copy of all minutes;
4. Submit electronic copies of the minutes to Board and Executive Committee members within two weeks of the meeting;
5. Report to the President;
6. Preside over VOTA meetings in the absence of the President and Vice-President;
7. Serve on the Board and Executive Committee;
8. Report to the Board and Executive Committee on the activities of the committees assigned to;
9. Perform other duties and tasks assigned by the President;
10. Arrange for duties to be performed by another Board member if the Secretary cannot attend any required meetings; and
11. Ensure that the AOTA Executive Director receives a complete list of the VOTA elected officers in the form requested by AOTA.

E. Treasurer shall:

1. Oversee collection of all dues, fees, and other monies owed to or belonging to VOTA;
2. Oversee disbursements of funds;
3. Oversee maintenance of full and accurate accounts and records of all receipts and disbursements of VOTA;
4. Oversee annual reviews and/or audits of all VOTA financial accounts by an independent third party;

5. Present the Treasurer's Report at the Annual Meeting;
6. Prepare VOTA's annual budget and chair the Finance & Audit Committee to recommend appropriate membership fees and/or dues;
7. Oversee retention of a Certified Public Accountant to prepare and file tax returns for VOTA;
8. Report to the President;
9. Perform all duties and tasks assigned by the President;
10. Serve on the Board and the Executive and Membership Committees; and
11. Report to the Board and Executive Committee on the activities of the committees assigned;

F. The functions and duties of an Officer may be amended at any time by a majority vote of the Board.

### **Section 3. Terms of Office**

- A. The Past President and the President-Elect shall serve one-year terms and may not succeed themselves.
- B. All other officers shall serve three-year terms and may serve two consecutive terms.
- C. Officers will assume office on July 1<sup>st</sup> of the year in which they are elected.
- D. If a vacancy occurs in the office of President-Elect, a special election following established nomination and election procedures shall be held.
- E. If a vacancy occurs in the offices of the Vice-President, Secretary, or Treasurer, the Executive Committee shall appoint new officers to serve until the next annual election.

### **Section 4. Removal, Censure, Appeal**

- A. Any officer may be removed for illness, misconduct, including unethical or illegal conduct, or neglect of duty (see specific duties for each office in Article IV, section 2 as well as AOTA Code of Ethics) by a two-thirds vote of the Board.
- B. Any officer may be censured for irresponsible and/or unprofessional conduct by a two-thirds vote of the Board.

## **Article V. Board of Directors**

### **Section 1. Composition and Voting**

#### **A. Voting Members**

1. President
2. President-Elect
3. Vice President
4. Secretary
5. Treasurer
6. Bylaws & Ethics Chairperson
7. Communication Chairperson
8. Continuing Education Chairperson
9. Fundraising Chairperson
10. Membership Chairperson
11. Nominations and Awards Chairperson

12. OTA Liaison

B. **Non-Voting Members**

1. Communities of Practice Liaison
2. District Liaisons
3. School System Liaison
4. Student Liaison
5. Organizational Advisors
  - a. AOTA Representative
  - b. Association Management

C. Seven Board members shall constitute a quorum.

D. Decisions of the Board are made by majority vote of voting members present at a meeting.

E. The President may vote in the event of a tie vote.

**Section 2. Duties.** The Board shall conduct all necessary VOTA business in a manner consistent with these Bylaws and other VOTA policies and procedures.

**Section 3. Meetings**

A. The Board shall meet at least six times per year.

B. The President, acting alone, or any three Board members may call a Board Meeting at any time.

C. Attendance at Meetings

1. Attendance at Board and committee meetings may be by alternate means of technology.
2. Board members shall attend at least 50% of the Board meetings every calendar year.
3. Any Board member not in compliance with the attendance requirements may be removed by a 2/3 vote of the Board.

D. Types of Meetings

1. Board Meetings
2. Special Meetings

**Section 4. Reports**

A. Reports of Officers, Representatives, Chairpersons, and Liaisons shall be filed by the established deadline prior to each Board meeting.

B. Reports of all Board and Executive Committee recommendations and actions shall be made available to the membership

**Section 5. Term of Office.**

A. The Committee Chairpersons and Liaisons shall be appointed by a majority vote of the Board, serve at the discretion of the Board and the President, and shall hold only one position on the Board at a time.

B. Committee Chairpersons and Liaisons, with the exception of the Student Liaison, shall serve a 3-year term and be eligible to serve more than one term following established

appointment procedures.

C. Student Liaison shall serve a 2-year term following established appointment procedures.

## **Article VI. Committees and Liaisons**

**Section 1. Creation of Committees, , and Liaisons.** The Board may establish and disestablish Standing Committees, Special Committees, and Liaison positions as it deems advisable.

### **Section 2. Standing Committees**

A. Unless disestablished, the Standing Committees shall be:

1. Executive
2. Membership
3. Nominations & Awards
4. Continuing Education
5. Finance & Audit
6. Fundraising
7. Bylaws & Ethics
8. Communication

B. The chairperson shall select at least two members to serve on each committee unless otherwise stated in the committee's Standard Operating Procedures.

C. The President shall Triennially/every 3 years appoint committee chairpersons who are either an OT or OTA member in good standing.

D. Chairpersons shall report on the activities of their committees to the designated officer or at the Board meeting.

E. Each chairperson shall present an annual report to the President no later than June 30 of each year.

### **Section 3. Duties of the Standing Committees**

A. Executive Committee. This committee shall consist of the Officers and shall:

1. Give direction to the Board;
2. Handle any VOTA business which it determines cannot be postponed to the next Board meeting;
3. Review written reports from all committees Representatives and Liaisons for permanent filing;
4. Develop and approve Standard Operating Procedures for all Officers, Liaisons, and Chairpersons;
5. Attendance by one-half of the members shall constitute a quorum

B. Membership Committee shall:

1. Be comprised of the District Liaisons and OTA Liaison
2. Be chaired by the Membership Committee Chairperson
3. Address concerns and issues raised by the District Liaisons and OTA Liaison
4. Update the membership application as needed;
5. Oversee the method by which all current and former members must be notified that dues are owed;
6. Recruit new members (to include any review of current marketing materials & development of new marketing materials/strategies);
7. Oversee maintenance of VOTA's membership records;
8. Review and monitor publication of the membership directory and review

membership directory;  
9. Report to the Secretary.

C. Nominations & Awards Committee shall:

1. Review all nominations for scholarships, awards, and officer positions;
2. Recommend scholarship and award recipients;
3. Prepare a slate of eligible candidates for officer positions;
4. Report the results of the elections to the Association;
5. Create and implement fundraising plans;
6. Report to the Treasurer, who shall be a member of the Committee.

D. Continuing Education Committee shall:

1. Organize and provide continuing education programs;
2. The Chairperson shall report to the Vice-President;
3. Plan, execute and coordinate the annual conference of the Association with the Vice-President;
4. Plan, execute and coordinate the annual school system symposium of the Association with School System Liaison;
5. Report to the Vice-President, who shall be a member of the Committee.

E. Finance & Audit Committee shall:

1. Oversee the finances of the Association;
2. Report to the Treasurer, who shall be a member of the Committee.

F. Fundraising Committee

1. Create and implement fundraising plans;
2. Report to the Treasurer.

G. Bylaws & Ethics Committee shall:

1. Review and revise the Bylaws as needed;
2. Solicit recommendations for Bylaws changes from the membership;
3. Inform, educate and advise VOTA members on the functions of professional ethics, the core value of OT practice, and other informational concerns/issues;
4. Have no judiciary responsibility and will not participate in any disciplinary procedures;
5. Inform the Board of unethical or illegal conduct by a VOTA member;
6. Report to the Vice President.

H. Communication Committee shall:

1. Post and keep current all association social media profiles;
2. Solicit articles and information for a quarterly membership newsletter;
3. Review, revise, and approve applications for the dissemination of surveys and questionnaires;
4. Share information to members and non-members regarding the profession and associated content on a regular basis;
5. Report to the Secretary.

I. The functions and duties of standing committees may be amended at any time by a majority vote of the Board.

#### **Section 4. Ad Hoc Committees, Communities of practice, Liaisons, and Organizational Advisors**

A. Chairpersons of Special Committees shall be appointed by majority vote of the board, with formal appointments extended by the President.

B. Ad Hoc Committee Chairpersons shall:

1. Select at least two members to serve on their committees unless otherwise stated in the Standard Operating Procedures of their committee;
2. Report on the activities of the committee to the President or the Board and present a report to the President.

C. Organizational Liaisons shall include, but not be limited to: School System Liaison, Community of Practice Liaison, Student Liaison, and District Liaisons.

D. Duties of Organizational Liaisons

1. Organizational Liaisons shall report on their activities the respective Committee Chairperson or the Board.
2. The specific duties of each Organizational Liaison, in addition to those listed herein, will be described in the Association's Standard Operating Procedures.
3. The OTA Liaison shall act as a liaison between OTA's in the Association, the Board, and AOTA and report directly to the Secretary.
4. The Student Liaison shall act as a liaison between students in the Association and the Board and report directly to the Membership Chairperson.
5. The Communities of Practice Liaison shall report to the Continuing Education Chairperson.
6. The School System Liaison shall act as a liaison between school system practitioners in the Association, the Board, AOTA, and related organizations. The School System Liaison shall report to the Continuing Education Chairperson.
7. The District Liaisons shall promote communication between the districts of the Association and the Board. District Liaisons shall report to the Membership Chairperson.

E. The AOTA Representative to the Representative Assembly will serve as an Organizational Advisor to the Board, may attend meetings as requested, and serve as a resource person to the Board.

F. The functions and duties of Special Committees, and Organizational Liaisons may be amended at any time by a majority vote of the Board.

#### **Section 5. Communities of Practice**

A. Communities of Practice may be established or disestablished at any to address issues of interest to particular segments of the Occupational Therapy community.

B. Communities of Practice shall:

1. Promote a shared interest in specific practice areas;
2. Commit to activities that support ongoing practice improvement;
3. Serve as a professional network for members.

#### **Article VII. Nominations, Elections, and Appointments.**

### **Section 1. Nominations**

- A. Any member in good standing of the Association may submit nominations to the Nominations and Awards Committee for elected positions which includes Officers of the Board.
- B. The call for nominations shall be published at least 60 days before preparation of the ballot.

### **Section 2. Appointments**

- A. Any member in good standing of the Association may submit an application to the Nominations and Awards Committee for appointed positions which includes Committee Chairpersons and Organizational Liaisons.
- B. The call for applications shall be published at least 60 days prior to the end of term.
- C. Appointment decisions shall be made by majority vote of the Board with formal appointments extended by the President.

### **Section 3. Eligibility**

- A. All candidates for elected and appointed positions must be members in good standing of the Association, and eligible, based on their membership category (i.e., OT, OTA, student, retired, associate, corporate).
- B. . An individual elected or appointed to a position may not serve in any other position at the same time unless designated in the Bylaws, a standard operating procedure, or job description, or appointed to a smaller group of the body to which he or she was elected.
- C. The Nominations and Awards Committee shall review nomination/application materials and evidence of eligibility against qualifications required for each elected and appointed position and determine final qualification status, including but not limited to adequacy of credentials and conflicts of interest.

### **Section 4. Elections**

- A. The Nominations and Awards Committee shall prepare a slate, preferably of at least two qualified candidates for all elected positions to be filled.
- B. Elections shall be carried out by valid paper or electronic ballot which includes a method for authenticating the eligibility (i.e., membership verification) of each voter.
- C. The deadline for receipt of all ballots shall be at least 45 days prior to the end of term for each position being elected. Ballots received after the election deadline will not be counted.
- D. The election of a candidate shall be by plurality vote of those ballots cast by members entitled to vote in the election.
- E. In the event of a tie vote, the ballots will be counted again. If the result is still tied, the election for that position will be conducted again.
- F. In the event that a vote is contested, and the vote tally is separated by no more than 5% of ballots counted, the ballots shall be recounted. Results of the recount shall be binding.
- G. The Nominations and Awards Committee shall have the authority to determine grounds for declaring an invalid election subject to approval of the Board.

- H. The results of the elections shall be announced, within one week of their conclusion, to the membership and the Board.

### **Article VIII. Standards and Ethics**

**Section 1.** The procedures for handling matters regarding Standards and Ethics shall conform to these Bylaws and the Bylaws of AOTA.

**Section 2.** All VOTA members shall comply with the AOTA *Occupational Therapy Code of Ethics and Ethics Standards* as amended from time to time by AOTA.

### **Article IX. Dues**

**Section 1.** The annual membership dues for all categories of membership shall be recommended by the Membership Committee and approved by the Board.

**Section 2.** Dues shall be payable by the annual renewal date.

**Section 3.** Any member who is in arrears for dues in excess of 30 days shall automatically forfeit his/her VOTA membership.

**Section 4.** Dues for Retired Members shall be at a reduced rate.

**Section 5.** Dues for Students shall be offered at a reduced rate.

### **Article X. Fiscal Year**

The fiscal year of the Association shall be determined by the Board.

### **Article XI. Dissolution Clause**

If VOTA is dissolved for any reason, any assets remaining after the payment of all obligations may be equally divided among all the current occupational therapy programs in the Commonwealth of Virginia for the purposes of funding scholarships for occupational therapy students or donated to charitable organization(s) approved by the Board.

### **Article XII. Parliamentary Authority**

**Section 1.** Generally recognized and established guidelines for parliamentary procedure such as Modern Parliamentary Procedure and the like shall be the authority for parliamentary procedure.

**Section 2.** Appointment decisions shall be made by majority vote of the Board present (if a quorum is met) with formal appointments extended by the President.

### **Article XIII. Amendments**

**Section 1.** These Bylaws may be amended and/or revised at any time by a two-thirds vote of the Board or by a majority vote of the membership present (if a quorum is met). The Board vote or membership vote may be conducted electronically through electronic mail and/or an internet-based survey instrument, as determined by the Board. The quorum for an electronic membership vote to amend the Bylaws shall be 10% of the voting members. In the event of a conflict between a vote of the Board and a vote of a majority of the members, the vote of the membership shall prevail.

**Section 2.** Notice of any proposed amendment shall be sent to Board members and voting members via electronic mail and VOTA website at least 30 days prior to the deadline for voting.

**Section 3.** 30 days prior to a Board vote on an amendment to the Bylaws, the President shall provide to voting members, via electronic mail and VOTA website, an explanation of the proposed amendment and encourage them to contact any member of the Board if there is a question or concern and advise them of their opportunity to initiate a membership vote to reverse the amendment if it is adopted by the Board.

**Section 4.** Any member in good standing may propose an amendment to the Bylaws.

#### **Article XIV. Districts**

##### **Section 1. Composition**

- A. Geographically based districts may be established within VOTA upon written petition to the Board and approval by a majority vote of the Board.
- B. Each petition shall have the signatures of at least five OT and/or OTA Members in good standing.
- C. The current districts are: Blue Ridge, Capital, Northern, Southeastern, and Western.
- D. The creation of a district that reduces an existing district must be approved by a two-thirds vote of the Board.

##### **Section 2. Officers**

- A. Each District may have the following officers: Chairperson and Vice-Chairperson.

##### **Section 3. Eligibility for Office**

- A. OT and OTA members in good standing may hold any district office.
- B. OT/OTA Student members in good standing may hold any district office with the exception of District Chairperson.

##### **Section 4. Term of Office**

- A. District Liaisons shall serve three-year terms and may serve consecutive terms in the same office and shall hold only one position on the Board or in the district at a time.

##### **Section 5. Duties**

- A. The Chairperson shall serve on the Board, report to the Membership Representative, and attend at least 50% of Board meetings.
- B. The Vice-Chairperson shall preside at district meetings when the Chairperson is absent.

##### **Section 6. Membership**

- A. Each member of a district shall be a member of this Association.
- B. District membership classifications and qualifications shall be consistent with these Bylaws.

Revised: July 2019

Approved by Board: August 2019 (membership voted to approve October 2019)