



BYLAWS

ARTICLE I - NAME/OFFICES, MISSION, VISION

SECTION 1. NAME/OFFICES

The name of the Organization shall be the American Society of Hand Therapists referred to hereafter as ASHT or the Society. ASHT is a non-profit organization organized under the laws of the State of Pennsylvania. ASHT shall have and continuously maintain a registered office and a registered agent in the state of Pennsylvania, and may have such other offices within or without the state of Pennsylvania as the Board of Directors may from time to time determine.

SECTION 2. MISSION

The mission of the American Society of Hand Therapists is to build and support the community for professionals dedicated to the excellence of hand therapy

To achieve this mission ASHT will:

- (a) Encourage member involvement.
- (b) Strive for excellence in the profession.
- (c) Ensure the viability and stability of the Society.
- (d) Impact public factors.

SECTION 3. VISION

The vision of the American Society of Hand Therapists is to be the recognized leader in advancing the science and practice of hand therapy through education, advocacy, research and clinical standards.

ARTICLE II – MEMBERSHIP

SECTION 1. MEMBERSHIP DEFINITION

ASHT shall have five (5) categories of membership: Active, Associate, Affiliate, Honorary, or Student Membership.

- (a) An Active Member shall have been a continuous Active or Associate member of the Society prior to January 1, 1991; or shall be a certified hand therapist.
- (b) An Associate Member shall have been an Affiliate member of the Society prior to January 1, 1991, or shall be a registered or licensed occupational or physical therapist or foreign-trained therapist.

- (c) An Affiliate Member shall be a registered or licensed occupational or physical therapy assistant.
- (d) Honorary members shall be individuals whom the Society deems worthy of special honor because of notable contributions or because of long activity in the interests of the Society. Nomination for Honorary Membership may be submitted according to the procedural guidelines of ASHT.
- (e) Student Members shall be individuals who are enrolled full time in a basic entry level occupational therapy or physical therapy program or who are full time students in a post professional doctoral program.

SECTION 2. MEMBERSHIP DESIGNATION

Active or Associate members may be designated as Lifetime, Founding, Charter Active or Charter Associate members if they meet the below criteria. An Active or Associate Member with a membership designation shall have the same rights and benefits as Active and Associate members defined in Article II Section 3.

- (a) Lifetime members shall be individuals awarded such honor per policies and procedures of ASHT.
- (b) Founding members are those individuals that founded ASHT.
- (c) Charter members are those individuals who initially became members of the Society prior to January 1, 1991. Charter members are classified into two categories: Charter Active members and Charter Associate members.

SECTION 3. OBLIGATION OF MEMBERS

All members shall abide by these bylaws and the policies of ASHT. It is ASHT's intent that members are expected to attend conferences on a regular basis and to participate in the work of the Society. It is ASHT's intent to have members involved on an ongoing basis in any or all of the following activities as further defined by the Society's policy. Members should contribute to ASHT's publications, respond to the Society's communications and exchange information with other members. Members shall meet the financial obligations associated with ASHT's membership.

- (a) Active Members may hold elective office, participate on and chair committees.
- (b) Associate Members may serve as committee members but may not hold elective office or chair committees.
- (c) Affiliate Members may serve as committee members but may not hold elective office or chair committees.
- (d) Honorary members may be invited to participate in ASHT activities but may not hold elective office or chair committees.
- (e) Student members may be invited to participate in ASHT activities but may not hold elective office or chair committees.

SECTION 4. VOTING

Active members shall be entitled to vote in all matters coming before the membership. Associate members are entitled to vote for Board Member-at-Large representation only. No other class of membership is entitled to vote.

SECTION 5. RESIGNATION

Members may resign from ASHT at any time. Resignation does not relieve the member from meeting prior financial obligations. A member who resigns, is suspended or whose membership is otherwise terminated, is not entitled to any pro-rata refund of dues paid. If a resigned member decides to rejoin the Society, he/she must meet any outstanding financial obligations.

SECTION 6. DISCIPLINARY ACTION

(a) Definition

Members of the Society may be censured or suspended for:

- (i) Failure to comply with the Bylaws or code of ethics of the Society.
- (ii) Unlawful conduct, or unethical conduct according to the ASHT code of ethics
- (iii) Suspension or revocation of license, registration to practice, or hand therapy certification.
- (iv) Unauthorized use of the Society's name, logos on stationery, publications, brochures, advertisements or in any other manner.
- (v) Securing membership by falsification of information.

(b) Procedure

Due process will be given to each incident according to procedures established by the Board of Directors.

(c) Reinstatement

Application for reinstatement of membership in the case of a membership that has been terminated must include assurance that the cause for membership loss has been remedied, payment of obligations to ASHT incurred before termination have been met, and the former member qualifies under the current membership requirements.

(d) Appeals Process

Decision of the Board of Directors may be appealed by the member to a panel of three (3) former Board Members appointed by the Board of Directors.

SECTION 7. USE OF ASHT LOGOS

All uses of the ASHT logos shall conform with the guidelines adopted by the Board of Directors.

SECTION 8. DUES

The annual dues for each class of member of ASHT, the time for paying such dues and other fees, if any, shall be determined periodically by the Board of Directors with the exception of Honorary and Lifetime Members who pay no dues.

ARTICLE III - BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

SECTION 1. COMPOSITION

(a) Board of Directors

The Board of Directors shall consist of the following ten (10) individuals:

- (i) President
- (ii) President-Elect
- (iii) Vice President
- (iv) Secretary/Treasurer
- (v) Secretary/Treasurer-Elect
- (vi) Immediate Past President
- (vii) Three (3) Board Members-at-Large
- (viii) Executive Director, Liaison to the Board (non-voting position)

(b) **Executive Committee**

The Executive Committee shall consist of the following seven (7) individuals:

- (i) President
- (ii) President-Elect
- (iii) Vice President
- (iv) Secretary/Treasurer
- (v) Secretary/Treasurer-Elect
- (vi) Immediate Past President
- (vii) Executive Director, Liaison to the Executive Committee (non-voting position)

SECTION 2. GENERAL AUTHORITY AND DUTIES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

(a) **Board of Directors**

All ASHT powers shall be exercised by the Board of Directors, except as otherwise expressly provided by law, or by the Certificate of Incorporation.

Authority

- (i) Develop ASHT policies.
- (ii) Oversee the annual dues, registration fees and other assessments and charges for ASHT services and products.
- (iii) Approve annual ASHT budget, the budget exceptions of ASHT, and any activity directly funded by ASHT.
- (iv) Conduct business as necessary to meet ASHT's objectives, including voting on Society business.
- (v) Contract for such professional services as it deems necessary to support the proper functioning of ASHT including the designation of an accountant for annual audits.
- (vi) Approve use of ASHT logos and identity.
- (vii) Retain management and staff services as needed to assist in the day-to-day business and financial operations of ASHT.

Duties

- (i) Review financial matters related to the Society.
- (ii) Prepare and recommend fiscal plans for the Society.
- (iii) Lead the Society in a Strategic direction.
- (iv) Abide by the attendance requirement in the Policy Manual.

(b) **Executive Committee**

The Executive Committee shall act on behalf of the Board of Directors as necessary, between official Board meetings. All actions taken by the Executive Committee must be reported to the Board of Directors.

SECTION 3. IN PERSON MEETINGS

The Board of Directors shall conduct at least one business meeting annually, at the same place, and in conjunction with, the Annual Meeting of ASHT. Additional meetings may be called by the Board of Directors throughout the year.

SECTION 4. BUSINESS OUTSIDE OF IN PERSON MEETINGS

The Board of Directors may meet by teleconference or other electronic means permitted by applicable law. The Board of Directors may take action without meeting if consent in writing is signed by all Board Members entitled to vote.

SECTION 5. QUORUM

A majority of the total membership of the Board which constitutes a ratio of 5:3 or 60%

shall constitute a quorum at a regular or special meeting of the Board of Directors.

SECTION 7. TERMS OF OFFICE FOR BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

- (a) A term of office shall begin on January 1st and shall terminate on December 31st, or if no successor has been elected, until a successor is elected and installed.
- (b) Effective January 1,2016, (or earlier if all board members agree) the term of office for the board of directors, executive committee and all ASHT divisions and committees and other volunteer officers will terminate at the annual business meeting held during the ASHT annual meeting. Thereafter the terms of the board of directors, executive committee and all ASHT divisions and committees will begin at the annual business meeting held during the Society's annual meeting and terminate at the annual business meeting held at the Society's annual meeting in the year immediately following.
- (c) No member may be re-elected to serve two consecutive terms in the same office.
- (d) Board Members-at-Large shall be elected on alternative years for two year terms.

SECTION 8. VACANCIES

- (a) In the event of the vacancy in any office, except the office of President, President-Elect or Secretary/Treasurer, the remaining Board Members shall elect a replacement to serve the unexpired term. The President-Elect shall immediately assume the office of President if it becomes vacant for the balance of the term and serve as President for the term he/she was elected. The Vice President shall immediately assume the office of President-Elect if it becomes vacant for the balance of the term and serve as President-Elect for the term he/she was elected. The Secretary/Treasurer-Elect shall immediately assume the office of Secretary/Treasurer if it becomes vacant for the balance of the term and serve as Secretary/Treasurer for the term he/she was elected.
- (b) An officer who has served more than one-half of a term of office shall be considered to have served a full term.

SECTION 9. RESIGNATION OR REMOVAL

- (a) **Resignation**
Any Board Member may resign at any time upon submission of written resignation to the President (or designated Board Member). The resignation may take effect immediately or at a later date as specified in the letter of resignation.
- (b) **Removal**
Any member of the Board of Directors may be removed upon a majority vote of the Board of Directors for reasons specified under applicable law, for demonstrated unwillingness or inability to perform the requirements of the role, or for actual or potential damage to the goodwill of ASHT. A Board Member being considered for removal shall be so advised by the President (or designated Board Member) in writing at least ten (10) days prior to the Board Meeting at which the question of removal is to be addressed. The Board Member shall be given the opportunity to present reasons against removal, either in writing or in person, prior to any Board vote on the question.
- (c) **Right to Appeal**
Decision of the Board of Directors may be appealed by the Board Member to a panel of three (3) former Board Members appointed by the Board of Directors.

ARTICLE IV - OFFICER QUALIFICATIONS/DUTIES

The criteria of qualification for nomination to office is as follows:

All of the nominees for Vice President and Secretary/Treasurer-Elect should have served as an elected officer or Division Director within the past two (2) years. The Vice President, Secretary/Treasurer-Elect and Board Members-at-Large must have been Active Members for at least four (4) consecutive years immediately prior to the election in question.

Regular email access is a requirement for accepting a nomination for a Board position. Board members are expected to check and respond to board-related email promptly, preferably every one to two days.

The primary duties of the officers shall include, but are not limited to, those listed below and further detailed in the Board-approved Policy Manual.

(a) **The President shall:**

- (i) Chair the Executive Committee.
- (ii) Preside at all meetings of the Society and the Board.
- (iii) Review all qualifying Division Director and Task Force candidates and submit proposed appointments for board vote and approval unless otherwise indicated by these Bylaws.
- (iv) Ensure all division, committee and Task Force appointments are submitted to and approved by the Board.
- (v) Be an ex-officio member of all Committees with the exception of the Nominations Committee.
- (vi) Have the power to sign all written obligations of the Society as approved by the Board unless otherwise indicated by the Policy Manual
- (vii) Present an Annual Report regarding the activities of the Society.
- (viii) Work with the President-Elect and Executive Director to oversee strategic planning.
- (ix) Be empowered to act on behalf of the Society in the event of a contingency not covered by these Bylaws.

(b) **The President-Elect shall:**

- (i) Preside at meetings of the Society and Board in the absence of the President or upon request of the President.
- (ii) Assume the duties of the President in the event of vacancy in the office of President.
- (iii) Succeed to the Presidency at the close of the year following his/her term as President-Elect.
- (iv) Serve on the Executive Committee
- (v) Assist the President to oversee strategic planning.
- (vi) Serve on the Finance Committee.

(c) **The Vice-President shall:**

- (i) Preside in the absence of the President and President-Elect.
- (ii) Assume Presidential duties in the absence of the President and President-Elect.
- (iii) Assume President-Elect duties in the event of a vacancy in the office of President-Elect.
- (iv) Serve on the Executive Committee.
- (v) Automatically succeed to President-Elect at the close of the year following his/her election to the office of Vice President and then

automatically succeed to President at the close of the year following his/her succession to the office of President-Elect.

- (vi) Oversee other areas as may be designated by the Board.
- (vii) Serve on the Finance Committee

(d) **The Secretary/Treasurer shall:**

- (i) Review the record of the proceedings of all Board and Annual Business Meetings.
- (ii) Oversee the Standard Operating Procedures and Policy Manual for the Society.
- (iii) Determine if a quorum is present at the Board of Directors meetings and Annual Business Meeting.
- (iv) Be responsible for the conduct of the financial affairs of the Society.
- (v) Serve as Chair of the Finance Committee
- (vi) Have all Society finances reviewed each year by an outside auditor.
- (vii) Serve as an ex-officio member of any special Committee or Task Force concerned with Society finances.
- (viii) With the Executive Committee ensure that the Board-approved Annual Budget reflects at least a balance of revenues and expenses in ASHT operations.
- (ix) Serve on the Executive Committee.

(e) **The Secretary/Treasurer-Elect shall:**

- (i) Be responsible for assisting the Secretary/Treasurer in the financial and recording affairs of the Society.
- (ii) Serve on the Finance Committee
- (iii) Assume the duties of the Secretary/Treasurer at meetings of the Society and Board in the absence of or upon request of the Secretary/Treasurer.
- (iv) Assume the duties of Secretary/Treasurer in the event of incapacity of the Secretary/Treasurer.
- (v) Serve on the Executive Committee.

(f) **The Immediate Past President shall:**

- (i) Advise the President and Board on activities of the Society.
- (ii) Chair the Nominations Committee.
- (iii) Chair the Disciplinary Action Committee.
- (iv) Serve on the Executive Committee.

(g) **The Board Members-at-Large shall:**

- (i) Receive and fulfill assignments requested by the President and/or the Board of Directors.
- (ii) Represent the needs of all members of the Society.

(h) The Executive Director, Liaison to the Board, shall:

- (i) Be responsible for the overall management and operations of the Society.
- (ii) Serve as the liaison between the Board and staff.

ARTICLE V - ORGANIZATION

ASHT shall be organized into Divisions, Committees, Task Forces, and State or Regional Chapters for the purpose of conducting the affairs of ASHT and fulfilling its purposes.

SECTION 1. DIVISIONS

Divisions are established by the Board as needed to accomplish ASHT's mission and strategic plan goals.

- (a) **Purpose**
To coordinate the objectives, communication and activities of Committees and other sub-groups as determined by the Board of Directors.
- (b) **Administration**
 - (i) Each Division shall be managed by a Division Director appointed by the President, with approval of the Board of Directors.
 - (ii) Each Division Director shall serve one two-year term.
- (c) **Division Director Duties**
 - (i) To supervise and manage Division charges and activities.
 - (ii) To receive and disperse information related to Division activities to the Board.
 - (iii) See Policy Manual for full position description.

SECTION 2. COMMITTEES

ASHT's Standing Committees include the Annual Meeting, Executive, Finance, Awards, Nominations and Disciplinary Action Committees.

- (a) **Purpose**
 - (i) To do the work of the Society in a specific area, as charged.
 - (ii) To afford members the opportunity to become involved in the work of the Society.
 - (iii) See Policy Manual for composition and functions of each Committee.
- (b) **Administration**
Each Committee shall be managed by a Chair.
 - (i) Following a call for nominations, the Division Director responsible for the Committee will review all candidates and submit recommended appointments to the Board of Directors for approval.
 - (ii) Committee Chairs shall each serve one two (2) year term. In some circumstances a committee member may be asked to serve an additional year to achieve a uniform rotation of committee members,

SECTION 3. TASK FORCES

The Board of Directors shall appoint Task Forces as needed to aid and assist in the management of ASHT business.

- (a) **Administration**
 - (i) Individuals appointed to Task Forces shall continue as Task Force members until the termination of the project.
 - (ii) Except as otherwise provided in these Bylaws, all Task Forces shall submit their reports and recommendations to the President and Board of Directors.

SECTION 4. STATE OR REGIONAL CHAPTERS

- (a) **Designation**
Members of ASHT residing or doing business in a state or region may elect to establish a State or Regional Chapter of ASHT. ASHT may recognize the existence of such State or Regional Chapter in accordance with ASHT Board-approved Policy Manual, provided that:
 - (i) The purposes and activities of the State or Regional Chapter are supportive of, and consistent with, the purposes and activities of ASHT.

- (ii) State or Regional Chapters shall be separately incorporated.

(b) **Rights and Obligations**

Neither the State or Regional Chapters nor their members shall have any interest in, or control over, any of the affairs or property of ASHT, beyond that otherwise existing by virtue of ASHT membership. ASHT shall have no control over the affairs and activities of any State or Regional Chapter, except that the ASHT Board of Directors shall have the authority to revoke a State or Regional Chapter's designation as set forth in the State or Regional Chapter charter. The Society shall not be liable for any debt or obligation of any State or Regional Chapter, nor shall any State or Regional Chapter be liable for any debt or obligation of ASHT. The State or Regional Chapter shall not enter into any obligations which purport to bind ASHT, or speak on behalf of ASHT, without the express written approval of ASHT. See Policy Manual for full obligations.

ARTICLE VI - NOMINATIONS AND ELECTIONS

SECTION 1. VOTING PRIVILEGES

The voting members of ASHT shall annually be provided opportunity to elect Board members as outlined in these Bylaws.

- (a) Active Members, Lifetime Members, Founding Members, and Charter Members may vote on all elective offices.
- (b) Associate Members may vote on Board Member at Large representation only.

SECTION 2. NOMINATIONS ELECTION PROCEDURES

- (i) Eligible positions shall be elected by mail or e-mail ballot by a majority of votes cast by voting members.
- (ii) The Nominations Committee shall prepare a ballot for election of officers to the Society.
- (iii) Ballots shall be mailed or electronically distributed to all voting members of the Society.
- (iv) Ballots shall state the deadline date for the postmark of the ballot and the address to which the ballot shall be returned.

ARTICLE VII – MEETINGS OF THE MEMBERS

SECTION 1. ANNUAL BUSINESS MEETING

- (a) An Annual Business Meeting of the members of the Society shall be held at a time and place designated by the Board, consistent with the Annual Meeting.
- (b) The Annual Business Meeting shall be open to all members of the Society and to non-members by recommendation of the President and approval by majority vote of the members in attendance.
- (c) Only Active members may vote.

SECTION 2. SPECIAL BUSINESS MEETINGS

Special meetings may be called by the Board with notice sent by mail or electronic means to Active Members at least thirty (30) days prior to the date of the meeting. Business to be transacted at any special meeting shall be stated in the notice.

SECTION 3. QUORUM

Ten percent (10%) of all Active Members or 100 Active Members (whichever is less), credentialed in accordance with the Policy Manual approved by the Board of Directors, shall constitute a quorum at any membership meeting or for any mail or electronic vote.

ARTICLE VIII - FISCAL YEAR

The fiscal year of ASHT shall be determined by the Board of Directors.

ARTICLE IX - PARLIAMENTARY AUTHORITY

The current edition of *Roberts Rules of Order Newly Revised* shall govern all proceedings of ASHT in which they do not conflict with ASHT Bylaws or Special Rules.

ARTICLE X - AMENDMENTS & RESOLUTIONS

SECTION 1. AMENDMENTS

- (a) Amendments may be proposed by any member of the Society. These amendments must be in writing, signed by three members and submitted to the Board of Directors.
- (b) Amendments may be proposed by the Board of Directors in accord with its annual review of these Bylaws.
- (c) The Bylaws may be amended by:
 - (i) A two-thirds vote (of the quorum of 100 Active Members present) at the Annual Business Meeting provided written or electronic notice of the proposed changes has been made available to members at least thirty (30) days prior to the Annual Meeting, or
 - (ii) Unanimous vote at the Annual Business Meeting for amendments not made available to members prior to the Annual Business Meeting, or
 - (iii) A majority vote by mail or electronic vote.

SECTION 2. RESOLUTIONS

A resolution is a means for establishing policies for the Society and shall not conflict with existing laws, nor require a Bylaws change.

- (a) A member may submit a resolution to the Board in written or electronic form.
- (b) A resolution is approved and becomes binding with a majority vote.

ARTICLE XI - INDEMNIFICATION, DISCLAIMER AND INSURANCE

SECTION 1. INDEMNIFICATION OF OFFICERS AND DIRECTORS

In accordance with and to the extent permitted by law, each Board Member and Officer shall be indemnified by the Society against any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a Director or Officer of the Society, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred. Each Officer and Director shall be indemnified except in cases in which the Officer or Director is verifiably

guilty of malfeasance or misfeasance in his duties. Indemnification shall not be exclusive of other rights to which a Director or Officer may be entitled.

SECTION 2. DIRECTORS AND OFFICERS INSURANCE/GENERAL LIABILITY COVERAGE

ASHT is required to purchase liability insurance to protect the Officers, Directors, Division Directors and members, Committee members, Task Force members and staff.

ARTICLE XII – DISSOLUTION

In the event of dissolution or final liquidation of the Society, pursuant to the Articles of Incorporation, all assets remaining after payment of its obligations have been met or provided for shall be distributed to and among qualified scientific, educational or philanthropic organizations selected by a two-thirds vote of the Board of Directors.