

New Mexico Occupational Therapy Association Bylaws

ARTICLE I.

Name

Section 1. Name

The name of the organization shall be New Mexico Occupational Therapy Association, hereinafter referred to as the Association.

Section 2. Purpose

The Association shall be affiliated with the American Occupational Therapy Association (AOTA). The Association shall conduct its relationship with AOTA according to the Affiliation Agreement.

ARTICLE II.

Noninurement

Section 1. Noninurement

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

ARTICLE III.

Members

Section 1. Membership Classes

There shall be six (6) classes of membership.

- A. Occupational Therapist member: Any individual initially certified to practice as an OT, or licensed or regulated by a state, commonwealth, district, or territory of the United States to practice as an occupational therapist and who has not had that certification, license or regulation revoked due to disciplinary action shall be eligible to be an Occupational Therapist Member.
- B. Occupational Therapy Assistant member: Any individual initially certified to practice as an OTA, or licensed or regulated by a state, commonwealth, district, or territory of the United States to practice as an occupational therapy assistant and who has not had that

certification, license, or regulation revoked due to disciplinary action shall be eligible to be an Occupational Therapy Assistant Member.

- C. Student member: Any individual enrolled in an occupational therapy or occupational therapy assistant educational program that is accredited, approved, or pending approval or accreditation by the ACOTE® and that is located in the United States, or in a state, commonwealth, district, or territory of the United States shall be eligible to be a Student Member. A Student Member shall continue to be eligible for this membership category for one year after graduation.
- D. Organizational member: An organization, institution, or agency interested in occupational therapy shall be eligible to be an Organizational Member.
- E. Honorary Life member: A member awarded this category by NMOTA because of distinguished service in the profession.
- F. Associate member: An individual interested in occupational therapy who does not satisfy the requirements of subsections A, B, C, D, or E of this section may be an Associate member.

Section 2. Voting Rights and Privileges of Members

- A. Occupational Therapist and Occupational Therapy Assistant members:
 - 1. Shall be entitled to vote:
 - a. for the officers of the Association,
 - b. at annual business meetings of the members and special meetings of the Association, and
 - c. for Association bylaws.
 - 2. May serve as chairperson or co-chairperson of a committee, as appointed by the President of the Association.
 - 3. May serve on Association bodies and run for offices of the Association.
 - 4. Shall receive all NMOTA communications.
 - 5. Shall be included on paper and/or electronic mailing lists of membership, including member-only social media meeting spaces, if available and if the member chooses to exercise this right.

6. Shall be eligible to receive other privileges as designated by the Board.

B. Student members:

1. Shall be entitled to vote:

- a. for the officers of the Association,
- b. at annual business meetings of the members and special meetings of the Association, and
- c. for Association bylaws.

2. May serve as chairperson or co-chairperson of a committee, as appointed by the President of the Association.

3. May serve on Association bodies.

4. Shall receive all NMOTA communications.

5. Shall be included on paper and/or electronic mailing lists of membership, including member-only social media meeting spaces, if available and if the member chooses to exercise this right.

6. Shall be eligible to receive other privileges as designated by the Board.

C. Honorary Life members:

1. Shall be entitled to vote:

- a. for the officers of the Association,
- b. at annual business meetings of the members and special meetings of the Association, and
- c. for Association Bylaws.

2. May serve as chairperson or co-chairperson of a committee, as appointed by the President of the Association.

3. May serve on Association bodies and run for offices of the Association.

4. Shall receive all NMOTA communications.

5. Shall be included on paper and/or electronic mailing lists of membership, including member-only social media meeting spaces, if available and if the member chooses to exercise this right.
6. Shall be eligible to receive other privileges as designated by the Board.

D. Organizational and Associate members:

1. Shall be entitled to receive privileges as designated by the Board.

Section 3. Dues and Good Standing

- A. Dues for all classes of membership shall be established by the Board of Directors.
- B. A member shall be in good standing if he or she currently meets the qualifications for the class of membership, has paid all applicable dues, and membership has not been terminated pursuant to Section 4.
- C. Membership dues must be paid annually and membership expires at the end of the month in which the member last paid membership.

Section 4. Termination of Membership

- A. Any member who has not paid membership dues by the renewal date of their membership will have their membership revoked. 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.
- B. Members of any classification may have their membership revoked or suspended for cause. Cause may include violation of the AOTA Occupational Therapy Code of Ethics and Ethics Standards (Code and Ethics Standards).
- C. For any cause other than nonpayment of dues, a vote for revocation or suspension shall occur only after the member has been notified of the complaint for revocation and has been given reasonable opportunity for defense pursuant to the Enforcement Procedures for the Occupational Therapy Code of Ethics and Ethics Standards.

ARTICLE IV.

Meetings of the Membership of the Association

Section 1. Business Meeting of Members

- A. A business meeting of the members shall be held at least once within each calendar year.

- B. An official publication (e.g., email list, newsletter, social media, or website) of the Association shall list the place, day, and hour of the business meeting at least 45 days before the meeting date.

Section 2. Special Meeting of Members

- A. The President, a majority of voting members of the Board, or 10% of the OT and OTA members of the Association may call a special meeting.
- B. Members shall be notified by mail, electronic, or telephonic transmission of the place, day, hour, and purpose of the special meeting at least 21 days before the meeting.
- C. At a special meeting of the members, the only business conducted shall be matters stated in the notice or amendments or collateral matters deemed by majority vote to be substantially related thereto.

Section 3. Quorum for Business Meetings and Special Meetings of Members

A quorum shall be the number of Association voting members present.

Section 4. Voting

- A. Each OT, OTA, and Student member shall have one vote.
- B. At any business or special meeting of the members, there shall be no voting by proxy.
- C. The Board shall determine the process for counting and recording the vote.

ARTICLE V.

Board of Directors

Section 1. Purpose

The Board of Directors, herein called the Board, shall govern the affairs of the Association in accordance with all duly vested statutory and Bylaw powers.

Section 2. Composition

- A. Voting Members
 - 1. Officers of the Association: President, Vice-President, Secretary, and Treasurer
 - 2. One chairperson of each standing committee
- B. Non-Voting Members
 - 1. One student representative elected or appointed from each New Mexico Occupational Therapy school

2. One student representative elected or appointed from each New Mexico Occupational Therapy Assistant school
3. Past-President for a one-year period following their term of President
4. Any person(s) invited to a Board meeting by the Board to advance the business of the Board

Section 3. Functions

- A. Establish the policies and procedures of the Board.
- B. Plan, prepare, approve, and manage the Association's budget for each fiscal year.
- C. Approve and monitor grants and contracts entered into by the Association and oversee investments.
- D. Prepare and approve plans of action and the strategic plan of the Association.
- E. Declare and take action during an emergency that impacts the Association.
- F. Create committees of the Board and *ad hoc* committees, as needed.

Section 4. Meetings

A. Regular Meetings

1. The Board shall have at least one regular meeting per calendar year.
2. The time and place of the meeting shall be designated by mail, electronic, or telephonic transmission to the Board members at least 30 days before the meeting date.

B. Special Meetings

1. Special meetings of the Board may be called by the President or any three voting members of the Board to address specific issues.
2. Special meetings of the Board may be held by any appropriate means, including, but not limited to, internet communication systems, telephone, video, or in person.
3. Board members shall be notified by mail, electronic, or telephonic transmission of the date, time, place, and purpose of the meeting at least seven (7) days before the date, unless all Board members waive the right to the seven (7) day notice.
4. Only business as stated in the call may be transacted at the special meeting.
5. Urgent business may be transacted via conference call or electronic means by the members of the Executive Board (as described in Section 5 of this Article) on a

24-hour notice, unless all Executive Board members waive the right to a 24-hour notice.

C. Quorum

1. A simple majority of the voting members of the Board, including at least two officers of the Association, shall constitute a quorum.
2. Unfilled Board positions shall not be included in the calculations of the quorum.
3. Quorum may be established synchronously or asynchronously when using electronic means.
4. Action may be taken without a meeting if each voting Board member documents consent in paper or electronic form documenting their vote of the action to be taken.

Section 5. Bodies of the Board

A. The Board shall have the authority to establish bodies as necessary to carry out the purposes of the Association; however, the Board may not delegate overall responsibility for the conduct of the business of the Association or responsibility for exercising the powers of the Board. In addition to any other bodies established by the Board, the Association shall have an Executive Board as described in Part B of this Section.

B. Executive Board

1. Composition: The Executive Board consists of Officers of the Association as defined in Article VI, including the President, Vice-President, Secretary, and Treasurer.
2. Powers: The Executive Board shall exercise all powers of the Board between Board meetings. All proceedings of the Executive Board shall be reported to the Board no later than at its next meeting and will be subject to ratification or revision by the Board, provided that no irrevocable rights of third parties shall be affected by such revision.
3. Meetings: Executive Board meetings may be initiated by the President or may be called at the request of three (3) members of the Executive Board. Notice of every meeting shall be given to each member of the Executive Board at least seven (7) days prior to the meeting, unless all members waive the right to seven (7) day notice. Meetings of the Executive Board must take place in a manner agreeable to all.
4. Quorum: Quorum for the Executive Board is three (3) members. A majority vote of the Executive Board members shall be required for decisions or actions by the Executive Board.

ARTICLE VI.

Officers of the Association

Section 1. Officers

The Officers shall be the President, Vice-President, Secretary, and Treasurer.

Section 2. Election and Terms of Office

- A. Officers shall be elected by OT, OTA, Student, and Honorary Life members.
- B. The President, Vice-President, Secretary, and Treasurer shall serve 2-year terms or until a successor's term begins.
- C. No officer shall be eligible to serve more than two consecutive terms in the same office unless no successor has been elected or appointed.
- D. An officer shall hold only one office at a time.
- E. Officers shall assume office on January 1 of the year following election.

Section 3. Officer Qualifications

- A. At the time of nomination, nominated members:
 - 1. Shall have been initially certified as an OT or OTA;
 - 2. Shall be a member in good standing of NMOTA; and
 - 3. Shall live and/or work in New Mexico.
- B. When elected, newly elected officers will provide written consent to serve.
- C. Throughout the term of office, officers:
 - 1. Shall be a member in good standing of NMOTA;
 - 2. Shall be a member in good standing of AOTA;
 - 3. Shall live and/or work in New Mexico;
 - 4. Shall not hold more than one elected position of the Association; and
 - 5. Shall not serve as a chairperson or co-chairperson of any committee.

Section 4. Duties

- A. President shall:

1. Be the chief elected officer of the Association and represent the Association to the public,
2. Preside at all meetings of the Association membership,
3. Preside at Board meetings as chairperson of the Board,
4. Appoint committee chairpersons with approval of the Executive Board,
5. Act as co-signer on financial accounts with the Treasurer and Vice-President,
6. Verify financial affairs of the Association no less than quarterly,
7. Appoint liaisons to external organizations,
8. Perform all duties incident to membership in the Alliance of State Association Presidents (ASAP), and
9. Perform all other duties incident to the office of the President.

B. Vice-President shall:

1. Fulfill presidential duties in the absence of the President,
2. Verify financial affairs of the Association no less than quarterly,
3. Act as co-signer on financial accounts with Treasurer and President,
4. Act as co-manager of electronic document management system, email platform, etc., with the Secretary, and
5. Perform all other duties incident to the office of the Vice-President.

C. Secretary shall:

1. Record the minutes of the business meetings of the Association and the minutes of the Board meetings, and
2. Be the custodian of such records and ensure continuity of record keeping with an incoming Secretary, and
3. Present the minutes of meetings to the Board for corrections and vote, and
4. Send a copy of approved minutes to the membership via electronic or other means, and
5. Call to order a business meeting of the Association in the absence of the President and Vice-President and preside over an election by the members present of a chairperson pro tempore, and

6. Maintain and distribute the strategic plan of the Association to the Board on an annual basis, and
7. Maintain an archive of Board documents, and
8. Act as co-manager of electronic document management system, email platform, etc., with the Vice-President, and
9. Perform all other duties incident to the office of the Secretary.

D. Treasurer shall:

1. Oversee the financial affairs of the Association,
2. Be bonded,
3. Be the primary signer for all Board-approved expenditures except in emergency absence of the Treasurer,
4. Obtain a second signature from the President or Vice-President for expenditures over \$1,000,
5. Have the Association's financial account audited by the President, Vice-President, and one other member of the Board in the presence of the outgoing Treasurer within 30 days prior to the start of the term of the incoming Treasurer,
6. Have the Association's financial account audited by the President, Vice-President, and one other member of the Board at least annually,
7. Present a detailed annual report at the annual business meeting,
8. Be responsible for drafting and maintaining the Association's budget in collaboration with the Board, and
9. Perform all other duties incident to the office of the Treasurer.

Section 2. Vacancies

- A. In the event of a vacancy in any office, with the exception of President, the President will appoint a replacement with approval of the Board. An appointed officer shall serve the remaining term of office.
- B. In the event of vacancy of the President, the Vice-President shall finish the remaining term of the President. If the Vice-President is unable to finish the remaining term, the Secretary shall act as President pro tempore until a special election can be held.

ARTICLE VII.

Nominations and Elections of the Officers of the Association

Section 1. Nominations

- A. Any individual OT, OTA, Honorary Life, or Student member of the Association living and/or working in New Mexico may submit nominations to the Nominating Committee for Officers of the Association.
- B. The call for nominations for the Officers of the Association shall be placed in an official publication (e.g., email list, newsletter, social media, or website) of the Association at least 30 days before preparation of the ballot.
- C. Should the Nominating Committee fail to obtain a slate, nominations from the floor at the annual business meeting shall occur and an election shall take place at such time.

Section 2. Eligibility for Nomination

To be eligible to be nominated as a candidate for an Officer of the Association, nominees shall:

- A. Have been initially certified as an OT or OTA in good standing;
- B. Be eligible to be a member in good standing of AOTA throughout the term of office;
- C. Live and/or work in New Mexico; and
- D. Provide written consent to accept nomination prior to the election.

Section 3. Election Procedure

A. Preparation of Ballots

- 1. The Nominating Committee shall prepare a ballot for election of positions listed in Section 1(A) of Article VI.
- 2. Ballots, including submission instructions, will be transmitted electronically to all voting members of the Association.

B. Vote

- 1. The election of a candidate shall be by plurality vote of those ballots that are cast and valid.
- 2. Electronic voting will be available for a minimum of 48 hours.
- 3. Each voting member of the Association is eligible for one vote.
- 4. The vote shall end at least 12 hours prior to the annual business meeting.
- 5. The electronically tabulated results of the vote shall be published in an official publication (e.g., email list, newsletter, social media, or website) of the Association within 30 days of the finalized vote.

C. Tie Vote

1. In the event of a tie vote, the ballots shall be recounted to ensure validity of results.
2. In the event that the result is still tied, there shall be a ballot vote by the voting members present at the annual business meeting.

D. Contested Vote

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

E. Invalid Election

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

ARTICLE VIII.

Committees

Section 1. Committee Chairperson

Each committee chairperson shall:

- A. Be appointed by the incoming President and the term of the chairperson shall be concurrent with the term of the President,
 1. A committee chairperson may be reappointed for additional terms, at the discretion of the incoming or re-elected President.
- B. Have given written consent to serve in the appointed capacity and to serve on the Board,
- C. Be an Association member,
- D. Participate in meetings of the Board,
- E. Not be an Officer of the Board or a chairperson (or co-chairperson) of any other committee,
- F. Provide one vote per committee for purposes of quorum and in all voting Board matters,
- G. Live and/or work in New Mexico throughout their term.

Section 2. Standing Committees

- A. Continuing Education Committee
- B. Legislative Committee
- C. Membership Committee
- D. Social Media and Communications Committee
- E. Nominating Committee
- F. Conference Committee
- G. Practice Areas Committee
- H. Budget Committee
 - a. Shall be chaired by the Treasurer
 - b. Shall be a non-voting Committee of the Board

Section 3. Ad Hoc Committees

- A. May be created at any time by the Board for the purpose of accomplishing a specific task(s).
- B. The intent of *ad hoc* committees is to be a temporary committee addressing a specific task(s).
- C. The continuation of a particular *ad hoc* committee shall be reevaluated as needed by the Board.
- D. *Ad hoc* committees are non-voting committees of the Board.

Section 4. Duties and Responsibilities

Committees will conduct business according to Association procedures for committees.

Section 5. Executive Board Responsibilities on Committees

- A. Each committee will have one Executive Board member to act as a liaison between the Board and the committee.
- B. All Executive Board members will be available to mentor new or student chairpersons and other Board members, as necessary.

ARTICLE IX.

Representation in the Representative Assembly of AOTA

Section 1. Election of Representative

AOTA conducts all aspects of the election of a Representative Assembly (RA) representative.

Section 2. Duties and Responsibilities

- A. RA representative shall have voice without vote at Board meetings but shall recuse him/herself on any issue that may have the appearance of a conflict with AOTA.
- B. RA representative shall serve in an advisory capacity rather than as a Board member and act as a conduit of information from AOTA to the Association on professional issues and Association policies.

ARTICLE X.

Fiscal Year

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

ARTICLE XI.

Dissolution Clause

Should the Association be dissolved for any reason, the remaining assets shall be distributed for purposes within the scope of the Internal Revenue Code, Section 501(c)(6).

ARTICLE XII.

Parliamentary Authority

The rules contained in the current edition of Lochrie's Meeting Procedures: Parliamentary Law and Rules of Order for the 21st Century shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

ARTICLE XIII.

Amendments and Revisions to Bylaws

Section 1. Procedure

- A. The Board shall announce a call for amendments and revisions in an official publication (e.g., email list, newsletter, social media, or website) to voting members.
- B. Voting members shall have 30 days from the date of publication to submit suggestions to the Board.
- C. Bylaws amendments and revisions shall be presented to the voting members at least 15 days prior to vote at the annual business meeting.

D. Bylaws amendments and revisions shall be voted on at the annual business meeting by voting members present.

Section 2. Technical Corrections

The Board shall have authority to make technical, editorial, and clerical corrections to keep the bylaws consistent without calling for a vote of the voting members of the Association.

Section 3. Effective Date

Amendments and revisions to the bylaws shall become effective immediately upon adoption.

ARTICLE XIV.

Indemnification

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

I hereby certify that I am the duly elected, qualified and acting President of New Mexico Occupational Therapy Association, a New Mexico non-profit organization, and that the above and foregoing Bylaws were adopted as the Bylaws of the Association as of September 14, 2019 by the members and Directors of this Association.

Robert Hobbs, MPH, OTR/L
President, NMOTA

I hereby certify that I am the duly elected, qualified and acting Vice-President of New Mexico Occupational Therapy Association, a New Mexico non-profit organization, and that the above and foregoing Bylaws were adopted as the Bylaws of the Association as of September 14, 2019 by the members and Directors of this Association.

Joanna Cosbey, PhD, OTR/L
Vice-President, NMOTA