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## Overview of Changes and Opportunities to Take Action

### **What is changing, and why?**

The Governance Enhancement Initiative and efforts to modernize AOTA's Bylaws have been guided by one belief: by improving inclusivity and responsiveness throughout AOTA, we can strengthen our collective ability to advance the profession.

Over the past two and a half years, members have shaped plans to streamline AOTA's decision-making structure and processes, and to create more meaningful opportunities for members to participate and contribute.

Continued progress in this direction requires changes to how AOTA operates, including changes to the Bylaws. Members are invited to vote on the adoption of Bylaws changes from June 9-23, 2022. One of the changes that requires approval from the membership is the formalization of the Diversity, Equity, and Inclusion (DEI) Committee as a Standing Committee of the Board of Directors, with voice and vote.

### **When is the vote on the Bylaws?**

AOTA wants all eligible members to have an opportunity to participate in voting on the proposed Bylaws. Voting will be held electronically over a two-week period, from June 9 (the opening of the Annual Business Meeting) through June 23. The results will be announced at the closing of the Annual Business Meeting on June 27. Voting members will receive instructions on accessing the ballot in early June.

### **Can we vote for the Bylaws in sections?**

With a major revision of Bylaws as proposed, it is not advisable to vote by section as failure to approve one section will impact other sections and may result in a document that does not comply with requirements outlined by the law.

### **What happens next if the proposed Bylaws are approved?**

If the proposed Bylaws are approved, multiple activities will begin on July 1, 2022.

- **The Diversity, Equity, and Inclusion Committee** immediately becomes a standing committee of AOTA, and the Chairperson will have a vote on the AOTA Board of Directors.
- **Transition activities** will begin, including a one-year transition of the Representative Assembly (RA) (with the RA developing policies and procedures for their new directions); and the transition of the Commission on Continuing Competence and Professional Development (CCCPD), with continuing education and professional development activities shifting to the Education Commission.
- **Development of Revised Policies and Procedures.** The Bylaws, Policies, and Procedures Committee will work with committees and commissions, legal counsel, and staff to develop new policies and procedures while reviewing and revising existing governance documents for alignment with the Bylaws. Work will begin with high priority changes including updating and creating consistency in operational policies and procedures; developing competency- and diversity-based policies and procedures for nominations and appointments; updating the scope of work of committees and commissions; and streamlining volunteer job descriptions.

### **What happens if the proposed Bylaws are not approved?**

If the proposed Bylaws are not approved, the current Bylaws will remain in effect. The Chairperson of the Diversity, Equity, and Inclusion (DEI) Committee will **not** serve as a member of the Board with vote, and the DEI Committee will not be recognized in AOTA's formal governance structure as a standing advisory committee of the Board.

The existing barriers to volunteer participation will continue, as outlined by AOTA's current governance structure and process, and as identified and reported by members who have provided feedback throughout this process.

## Governance

### **What is the meaning of governance for an association like AOTA?**

Associations are driven by their missions and primarily measured by their success in achieving mission-related goals. Governance covers everything from the organization's financial viability to fulfilling its mission successfully. Association governance is the developmental and operational oversight functions that exist to identify and achieve the organizational mission, goals, and strategic directions.

The responsibility for governing an association typically rests with a volunteer board of directors, operating according to a set of bylaws and working in close collaboration with the organization's chief staff executive to set strategic direction, provide necessary resources, and make key decisions that the association staff then implement to meet member needs. Volunteer leadership is often

distributed among committees, commissions, task forces, and other groups, with support for volunteer groups an essential operational function for association staff.

### **AOTA is a 501c6 association. What does this mean?**

An association is a nonprofit corporation of people with a common interest, and with the purpose of advancing this common interest. For AOTA, the common interest is the occupational therapy profession. The 501c6 designation is given by the Internal Revenue Service and allows AOTA to be exempt from certain taxes.

General requirements for 501c6 associations include:

- Must be a membership organization of people with a common business or professional interest.
- May not be organized for profit.
- May not have any part of net earnings be to the benefit of a shareholder or individual.

### **Where is AOTA incorporated?**

AOTA is incorporated in the District of Columbia and must adhere to the DC Nonprofit Corporation Act requirements.

### **Is the Board of Directors the group that is accountable for AOTA directions and viability?**

In the DC Nonprofit Corporation Act, and in nonprofit corporation acts of most states, one group must be identified as the accountable, fiduciary body. For most associations, this is the Board of Directors. While other governance-related committees, commissions, task forces, and other bodies may have important roles and responsibilities related to the mission and directions, they are accountable to the Board of Directors.

### **What governance documents are required for associations like AOTA, and how may they be updated?**

There are three types of governance documents for associations:

- **Articles of Incorporation:** An association's articles of incorporation can be thought of as the organization's contract with the state or District of Columbia. The information included should reflect the minimum required by law. The articles generally identify the organization's name, legal purpose, and its assets' disposition upon dissolution. AOTA's Articles of Incorporation identify the Board of Directors as the fiduciary body, and also identify the Representative Assembly as responsible for professional issues and standards. Articles of incorporation are infrequently updated.
- **Bylaws:** The bylaws can be viewed as the basic contract with members. The bylaws are more specific than the articles of incorporation but may not violate what is outlined in the articles or conflict with the law of the state of incorporation. Bylaws outline key aspects of membership requirements, standing governance bodies, and other major aspects relevant to operating the association. Bylaws should not overly restrict the organization's operations. Moreover, the association's practices must match its bylaws. If they do not, either the bylaws or the organization's practices must be amended to be consistent. In most associations, members must approve changes to the bylaws.
- **Policies and Procedures:** Further levels of operational specificity are contained in a policy and procedure manual detailing the rules governing the association's operations. Membership processes, administrative rules, financial policies, parliamentary procedures, nomination or volunteer selection procedures, and functions undertaken by committees or commissions are contained in policies and procedures. Policies and procedures should be reviewed and updated regularly, often suggested as every two years. Policies and procedures are approved by the governance body and may then be approved by the Board of Directors. They are not approved by members.

### **The new governance structure shown in the graphic is very different from the current hierarchical model. What is the meaning behind this new model?**

The Governance Enhancement Task Force was deliberate in trying to depict a new collaborative approach to governance of AOTA that is not a top-down hierarchy. The Board is the fiduciary body of AOTA, so all governance bodies are accountable to the Board. The Board is accountable to members.

The circular depiction of AOTA governance is intended to show the multiple connections among all groups, cross collaboration, and opportunities for members to provide input into AOTA governance and strategy, with governance bodies in turn communicating more effectively with members.

## **Bylaws**

### **What are Bylaws?**

Bylaws outline key aspects of membership requirements, standing governance bodies, and other major aspects relevant to operating the association.

### **How often are Bylaws updated?**

It is important for associations to review Bylaws every three to five years to ensure they still align with the work of the association and the current law.

### **When did AOTA last update its Bylaws?**

AOTA undertook a major restructuring of Bylaws in 2013 to comply with changes in the DC Nonprofit Corporation Act. These changes moved operational and business decisions from the Representative Assembly (RA) to the Board of Directors. Some changes were introduced in 2017 including establishing a quorum at the commencement of a meeting, which remains established for the duration of the meeting; removal of the President-Elect as a voting member of the Board; removal of the Assembly of Student Delegates (ASD) as an organizational advisor and instead designating it as a standing advisory committee of the Board; clarity of the term "motions" to be inclusive of resolutions; changes to the term of office section for RA representatives when filling vacancies; and definition of "cause" regarding revocation of membership for cause other than non-payment of dues or violation of the Code of Ethics.

### **When and why did AOTA begin looking at updating governance and Bylaws?**

Two drivers for examining current governance were governance challenges that became apparent during the COVID pandemic, and the need to better align AOTA's Bylaws with Vision 2025. AOTA had not thoroughly reviewed and updated its Bylaws for several years. The intent of the Bylaws revision is to ensure AOTA is able to respond appropriately and in a timely manner to organizational needs.

### **How were the current proposed changes to governance and Bylaws developed?**

The update to AOTA's governance and Bylaws was a two-and-a-half year process that began in September 2019 and involved the work of the Governance Enhancement Task Force, the Diversity, Equity, and Inclusion (DEI) Task Force, the Representative Assembly (RA) Task Force, the Bylaws Policies and Procedures Committee, and the Board of Directors.

The Governance Enhancement Task Force undertook a systematic process of assessing the current governance structure and processes and how they aligned with AOTA's mission and Vision 2025. The task force gathered input from and met with AOTA governance bodies; held listening sessions with AOTA members; surveyed members; studied the history of voting for governance positions in AOTA over 17 years; and researched the governance approaches of similar associations from a database of more than 250 professional associations. Concurrently, the Governance Enhancement Task Force worked with the Diversity, Equity, and Inclusion (DEI) Task Force as it began the work to advance diversity, equity, and inclusion in AOTA and the profession, and identified changes in governance as a critical area of focus.

The Governance Enhancement Task Force sought to develop a governance model that allows AOTA to be more agile and responsive to members' needs and desired value from AOTA; a model that is more inclusive and embraces multiple dimensions of diversity; and a model that provides to AOTA greater ability to be a forward thinking, proactive organization.

The Governance Enhancement Task Force also sought to develop a collaborative model of governance, where the input and perspectives of members are actively sought and incorporated into strategies and directions of all aspects and bodies within the governance structure. Instead of a top-down structure, the Governance Enhancement Task Force showed governance as a circular model where members can engage in all areas of governance.

### **Did members provide input into this work?**

More than 2,000 members provided input and insights that were incorporated into the work of the Governance Task Force and to the Diversity, Equity, and Inclusion (DEI) Task Force. This included current and past volunteers, members interested in volunteering in the future, and other members. The reports of both task forces were presented at the 2021 Annual Business Meeting, with a recording of the session and access to the reports available to all members since June 2021.

## **Elections, Appointments, and Voting**

### **What is the history of voting for elected positions in AOTA?**

Over the past 17 years, an average of 4.6% of voting members participated in elections, with levels less than 3% in some years. For Representative Assembly (RA) representative positions over the past 17 years, an average of 78% of positions had a single candidate, no candidate, or required appointment as a quorum of votes from states was not achieved. In 54% of elections held during the same time frame, a single candidate or appointment was also required for the selection of commission chairs (Commission on Continuing Competence and Professional Development, Commission on Education, Ethics Commission, and Commission on Practice).

### **Do the proposed Bylaws change the process for electing members of the Board of Directors?**

The proposed Bylaws do **not** change the process for determining Officers or Directors. This remains a multi-candidate election process. One addition to the slate of general elections is the Chairperson of the Representative Assembly (RA), who will now be elected by the full voting membership rather than members of the RA only.

### **Why is AOTA moving to a single candidate slate for committee and commission leadership?**

The Governance Enhancement Task Force based this recommendation on the voting history of AOTA, the trend that many positions were already a single candidate, and research on the experience and outcomes from other associations using this approach.

AOTA is among the few associations that elect chairpersons of governance bodies other than the Board of Directors. Research from the American Society of Association Executive (ASAE), an association representing more than 5,700 organizations, indicated that in 2019 more than 55% of professional associations had moved to a single candidate slate for open positions on their Board of Directors. By 2021, it appears this is at or above 60% of associations. Many associations moved to this approach due to low member voting and more importantly, to assure greater diversity of the Board by balancing the demographic, professional, and personal backgrounds and perspectives. Many associations report a greater balance on their boards and an increased interest among members from diverse backgrounds to be considered for positions.

The proposed bylaws only use a single candidate slate for the chairpersons for Commissions and Committees, the Representative Assembly (RA) Vice Chairperson, and for all members of the Volunteer Development Committee (VDC).

### **What does a single candidate slate mean?**

A single candidate slate means that the Volunteer Development Committee (VDC) will recommend the single most qualified candidate from amongst all nominees for each open position. The VDC will develop and use a competency and diversity-based rubric to review candidates and will include interviews and other holistic approaches to make a selection. The slate will be presented to AOTA voting members for approval.

### **What if I do not believe the slated candidate is the best choice for the position?**

The proposed bylaws allow all members to respond to the single candidate slate by requesting an additional candidate(s) through a petition process. After the slate is announced, members will have 30 days to submit a petition supported by at least 100 members recommending an additional candidate. The Volunteer Development Committee (VDC) will review this submission to assure eligibility. This, in turn, will place the position on the ballot for a competitive election.

### **How are single candidates and appointments handled under the current bylaws?**

Currently, there is no mechanism for members to have any response to a single candidate for chairpersons, or Representative Assembly (RA) representatives. In cases where an appointment is required, the appointment is made by the President or RA Speaker.

### **What other ways can members have input into the selection of volunteer leaders?**

There are multiple ways for members to have input into the nomination and election/selection of volunteer leaders, including: nominating yourself or other colleagues for a position; volunteering to serve on the Volunteer Development Committee (VDC); and/or responding to the announced single slate of candidates through petition to add a name(s) if you feel there is a more qualified candidate.

### **How do we know the Volunteer Development Committee (VDC) will select the best candidate for each position?**

Most associations charge the nomination process to a governance body. In AOTA today, this is the Volunteer Leadership Development Committee (VLDC), which is proposed to be renamed the Volunteer Development Committee (VDC). In some associations this is called a Nominating Committee. The organization also creates policies and processes that guide the work of this important committee. These latter steps will be prioritized as part of the development of policies and procedures, upon approval of the proposed Bylaws, and will improve the clarity, consistency, and inclusivity of qualifications across all governance bodies. The proposed bylaws allow members to approve a slate for **all** VDC members to ensure the level and diversity of experience to implement this role effectively. Currently, only the Chairperson of the VLDC is elected by members. Other VLDC members are appointed by the VLDC Chairperson, following Board approval. To ensure greater transparency, a special task force will be appointed to consider and select candidates for the VDC, and to prevent the committee from selecting its own future members.

## **Board of Directors**

### **Why are the positions of Secretary and Treasurer on the Board of Directors being combined in the proposed Bylaws?**

The functions of the Secretary in associations have changed over the past decade, with many functions replaced by technology and/or assigned to staff. This includes providing notices of meetings, and recording attendance and quorum. Further, most associations assign taking minutes to staff or legal counsel so that every board member can engage in the discussions of the Board.

**Will combining the Secretary and Treasurer positions reduce the size of the Board of Directors?**

No. The proposed Bylaws add the Chairperson of the DEI Committee as a full voting member of the Board.

**The proposed Bylaws make the President-Elect a voting member? Why isn't this a voting position now?**

It is unclear why the President-Elect currently is not a voting member of the Board. AOTA is one of the only associations where President Elect does not vote. There is no basis in the law or other rationale.

**Why do the Bylaws propose an Executive Committee? What are examples of emergency situations?**

AOTA is one of the only associations that does not include an Executive Committee empowered to make operational decisions in emergency situations and/or when the full Board cannot meet to take action. Examples of emergency situations include cancellation of the annual conference in 2020 one week in advance of the event and the need for allocation of funds to cover expenses resulting from the cancellation, and flood damage to AOTA offices requiring emergency response.

**Who serves on the Executive Committee?**

The Executive Committee includes the President, Vice President, Secretary/Treasurer, President-Elect, and Chief Executive Officer (non-voting).

**What are the checks and balances on actions by the Executive Committee?**

The actions of the Executive Committee must be reported to the Board of Directors in a timely manner. Executive Committee decisions will be included in the minutes of the Board. The Board may overturn any decision made by the Executive Committee. The Executive Committee **cannot** change any decision made by the Board.

**Representative Assembly**

**Do the proposed Bylaws lessen the role of the Representative Assembly (RA)?**

No. The proposed Bylaws expand the work of the RA to include actively looking at emerging trends and issues that may have a positive or negative future impact on Occupational Therapy **in addition** to their role in overseeing professional issues and standards.

**Why is the Representative Assembly (RA) moving from representation by state to another model?**

The recommendation in the proposed Bylaws is to move from representation by state to a model that includes more diverse factors such as practice setting, specialty areas, race, ethnicity, gender identification, sexual orientation, lived experiences, rural/urban/suburban location, geographic distribution, and other factors. Personal and professional diversity is important to the RA's role in reviewing professional issues and standards, and also important to its new future-oriented work.

The Affiliated State Association Presidents (ASAP), the body of State Association Presidents, will be part of the new RA structure. More importantly, the RA will be able to call upon state associations as a vital source of input into the work of the RA.

**Why is the size of the Representative Assembly (RA) being reduced? Won't this reduce leadership development opportunities for members?**

The proposed Bylaws reduce the size of the RA to a group of 25 **core** members from its current size of 72. This group of 25 will function as a core coordinating or management group, with the ability to create special task forces or subcommittees of members with expertise and interest in the topics under consideration by the RA. Thus, the number of members involved with the RA annually may be several times larger than the 25-member core group. This more focused and shorter duration approach to volunteering is designed to engage more practitioners in the vital work of the RA.

The selection of 25 for the core group was based on researching the ideal size for group dynamics, while still supporting and ensuring wide diversity among members.

**How were changes to the Representative Assembly (RA) determined?**

The proposed changes to the RA were developed by a special task force that included the RA leadership and other members representing diverse backgrounds and perspectives. The task force reviewed the history of RA elections and appointments, input

from RA members and members in general, and input from state associations. The group also carefully considered the importance of future-focused work to AOTA and the profession, the opportunity for the RA to contribute to this work, and what perspectives and competencies will be essential to do foresight work effectively. The task force also considered input from practitioners about interest in volunteering or shorter duration efforts related to their professional work.

#### **Why are we still calling this a Representative Assembly (RA)?**

The RA Task Force considered whether a name change was needed with the new RA model. They chose to keep the current name noting that while the composition of the RA will not be based on state geography, the core group of the RA and all subgroups to be created will represent many aspects and perspectives of the profession and our membership.

#### **Will the Representative Assembly (RA) Speaker (to be renamed Chairperson) remain on the Board of Directors?**

The RA Chairperson will remain on the AOTA Board with a vote. Further, as a Board member, the RA Chairperson will be elected by the full membership in contrast to being elected by only the RA members as outlined in the current Bylaws.

#### **Why will Representative Assembly (RA) members be appointed rather than elected?**

The proposed Bylaws include a competitive slate and election of the RA Chairperson by the full voting membership. The Vice Chairperson will be slated by the Volunteer Development Committee (VDC). Other members of the RA will be appointed to achieve as much diversity of personal and professional dimensions as possible.

### **Committees, Commissions, and Affiliated Groups**

#### **What is the significance of including the Diversity, Equity, and Inclusion (DEI) Committee as a standing committee in the Bylaws?**

The Board of Directors approved the DEI Committee in June 2021, and the first committee was appointed in September 2021. However, the proposed Bylaws identify the DEI Committee as a **standing committee** in AOTA's key governance document. This affirms AOTA's commitment to upholding and pursuing diversity, equity, and inclusion in all aspects of the organization's work and upholding the principles contained in Vision 2025. The proposed Bylaws also include the Chairperson of the DEI Committee as a voting member of the Board.

#### **Why do the proposed Bylaws have commissions reporting to the Board and not to the RA?**

The Education Commission, Ethics Commission, and Practice Commission play vital roles related to professional issues and standards, and can play even greater roles in contributing to the knowledge, products, and services of AOTA as overseen by the Board of Directors. The change in having these groups report to the Board reflects this expanded opportunity. As the fiduciary body of AOTA, all commissions, committees, and task forces are accountable to the Board of Directors.

#### **Will the commissions still support the work of the Representative Assembly (RA)?**

The commissions and committees will continue working closely with and supporting the RA. The governance model is a collaborative model that is intended to effectively use and share the expertise and capabilities among all governance bodies.

#### **The proposed Bylaws do not mention the Affiliated State Association Presidents (ASAP) or state associations. What is the role of state associations going forward?**

The state associations are separately incorporated organizations and a vital resource for grassroots efforts and connections. AOTA is working closely with ASAP, the body representing state associations, in developing stronger partnerships and collaborations.

The proposed Bylaws do not list state associations as part of our governance based on their separate incorporation status. However, the state associations and ASAP are viewed as vital to AOTA's efforts, providing important information about issues and opportunities and offering an opportunity to connect with members and non-members in the states on issues and directions. ASAP will be more actively involved in AOTA's strategic planning and will be part of the Representative Assembly's (RA's) geographic outreach.

#### **The Bylaws do not mention the Special Interest Sections (SISs) or the SIS Council (SISC). What is the role of the SISs going forward?**

The SISs are important sources for member connection and a resource for knowledge and content. AOTA is working with the SISC to strengthen the SISs, build member engagement, and increase SIS involvement in creating knowledge-based products. The SISs and SISC do not have a direct governance function, but they offer important views and perspectives contributing to AOTA's strategy and future thinking work. Thus, the SISC will be a vital resource to the Board, RA, and other governance bodies.