BYLAWS
OF
THE SOCIETY FOR THE STUDY OF OCCUPATION: USA
A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE I
OFFICES

SECTION 1. PRINCIPAL OFFICE

The Society for the Study of Occupation: USA, also referred to as “The Society,” will maintain a principal office for the transaction of its business located in Los Angeles County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the Society’s principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

Dated:________________________

Dated:________________________

Dated:________________________

SECTION 3. OTHER OFFICES

The Society may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.
ARTICLE II
OBLIGATIONS AND PURPOSES

SECTION 1. PURPOSES

The purposes for which this corporation is formed shall be provided in its Articles of Incorporation. Notwithstanding anything to the contrary contained in these Bylaws, the powers and purposes of the corporation as set forth in its Articles of Incorporation shall be exercised by the corporation in such manner and fashion so as to maintain at all times tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States Internal Revenue Code provision)."

SECTION 2. OBJECTIVES

The mission of the Society for the Study of Occupation is to facilitate high quality scholarship and a dynamic exchange of ideas that support the discipline of occupational science.

(a) To form a national community of scholars to engage in the dynamic exchange of ideas to support the global discipline of occupational science.

(b) To provide a forum to promote and disseminate research in occupational science to the public.

(c) To foster cutting edge theory and research of occupation through the establishment of networks, resources, collaborations, and other identified supports.

(d) To explore and expand the knowledge of occupation; the application of occupation to understanding of the human condition; and, to foster understanding the fundamental nature of occupation in health and well-being.

(e) To study the interrelationship of the discipline of occupational science and the profession of occupational therapy.

(f) To address the quality of the occupational experience of participants in its events.
ARTICLE III
DIRECTORS

SECTION 1. POWERS AND RESPONSIBILITY

The Board of Directors shall consist of the four (4) Officers, and the Chairs of the four (4) standing committees.

SECTION 2. DUTIES

The duties of the Board of Directors will be:

a) To establish, in line with the mission, a vision and direction for the Society;

b) To guide the implementation of the Society’s mission by setting annual goals and ensuring that input from Society Members is incorporated as seen fit;

c) To oversee and coordinate the workings and business of the Society;

d) And to perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Society, or by these Bylaws.

SECTION 3. TERMS OF OFFICE

The initial number of directors shall be provided for in the Articles of Incorporation and shall serve as the Directors for the initial year of the corporation’s existence.

The Officers who are on the Board of Directors as provided in the Article shall be elected and hold office pursuant to the rules set forth in Article 4 of these Bylaws.

SECTION 4. VACANCIES

Vacancies on the Board of Directors occurring between annual meetings shall be filled by an election by a vote of the remaining Board of Directors. A person elected to fill a vacancy shall hold office until the next annual election for Directors.
SECTION 5. RESIGNATION

A Director may resign at any time by giving written notice to the board. The resignation shall be effective as of the time specified in the notice or, if no time is specified, then upon receipt of the resignation by the Chair of the corporation. Acceptance of the resignation shall not be necessary to make it effective.

SECTION 6. REMOVAL

Any Director may be removed from office, with or without cause, by a two-thirds vote of all Directors.

SECTION 7. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Society.

SECTION 8. INDEMNIFICATION BY SOCIETY OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a Director, Officer, employee or other agent of this Society has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Society, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Society but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 9. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Society (including a Director, Officer, employee or other agent of the Society) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not the Society would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.
ARTICLE IV
OFFICERS

SECTION 1. NUMBERS OF OFFICERS
The Officers of the Society shall be the Chair, Chair-Elect, a Secretary, and a Treasurer.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE
Any Member may serve as Officer of this Society. Officers shall be elected by the majority vote of the members of the corporation at the Annual Business Meeting. Notification of vacant offices shall be provided to the entire membership at least one month prior to the time of elections.

Terms of office are as follows:

a) The Chair-Elect will serve for two years, serving the first year of the term as Chair-Elect, and then assuming a one-year term as Chair. Election of the Chair-Elect will occur each year.

b) The Secretary will serve a term of two years. Election of the Secretary will occur in odd-numbered years.

c) The Treasurer will serve a term of two years. Election of the Treasurer will occur in even-numbered years.

If re-elected, officers may serve only one additional term (for a total of two consecutive terms).

Each Officer shall hold office until her or his successor shall be elected, until her or his death, she or he resigns or she or he is removed in the manner hereinafter provided.

SECTION 3. REMOVAL
Any elected officer or member of the Board may be removed in accordance with the provisions of Article III, Section 6.

SECTION 4. VACANCIES
When a vacancy on the Board of Directors results from resignation, removal or other cause, the Chair at his or her sole discretion, may appoint a qualified member in good standing to complete the remainder of the term.
SECTION 5. DUTIES OF THE CHAIR AND CHAIR-ELECT

The duties of the Chair of the Board of Directors will be:

a) To supervise and control the affairs of the Society and the activities of the Officers;

b) To convene the Annual Business Meeting and preside or arrange for other Members of the executive committee to preside at the meeting;

c) To certify and keep the original, or a copy of these Bylaws as amended or otherwise altered to date;

d) To solicit input from the Members of the Society, using any means appropriate, on issues of importance;

e) And to perform all duties incident to the Office of Chair and such other duties as may be required by law, by the Articles of Incorporation of this Society, or by these Bylaws, or which may be assigned to her or him from time to time by the Board of Directors;

The duties of the Chair-Elect will be:

a) To assume the duties of the Chair in his/her absence and to occupy the Chair’s position upon resignation or removal of the Chair. Otherwise, the Chair-Elect will perform duties as assigned by the Chair or as charged by the Board of Directors.

SECTION 6. DUTIES OF SECRETARY

The duties of the Secretary will be:

a) To keep a book of minutes of all meetings of the Directors and Officers;

b) To see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

c) To be custodian of the records and of the seal of the Society and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Society under its seal is authorized by law or these Bylaws;

d) To keep a membership roll containing the name and address of each and any Members, memberships that have been terminated, and the date of termination;
e) And to perform all duties incident to the Office of Secretary and such other
duties as may be required by law, by the Articles of Incorporation of this
Society, or by these Bylaws, or which may be assigned to him or her from time
to time by the Board of Directors.

SECTION 7. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the “Execution of Instruments,
Deposits and Funds,” the duties of the Treasurer will be:

a) To assist in the preparation of the yearly budget;
b) To receive, and give receipt for, monies due and payable to the Society from
   any source whatsoever;
c) To disburse, or cause to be disbursed, the funds of the Society;
d) To keep and maintain adequate and correct accounts of the Society’s business
   transaction;
e) To make financial information available to the Board of Directors, the Members,
   and the public upon formal request;
f) And to perform all duties incident to the office of Treasurer and such other
duties as may be required by law, by the Articles of Incorporation of the
Society, or by these Bylaws, or which may be assigned to him or her from time
to time by the Board of Directors.

ARTICLE V
COMMITTEES

SECTION 1. COMPOSITION

There shall be four standing committees including a Communication Committee,
Conference Committee, Legal Committee, and Research Committee. Each
Committee shall have a Chair.

SECTION 2. TERMS OF OFFICE

Each Chair will serve for one term of two years and can be re-elected for one
successive term. Chairs of the Communications and Research Committees shall be
elected on even years and Chairs of the Conference and Legal Committees shall be
elected on odd years. For the purposes of the first year, the Chairs of the Conference
and Legal Committee shall serve a one-year term.
SECTION 3. ELECTIONS

Committee Chairs shall be elected on alternating years to provide overlap and continuity.

Committee Chairs shall be elected by the majority vote of the Members at the Annual Business Meeting. Notification of vacant Offices shall be provided to the entire membership at least one month prior to the time of elections.

The Committee Chair or the Chair of the Board of Directors may appoint Committee Members from among those who volunteer. If insufficient Members volunteer, the Chair of the Board of Directors may solicit or appoint Members, including elected Officers, as appropriate.

SECTION 4. DUTIES OF COMMITTEES

Communications Committee:

The Communications Committee Chair will be responsible for overseeing the decisions and actions of the Communications Committee, providing mechanisms for input from Society Members when appropriate, and assisting the Committee Members with the tasks as they arise or are assigned by the Board of Directors.

The Communication Committee and its Chair shall be responsible for setting annual goals that are aligned with the vision and direction of the Society as outlined by the Board of Directors, determining ways to disseminate information such as but not exclusive limited to the research meeting abstracts, maintaining and updating the web site, communicating with Members, and updating and maintaining the member roll.

Conference Committee:

The Conference Committee Chair will be responsible for overseeing the decisions and actions of the Conference Committee, providing mechanisms for input from Society Members when appropriate, and assisting the Committee Members with the tasks needed to host the Conference. The Conference Committee will be responsible for setting annual goals that are aligned with the vision and direction of the Society as outlined by the Board of Directors, selecting a conference site, judging the selection of papers, designing a conference program, carrying out all the responsibilities associated with hosting a Research Conference and other duties assigned by the Board of Directors. The Conference Committee will work closely with the Board of Directors to establish time for the Annual Meeting and all other parts of the Conference.
Legal Committee:

The Legal Committee Chair will be responsible for overseeing the decisions and actions of the Legal Committee, providing mechanisms for input from Society Members when appropriate, and assisting the Committee Members with the tasks as they arise or are assigned by the Board of Directors. The Legal Committee will be responsible for setting annual goals that are aligned with the vision and direction of the Board of Directors, amending the Bylaws as appropriate, and for conferring with legal representation should legal issues arise. The Legal Committee shall provide Parliamentary assistance at the Annual Business Meeting, and in coordination with the Board of Directors, shall plan, organize and conduct elections of officers and revisions of the Bylaws.

Research Committee:

The Research Committee Chair will be responsible for overseeing the decisions and actions of the Research Committee, providing mechanisms for input from Society Members when appropriate, and assisting the Committee Members with the tasks as they arise or are assigned by the Board of Directors. The Research Committee shall be responsible for setting annual goals that are aligned with the vision and direction of the Board of Directors, and expanding the research opportunities and support available to the Society Members.

SECTION 5. OTHER COMMITTEES

The Society shall have such other Committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional Committees shall act in an advisory capacity only to the Board and shall be clearly titled as “Advisory” Committees.

ARTICLE VI
MEMBERSHIP

SECTION 1. CLASSES OF MEMBERS

The Society shall have only one class of Members. No Member shall hold more than one membership in the Society. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this Society, all memberships shall have the same rights, privileges, restrictions, and conditions.
SECTION 2. DEFINITION OF A MEMBER

Membership is open to any individual who is interested in occupational science and who supports the mission of the Society, without discrimination as to color, race, or ethnicity, religion, sexual orientation, gender or national origin. Directors, Officers, Committee Chairs and Committee Members shall all be eligible for membership in the corporation.

SECTION 3. APPLICATION OF MEMBERSHIP

Applicants shall be admitted to membership by making an application in writing and upon payment of the annual dues.

SECTION 4. MEMBERSHIP ROLL

The Society shall keep a membership roll containing the name and address of each Member. Termination of the membership of any Member shall be recorded in the book, together with the date of termination of such membership. The record of names and addresses of the Members of this Society shall constitute the membership list of the Society and shall not be used, in whole or part, by any person for any purpose not reasonably related to a Member’s interest as a Member.

SECTION 5. NON LIABILITY OF MEMBERS

A Member of this Society is not, as such, personally liable for the debts, liabilities, or obligations of the Society.

SECTION 6. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this Society would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE VII

MEETINGS OF BOARD OF DIRECTORS, COMMITTEES, & MEMBERS

SECTION 1. ANNUAL BUSINESS MEETING

The Annual Business Meeting will be held at the Annual Research Conference. The date and location shall be set by the Board of Directors in consultation with the Conference Committee and the Officers of the corporation. At that Annual Business
Meeting, the Members of the corporation shall elect Directors, Officers, and Committee Chairs in a manner consistent with that set forth in these Bylaws. The corporation shall transact such other business as may come before the Board of Directors at such meeting. The initial organizational meeting of the corporation shall be held on a date, at such time and at such location as determined by the Directors named in the Articles of Incorporation. At that Annual Business Meeting, the Members of the Corporation shall elect Officers and Committee Chairs in a manner consistent with that set forth in these Bylaws.

SECTION 2. SPECIAL MEETINGS

Special meetings may be called by two Directors or by 10% of the voting Members through notification of the Chair.

SECTION 3. REGULAR MEETINGS

In addition to the Annual Business Meeting, regular meetings of the Board, Officers, or Committees may be held without public notice. Regular and special meetings shall be held upon 4-day notice by any electronic means of communication (e-mail), phone call, or first class mail. Notice of meetings shall specify the place, day, and hour of the meeting.

SECTION 4. QUORUM

A quorum for a meeting of the Board of Directors shall consist of five Directors. If 50% of the Board of Directors is not present, business can continue, except for items up for vote must be tabled until a quorum is present. A quorum for the Annual Business Meeting will be the number of voting Members present. If less then twenty (20) voting Members are present, the meeting will be adjourned and rescheduled at an appropriate time. A quorum for the Committee Meetings will consist of 50% of the Committee. If 50% of the Committee is not present, business can continue, except for items up for vote will be tabled until a quorum is present.

SECTION 5. PRESUMPTION OF ASSENT

A Director of the corporation who is present at a meeting of the Board of Directors, or a Committee Member present at a Committee Meeting, shall be presumed to have assented to the action taken unless he or she votes against such action or has entered in the minutes of the meeting an abstention from voting with regard to such action.

SECTION 6. INFORMAL ACTION WITHOUT MEETING

Any action required or permitted by the Articles of Bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken
without a meeting if consent in writing setting forth the action so taken shall be
signed by two-thirds of the Directors then in office.

**SECTION 7. PARLIAMENTARY PROCEDURE**

Except as otherwise provided for in these Bylaws or the Articles of Incorporation,
meetings of the Board of Directors or any Committee shall be conducted in
accordance with the latest revised edition of Robert’s Rules of Order unless the
Directors or Committee Members agree by majority vote to conduct the meeting in
some other fashion. A failure to conduct a meeting as herein provided shall not
invalidate or otherwise affect an action otherwise taken at such meeting by the
requisite number of Directors or Committee Members.

**SECTION 8. MEANS OF HOLDING AND ATTENDANCE AT MEETINGS**

Any meeting, regular or special, may be held by conference telephone, electronic
means of communication including video screen communication, or other
communication equipment. Participation in a meeting through use of conference
telephone constitutes presence in person at that meeting so long as all Directors
participating in the meeting are able to hear one another. Participation in a meeting
through use of electronic video screen communication or other communications
equipment (other than conference telephone) constitutes presence in person at that
meeting.

**SECTION 9. AGENDA AND DOCUMENTATION OF MEETINGS**

At each meeting of the Board of Directors, Officers, or Committees, an agenda will be
set and notes will be taken. Such duties will be performed as designated by those
participating in the meeting.

**SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING**

Any action, which may be taken at any regular or special meeting of Members, may be
taken without a meeting if the Society distributes a written ballot to each Member
entitled to vote on the matter. The ballot shall set forth the proposed action, provide
an opportunity to specify approval or disapproval of each proposal, provide that where
the person solicited specifies a choice with respect to any such proposal the vote shall
be cast in accordance therewith, and provide a reasonable time within which to return
the ballot to the Society. Ballots shall be mailed or delivered in the manner required
for giving notice of meetings specified in Section 3 of this Article.

**SECTION 11. RECORD DATE FOR MEETINGS**

The record date for purposes of determining the Members entitled to notice, voting
rights, written ballot rights, or any other right with respect to a meeting of Members of
any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE VIII
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Society to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Society shall be signed by the Treasurer and countersigned by a Director of the Society appointed for this task.

SECTION 3. DEPOSITS

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

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or device for the charitable or public purpose of this Society.

ARTICLE IX
CORPORATE RECORDS, REPORT AND SEALS

SECTION 1. DIRECTORS’ INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Society.
SECTION 2. MEMBERS’ INSPECTION RIGHTS

If this Society has any Members, then each and every Member shall have the following inspection rights, for a purpose reasonably related to such person’s interest as a Member:

To inspect at any reasonable time the books, records, or minutes of proceedings of the Members or of the Board or Committees of the Board, upon written demand on the Society by the Member, for a purpose reasonably related to such person’s interests as a Member.

SECTION 3. ANNUAL REPORT

The Board shall cause an Annual Report to be furnished not later than one hundred and twenty (120) days after the close of the Society’s fiscal year to all Directors of the Society and, if this Society has Members, to any Member who requests it in writing, which report shall contain the following information in appropriate detail:

a) The assets and liabilities, including the trust funds, of the Society as of the end of the fiscal year;

b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

c) The revenue or receipts of the Society, both unrestricted and restricted to particular purposes, for the fiscal year;

d) The expenses or disbursements of the Society, for both general and restricted purposes, during the fiscal year;

e) Any information required by Section 7 of this Article.

The Annual Report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certification of an authorized Officer of the Society that such statements were prepared without audit from the books and records of the Society.

If this Society has Members, then, if this Society receives TWENTY-FIVE THOUSAND DOLLARS ($25,000), or more, in gross revenues or receipts during the fiscal year, this Society shall automatically send the above annual report to all Members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a Society Officer, as specified by the above provisions of this Section relating to the Annual Report.
ARTICLE X
FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE SOCIETY

The fiscal year of the Society shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI
AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law application to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

By vote of the membership, Bylaws may be amended by majority vote. Votes to amend or repeal and replace the Bylaws shall only occur after proposed changes have been communicated to the Membership in writing with at least 30 days notice.

ARTICLE XII
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No Member, Director, Officer, employee, or other person connected with this Society, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Society, provided, however that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Society in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, and of the Society assets on dissolution of the Society. All Members, if any, of the Society shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Society, whether voluntarily or involuntarily, the assets of the Society, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Society and not otherwise.
ARTICLE XIII
CONFLICTS

SECTION 1. CONFLICTS

These Bylaws are intended to comply with the Articles of Incorporation and applicable law. In the event a provision of these Bylaws conflicts with the Articles of Incorporation or applicable law, the provisions of the Articles of Incorporation or applicable law, as the case may be, shall control.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of The Society for the Study of Occupation, USA, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 16 pages, as the Bylaws of this Society.

Dated: ________________________ Director
______________________________ Director
______________________________ Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Society named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Society on the date set forth below.

Dated:

______________________________ Secretary