

## **ARTICLE 1 – NAME/OFFICES**

The name of the Corporation shall be the \_\_\_\_\_ Charter Chapter of the American Society of Hand Therapists (herein referred to as the “Corporation”). The Corporation is a non-profit corporation organized under the laws of the State of \_\_\_\_\_ and (the “Corporation”) shall have and continuously maintain a registered office and a registered agent in the State of, \_\_\_\_\_ and may have such other offices within or without the state of \_\_\_\_\_ as the Board of Directors may from time to time determine.

## **ARTICLE 2 – MISSION**

The mission of the Corporation is charitable, educational and scientific, as defined in Section 501(c)(3) of the Internal Revenue Code, including but not limited to the promotion of education, research and advancement of science in the field of hand therapy. The Corporation intends to fulfill its mission through communication, education, research and the establishment of clinical standards.

## **ARTICLE 3 – MEMBERSHIP**

### **3.0 Membership Definition**

It is recommended that a charter member be a member of the American Society of Hand Therapists. Membership, in ASHT however is not mandatory.

3.0.1 Members should be a registered/licensed Occupational or Physical therapist or an assistant.

3.0.2 Board officers need to be active members in the American Society of Hand Therapists (as ASHT defines an “active” member).

3.0.3 Active members do not need to reside in the state of the named corporation.

### **3.1 Application for Membership**

Requests for membership shall be made by submitting a written membership application to the Corporation which will be processed under criteria and procedures established by the Board of Directors. The Corporation shall create its own membership application.

### **3.2 Rights & Obligations of Members**

All members shall abide by these bylaws and the policies of the Corporation. Members are expected to attend the Corporation’s meetings/seminars on a regular basis and to participate in the work of the Corporation and the Society. Members should endeavor to contribute to the educational activities of the Corporation. Members shall meet the financial obligations associated with the membership in the Corporation.

3.2.1 Active members may vote and participate on committees

3.2.2 Only active members in ASHT (as ASHT defines an active member) may hold elective office and chair committees in the corporation.

### **3.3 Voting**

An Active member shall be entitled to one vote in all matters coming before the membership.

### **3.4 Resignation**

Members may resign from the Corporation at any time by giving written notice to the Membership Chair. Resignation does not relieve the member from meeting financial obligations incurred prior to the date of resignation.

### **3.5 Disciplinary Action**

The Board of Directors by an affirmative vote of two-thirds of all the Board members may discipline a member for cause after an appropriate hearing.

#### **3.5.1 Procedure**

Due process will be afforded according to procedures established by the Board of Directors.

#### **3.5.2 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 the Corporation incurred before termination have been made, and the former member qualifies under the current membership requirements.

### **3.6 Use of ASHT logo**

All uses of the ASHT logo shall conform with the guidelines adopted by the Corporation's Board of Directors and policies promulgated by ASHT. The Corporation may use the ASHT logo on its correspondence, meeting announcements and chapter stationary, etc., so long as the color or design does not vary from that of ASHT and that the document clearly reflects the Corporation's title and they maintain good charter status with ASHT

### **3.7 Dues**

The annual dues for members of the Corporation, the time for paying such dues and other fees, if any, shall be determined periodically by the Corporation's Board of Directors.

## **ARTICLE 4 – BOARD OF DIRECTORS**

### **4.0 Board of Directors Composition**

The Board of Directors will consist of four (4) persons, including the following:

- President
- Vice President
- Treasurer
- Secretary

The term of a Director shall be one year (to coincide with his or her service as an officer) and until his or her successor has qualified. Directors need not be residents of the state of incorporation.

#### **4.1 General Powers and Duties**

The Corporation's powers shall be exercised and its affairs managed by the Board of Directors, except as otherwise expressly provided by law or by the Certificate of Incorporation or by these bylaws or as delegated by the Board.

Powers of the Board of Directors include:

- 4.1.1.** Development, determination, and execution of the Corporation's policy consistent with ASHT policy.
- 4.1.2.** Interpretation and implementation of decisions of the members, and of the Board of Directors.
- 4.1.3.** Establishing annual dues, registration fees and other assessments and charges.
- 4.1.4.** Approval of the Corporation's annual budget, the budget exceptions, and any activity directly funded by the Corporation.
- 4.1.5.** Conduct of business as necessary to meet the objectives of ASHT and the Corporation.
- 4.1.6.** Contracting for such professional services as it deems necessary to support the proper functioning of the Corporation including the designation of an accountant for annual reports.

#### **4.2 Meetings**

The Corporation shall designate one of its Directors to attend the Charter state luncheon at the ASHT annual meeting to represent the Corporation.

#### **4.3 Business Outside of Meetings**

Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

Unless specifically prohibited by the Articles of Incorporation, members of the Board of Directors or any committees may participate in and act at any meeting of such Board or committee through use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

#### **4.4 Quorum**

A majority of the Directors shall constitute a quorum at a regular or special meeting of the Board of Directors. The act of majority of the Directors present at

a meeting at which a quorum is present shall be the act of the Board of Directors except where otherwise provided by law or these bylaws.

#### **4.5 Resignation or Removal**

##### **4.5.1. Resignation**

Any Board member may resign at any time upon submittal of written resignation to the President or the Vice President. The resignation may take effect immediately or at a later date as specified in the letter of resignation.

##### **4.5.2. Removal**

Any member of the Board of Directors may be removed for just cause, upon a 2/3 vote of the members entitled to vote. A Board member being considered for removal shall be so advised by the President in writing at least 10 days prior to the membership 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 vote on the question.

### **ARTICLE 5 – OFFICER & OFFICER’S DUTIES**

The primary duties of the officers shall include, not be limited to, those listed below and further detailed in Board-approved organizational policy.

The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer. Only active members of ASHT shall serve as President, Vice President, Secretary and Treasurer and only in one office at a time.

#### **5.0 The President shall:**

- 5.0.1** Be the Executive Officer of the Corporation
- 5.0.2** Preside at all meetings of the Corporation and the Board
- 5.0.3** Appoint, with the approval of the Board, all special committee chairmen or liaisons thereof and all standing committee chairmen unless otherwise indicated by these bylaws.
- 5.0.4** Have the power to sign all written obligations of the Corporation as approved by the Board.
- 5.0.5** Be empowered to act for the Corporation in the event of any contingency not covered by these Bylaws.
- 5.0.6** Serve on the Board of Directors.

#### **5.1 The Vice-President shall:**

- 5.1.1.** Preside in the absence of the President.
- 5.1.2.** Discharge presidential duties in the absence of the President
- 5.1.3.** Serve on the Board of Directors.

- 5.2** The Secretary shall:
- 5.2.1.** Prepare a record of the proceedings of all Board and Annual Business meetings.
  - 5.2.2.** Determine if a quorum is present at Board and Annual Business meetings.
  - 5.2.3.** Serve on the Board of Directors.
- 5.3** The Treasurer shall:
- 5.3.1** Be responsible for the conduct of the financial affairs of the Corporation.
  - 5.3.2.** Have all the Corporation's finances reviewed each year by an outside auditor.
  - 5.3.3.** Serve as an ex-officio member of any special committee or task force concerned with the Corporation's finances.
  - 5.3.4.** The Treasurer shall assure that the Board-approved Annual Budget reflects at least a balance of revenues and expenses in Corporation operations.
  - 5.3.5.** Serve on the Board of Directors.
- 5.4** **Terms of Office**
- 5.4.1** A term of office shall begin on January 1<sup>st</sup> and shall terminate on December 31<sup>st</sup>, or if no successor has been elected, until a successor is elected and installed.
  - 5.4.2** Officers may be re-elected to serve consecutive terms in the same office however, for not more than three (3) consecutive terms unless no other candidates come forth.
- 5.5** **Vacancies**
- 5.5.1** In the event of the vacancy in any office, except the office of President, the remaining Board Members shall elect a replacement to serve the unexpired term. In the event of a vacancy in the office of President, the Vice President shall serve the unexpired term of the President.
  - 5.5.2** An officer who has served more than one-half of a term of office shall be considered to have served a full term.

## **ARTICLE 6 – COMMITTEES**

### **6.1 Committees of Directors**

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon them by law.

### **6.2 Other Committees**

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a

quorum is present. Except as otherwise provided in such resolution, at least two members of each such committee shall be directors of the Corporation and the president of the Corporation shall appoint the members thereof. Any member thereof may be removed by the Board whenever in their judgment the best interests of the Corporation shall be served by such removal.

**6.3 Term of Office**

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until his successor is appointed, unless the Committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

**6.4 Chairman**

One member of each committee shall be appointed chairman.

**6.5 Vacancies**

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**6.6 Quorum**

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**ARTICLE 7 – NOMINATIONS AND ELECTIONS**

**7.0 Voting Privileges**

The voting members of the Corporation shall annually be provided opportunity to elect Officer/Board members as defined in Article 4.0

**7.0.1.** Active Members may vote on all elective offices.

**7.1 Nominations**

A Nominating Committee shall be formed annually consisting of at least two (2) members from the Board of Directors. The members of the Nominating Committee shall be appointed by the Board of Directors.

**7.1.1** Any member may recommend candidates for officers in the Corporation to the Nominating Committee.

**7.1.2** The written call for nominations will be sent to the membership postmarked no later than 45 days before a specified date on which nominations close.

**7.1.3** The Nominating Committee shall present a slate of candidates for each elective position to be filled.

**7.1.4** A member of the Nominating Committee cannot be nominated to office.

**7.2 Election Procedures**

- 7.2.1 Eligible Board positions shall be elected by mail ballot by majority of votes cast by voting members, provided they are returned at a minimum ballots from the number of voting members that would amount to a quorum.
- 7.2.2 The Nominating Committee shall prepare a ballot for election of officers to the Corporation. This ballot shall include a slot for write-in votes.
- 7.2.3 Ballots shall be mailed to all voting members of the Corporation eligible to vote on such matters.
- 7.2.4 Ballots shall state the deadline date for the postmark of the ballot and the address to which the ballot shall be returned. Ballots must be returned from at least the number of members that would achieve a quorum. A quorum being the majority of voting chapter members.

## **ARTICLE 8 – MEETINGS**

**8.0** The Corporation shall have regular meetings with its members (at least once a year and may have a speaker for educational purposes). In addition, the Corporation shall, at least once a year, set up an educational seminar/workshop. A standard meeting format with a standard program content shall be developed by the Board. All the Corporation's meetings and seminars must have all income and expenses planned.

### **8.1 Annual Business Meeting**

- A. An annual business meeting of the Members of the Corporation shall be held at a time and place designated by the Board.
- B. The Annual Business Meeting shall be open to all members of the Corporation and to non-members by recommendation of the President and approval by majority vote of those members who are entitled to vote whom are in attendance.

### **8.2 Special Business Meetings**

Special meetings may be called by the Board with notice sent by mail to Active Members at least thirty (30) and no more than sixty (60) days prior to the date of the meeting. Business to be transacted at any special meeting shall be stated in the notice.

### **8.2 Quorum**

Fifteen (15%) percent of active members shall constitute a quorum for the transaction of business. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of members.

At any meeting of the members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his or her duty authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of members, may be taken without a meeting

and without a vote if a consent in writing, setting forth the action so taken, shall be signed either; (i) by all of the members entitled to vote with respect to the subject matter thereof, or (ii) by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting which all members entitled to vote thereon were present in voting.

#### **ARTICLE 9 – FISCAL YEAR**

The fiscal year of the Corporation shall coincide with that of ASHT.

#### **ARTICLE 10 – AMENDMENTS**

##### **10.0. Amendments**

The President shall send proposed changes to the ASHT Chapter Committee Chairperson. The changes will be reviewed by such chairperson and the ASHT Board. No Bylaw amendments may be made without the prior approval of the ASHT Board.

#### **ARTICLE 11 – INDEMNIFICATION, DISCLAIMER & INSURANCE**

##### **11.0 Indemnification of Officers and Directors**

In accordance with and to the extent permitted by law, the Corporation shall indemnify each Board Member and Officer.

##### **11.1 Insurance**

The Corporation may obtain liability insurance.

#### **ARTICLE 12 – CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

##### **12.0 Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation only, and not that of ASHT, and such authority may be general or confined to specific instances.

##### **12.1. Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences on indebtedness issued in the name of the Corporation, shall be signed by the Treasurer and countersigned by the President, Vice President or Secretary. In the event that the Treasurer is not able, the President shall sign such instruments and they shall be countersigned by the Vice President or Secretary.

##### **12.2 Deposits**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**12.3 Gifts**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

**ARTICLE 13 – BOOKS AND RECORDS**

**13.0** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

**ARTICLE 14 – DISSOLUTION**

**14.0** In the event of dissolution or final liquidation of the Corporation, 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 Section 501 (c)(3) scientific, educational or philanthropic organizations as determined by the Corporation's Board of Directors.