

**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.

47 **ARTICLE II**  
48 **OBLIGATIONS AND PURPOSES**

49  
50  
51 **SECTION 1. PURPOSES**

52  
53 The purposes for which this corporation is formed shall be provided in its Articles of  
54 Incorporation. Notwithstanding anything to the contrary contained in these Bylaws,  
55 the powers and purposes of the corporation as set forth in its Articles of Incorporation  
56 shall be exercised by the corporation in such manner and fashion so as to maintain at  
57 all times tax exempt status under Section 501(c)(3) of the Internal Revenue Code of  
58 1986, as amended (or the corresponding section of any future United States Internal  
59 Revenue Code provision).”

60  
61 **SECTION 2. OBJECTIVES**

62  
63 The mission of the Society for the Study of Occupation is to facilitate high quality  
64 scholarship and a dynamic exchange of ideas that support the discipline of  
65 occupational science.

66  
67 (a) To form a national community of scholars to engage in the dynamic exchange  
68 of ideas to support the global discipline of occupational science.

69  
70 (b) To provide a forum to promote and disseminate research in occupational  
71 science to the public.

72  
73 (c) To foster cutting edge theory and research of occupation through the  
74 establishment of networks, resources, collaborations, and other identified  
75 supports.

76  
77 (d) To explore and expand the knowledge of occupation; the application of  
78 occupation to understanding of the human condition; and, to foster  
79 understanding the fundamental nature of occupation in health and well-being.

80  
81 (e) To study the interrelationship of the discipline of occupational science and the  
82 profession of occupational therapy.

83  
84 (f) To address the quality of the occupational experience of participants in its  
85 events.

86

87 **ARTICLE III**  
88 **DIRECTORS**

89  
90 **SECTION 1. POWERS AND RESPONSIBILITY**

91  
92 The Board of Directors shall consist of the four (4) Officers, and the Chairs of the four  
93 (4) standing committees.

94  
95 **SECTION 2. DUTIES**

96  
97 The duties of the Board of Directors will be:

- 98  
99 a) To establish, in line with the mission, a vision and direction for the Society;  
100  
101 b) To guide the implementation of the Society's mission by setting annual goals and  
102 ensuring that input from Society Members is incorporated as seen fit;  
103  
104 c) To oversee and coordinate the workings and business of the Society;  
105  
106 d) And to perform any and all duties imposed on them collectively or individually by  
107 law, by the Articles of Incorporation of this Society, or by these Bylaws.  
108

109 **SECTION 3. TERMS OF OFFICE**

110  
111 The initial number of directors shall be provided for in the Articles of Incorporation and  
112 shall serve as the Directors for the initial year of the corporation's existence.

113  
114 The Officers who are on the Board of Directors as provided in the Article shall be  
115 elected and hold office pursuant to the rules set forth in Article 4 of these Bylaws.  
116

117 **SECTION 4. VACANCIES**

118  
119 Vacancies on the Board of Directors occurring between elections shall be filled by an  
120 appointment of the Chair with approval of the remaining Board of Directors. A person  
121 appointed to fill a vacancy shall hold office until the next annual election for Directors.  
122

123 **SECTION 5. RESIGNATION**

124  
125 A Director may resign at any time by giving written notice to the board. The  
126 resignation shall be effective as of the time specified in the notice or, if no time is  
127 specified, then upon receipt of the resignation by the Chair of the corporation.  
128 Acceptance of the resignation shall not be necessary to make it effective.  
129

130 **SECTION 6. REMOVAL**

131  
132 Any Director may be removed from office, with cause, by two-thirds vote of all Directors.

133  
134 **SECTION 7. NON-LIABILITY OF DIRECTORS**

135  
136 The Directors shall not be personally liable for the debts, liabilities, or other obligations  
137 of the Society.

138  
139 **SECTION 8. INDEMNIFICATION BY SOCIETY OF DIRECTORS, OFFICERS,**  
140 **EMPLOYEES AND OTHER AGENTS**

141  
142 To the extent that a person who is, or was, a Director, Officer, employee or other  
143 agent of this Society has been successful on the merits in defense of any civil,  
144 criminal, administrative or investigative proceeding brought to procure a judgment  
145 against such person by reason of the fact that he or she is, or was, an agent of the  
146 Society, or has been successful in defense of any claim, issue or matter, therein, such  
147 person shall be indemnified against expenses actually and reasonably incurred by the  
148 person in connection with such proceeding.

149  
150 If such person either settles any such claim or sustains a judgment against him or her,  
151 then indemnification against expenses, judgments, fines, settlements and other  
152 amounts reasonably incurred in connection with such proceedings shall be provided  
153 by this Society but only to the extent allowed by, and in accordance with the  
154 requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation  
155 Law.

156  
157 **SECTION 9. INSURANCE FOR CORPORATE AGENTS**

158  
159 The Board of Directors may adopt a resolution authorizing the purchase and  
160 maintenance of insurance on behalf of any agent of the Society (including a Director,  
161 Officer, employee or other agent of the Society) against any liability other than for  
162 violating provisions of law relating to self-dealing (Section 5233 of the California  
163 Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in  
164 such capacity or arising out of the agent's status as such, whether or not the Society  
165 would have the power to indemnify the agent against such liability under the  
166 provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

167  
168 **ARTICLE IV**  
169 **OFFICERS**

170  
171 **SECTION 1. NUMBERS OF OFFICERS**

172  
173 The Officers of the Society shall be the Chair, Secretary, Treasurer, and when elected,  
174 the Chair-Elect for the Board.

175

176 **SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**  
177

178 Any Member may serve as Officer of this Society. Officers shall be elected by a plurality  
179 vote in a manner consistent with that set forth in these Bylaws. The membership shall  
180 elect officers by electronic Ballot at the time set by the Board during the fall session of  
181 each year. This shall occur after vacancies and notices of election have been  
182 communicated to the Membership in writing with at least 30 days notice.

183  
184 Terms of office are as follows:  
185

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

189  
190 b) The Secretary will serve a term of two years. Election of the Secretary will occur in  
191 odd-numbered years.

192  
193 c) The Treasurer will serve a term of two years. Election of the Treasurer will occur in  
194 even-numbered years.

195  
196 If re-elected, officers may serve only one additional term (for a total of two consecutive  
197 terms).

198  
199 Each Officer shall hold office until her or his successor shall be elected, until her or his  
200 death, she or he resigns or she or he is removed in the manner hereinafter provided.

201  
202 **SECTION 3. REMOVAL**  
203

204 Any elected officer or member of the Board may be removed in accordance with the  
205 provisions of Article III, Section 6.  
206

207  
208 **SECTION 4. DUTIES OF THE CHAIR AND CHAIR-ELECT for the Board**  
209

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

211  
212 a) To supervise and control the affairs of the Society and the activities of the  
213 Officers;

214  
215 b) To convene the Annual Business Meeting and preside or arrange for other  
216 Members of the executive committee to preside at the meeting;

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

219  
220 d) To solicit input from the Members of the Society, using any means appropriate,  
221 on issues of importance;

222  
223 e) And to perform all duties incident to the Office of Chair and such other duties as  
224 may be required by law, by the Articles of Incorporation of this Society, or by  
225 these Bylaws, or which may be assigned to her or him from time to time by the  
226 Board of Directors;

227  
228 The duties of the Chair-Elect for the Board will be:

229  
230 a) To assume the duties of the Chair in his/her absence and to occupy the Chair's  
231 position upon resignation or removal of the Chair. Otherwise, the Chair-Elect for the  
232 Board will perform duties as assigned by the Chair or as charged by the Board of  
233 Directors.

234  
235 **SECTION 5. DUTIES OF SECRETARY**

236  
237 The duties of the Secretary will be:

238  
239 a) To keep a book of minutes of all meetings of the Directors and Officers;

240  
241 b) To see that all notices are duly given in accordance with the provisions of these  
242 Bylaws or as required by law;

243  
244 c) To be custodian of the records and of the seal of the Society and see that the  
245 seal is affixed to all duly executed documents, the execution of which on behalf  
246 of the Society under its seal is authorized by law or these Bylaws;

247  
248 d) To keep a membership roll containing the name and address of each and any  
249 Members, memberships that have been terminated, and the date of  
250 termination;

251  
252 e) And to perform all duties incident to the Office of Secretary and such other  
253 duties as may be required by law, by the Articles of Incorporation of this  
254 Society, or by these Bylaws, or which may be assigned to him or her from time  
255 to time by the Board of Directors.

256  
257 **SECTION 6. DUTIES OF TREASURER**

258  
259 Subject to the provisions of these Bylaws relating to the "Execution of Instruments,  
260 Deposits and Funds," the duties of the Treasurer will be:

261  
262 a) To assist in the preparation of the yearly budget;

263 b) To receive, and give receipt for, monies due and payable to the Society from  
264 any source whatsoever;

265  
266 c) To disburse, or cause to be disbursed, the funds of the Society;

267

268 d) To keep and maintain adequate and correct accounts of the Society's business  
269 transaction;

270  
271 e) To make financial information available to the Board of Directors, the Members,  
272 and the public upon formal request;

273  
274 f) And to perform all duties incident to the office of Treasurer and such other  
275 duties as may be required by law, by the Articles of Incorporation of the  
276 Society, or by these Bylaws, or which may be assigned to him or her from time  
277 to time by the Board of Directors.

278  
279 **ARTICLE V**  
280 **COMMITTEES**

281  
282 **SECTION 1. COMPOSITION**

283  
284 There shall be four standing committees including a Communication Committee,  
285 Conference Committee, Legal Committee, and Research Committee. Each  
286 Committee shall have a Chair.

287  
288 **SECTION 2. TERMS OF OFFICE**

289  
290 Each Chair will serve for one term of two years and can be re-elected for one  
291 successive term.

292  
293 **SECTION 3. ELECTIONS**

294  
295 Committee Chairs shall be elected on alternating years to provide overlap and  
296 continuity. Chairs of the Communications and Research Committees shall be elected on  
297 even years. Chair of the Legal Committee shall be elected on odd years. Chair of the  
298 Conference Committee shall be elected every year, serving the first year of the term as  
299 Chair-Elect for the Conference Committee and then assuming a one year term as Chair.

300  
301 Committee Chairs shall be elected by the plurality vote of the membership in a  
302 manner consistent with that set forth in these Bylaws.

303  
304 Notification of vacant Offices shall be provided to the entire membership at least  
305 one month prior to the time of elections.

306  
307 The Committee Chair or the Chair of the Board of Directors may appoint Committee  
308 Members from among those who volunteer. If insufficient Members volunteer, the  
309 Chair of the Board of Directors may solicit or appoint Members, including elected  
310 Officers, as appropriate.

311  
312  
313

314 **SECTION 4. DUTIES OF COMMITTEES**

315

316 Communications Committee:

317

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

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

327

328 Conference Committee:

329

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

341

342 The Chair-Elect of the Conference Committee will assume the duties of the Chair in  
343 his/her absence and occupy the Chair's position upon resignation or removal of the Chair.  
344 Otherwise, the Chair-Elect of the Conference Committee will perform duties as assigned  
345 by the Chair or as charged by the Conference Committee.

346

347

348 Legal Committee:

349

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

360 Research Committee:

361

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

369

## 370 **SECTION 5. OTHER COMMITTEES**

371

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

377

## 378 **ARTICLE VI** 379 **MEMBERSHIP**

380

### 381 **SECTION 1. CLASSES OF MEMBERS**

382

383 The Society shall have only one class of Members. No Member shall hold more  
384 than one membership in the Society. Except as expressly provided in or authorized  
385 by the Articles of Incorporation or Bylaws of this Society, all memberships shall have  
386 the same rights, privileges, restrictions, and conditions.

387

### 388 **SECTION 2. DEFINITION OF A MEMBER**

389

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

395

396 **SECTION 3. APPLICATION OF MEMBERSHIP**

397

398 Applicants shall be admitted to membership by completing an application form and  
399 upon payment of the annual dues.

400

401 **SECTION 4. MEMBERSHIP ROLL**

402

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

409

410 **SECTION 5. NON LIABILITY OF MEMBERS**

411

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

414

415 **SECTION 6. AMENDMENTS RESULTING IN THE TERMINATION OF**  
416 **MEMBERSHIPS**

417

418 Notwithstanding any other provision of these Bylaws, if any amendment of the  
419 Articles of Incorporation or of the Bylaws of this Society would result in the  
420 termination of all memberships or any class of memberships, then such amendment  
421 or amendments shall be effected only in accordance with the provisions of Section  
422 5342 of the California Nonprofit Public Benefit Corporation Law.

423

424 **ARTICLE VII**

425 **MEETINGS OF BOARD OF DIRECTORS, COMMITTEES, & MEMBERS**

426

427 **SECTION 1. ANNUAL BUSINESS MEETING**

428

429 The Annual Business Meeting will be held at the Annual Research Conference. The  
430 date and location shall be set by the Board of Directors in consultation with the  
431 Conference Committee and the Officers of the corporation. The corporation shall  
432 transact business as may come before the Board of Directors at such meeting.

433

434 **SECTION 2. SPECIAL MEETINGS**

435

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

438

439

440

441

442 **SECTION 3. REGULAR MEETINGS**

443

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

449

450 **SECTION 4. QUORUM**

451

452 A quorum for a meeting of the Board of Directors shall consist of five Directors. If  
453 50% of the Board of Directors is not present, business can continue, except for items  
454 up for vote must be tabled until a quorum is present. A quorum for the Annual  
455 Business Meeting will be the number of voting Members present. If less than twenty  
456 (20) voting Members are present, the meeting will be adjourned and rescheduled at  
457 an appropriate time. A quorum for the Committee Meetings will consist of 50% of  
458 the Committee. If 50% of the Committee is not present, business can continue,  
459 except for items up for vote will be tabled until a quorum is present.

460

461 **SECTION 5. PRESUMPTION OF ASSENT**

462

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

468

469 **SECTION 6. INFORMAL ACTION WITHOUT MEETING**

470

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

475

476 **SECTION 7. RULES GOVERNING MEETINGS AND ACTIONS**

477

478 Except as otherwise provided for in these Bylaws or the Articles of Incorporation,  
479 meetings of the Board of Directors or any Committee shall be conducted in  
480 accordance with the latest revised edition of Robert's Rules of Order unless the  
481 Directors or Committee Members agree by majority vote to conduct the meeting in  
482 some other fashion. A failure to conduct a meeting as herein provided shall not  
483 invalidate or otherwise affect an action otherwise taken at such meeting by the  
484 requisite number of Directors or Committee Members. Where these Bylaws are otherwise  
485 silent, the latest revised edition of Roberts Rules of Order will prevail in determining  
486 appropriate procedures and actions. Disputes of interpretation shall be resolved through  
487 consulting a registered parliamentarian approved by majority vote of the Board.

488

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

490

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

499

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

501

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

505

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

507

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

516

517 **SECTION 11. RECORD DATE FOR MEETINGS**

518

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

523

524 **ARTICLE VIII**

525 **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

526

527 **SECTION 1. EXECUTION OF INSTRUMENTS**

528

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

535 monetarily for any purpose or in any amount.

536

537 **SECTION 2. CHECKS AND NOTES**

538

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

543

544 **SECTION 3. DEPOSITS**

545

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

549

550 **SECTION 4. GIFTS**

551

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

554

555 **ARTICLE IX**

556 **CORPORATE RECORDS, REPORT AND SEALS**

557

558 **SECTION 1. DIRECTORS' INSPECTION RIGHTS**

559

560 Every Director shall have the absolute right at any reasonable time to inspect and  
561 copy all books, records and documents of every kind and to inspect the physical  
562 properties of the Society.

563

564 **SECTION 2. MEMBERS' INSPECTION RIGHTS**

565

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

569

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

574

575 **SECTION 3. ANNUAL REPORT**

576

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

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

583  
584 b) The principal changes in assets and liabilities, including trust funds, during the  
585 fiscal year;

586  
587 c) The revenue or receipts of the Society, both unrestricted and restricted to  
588 particular purposes, for the fiscal year;

589  
590 d) The expenses or disbursements of the Society, for both general and restricted  
591 purposes, during the fiscal year;

592  
593 The Annual Report shall be accompanied by any report thereon of independent  
594 accountants, or, if there is no such report, the certification of an authorized Officer of  
595 the Society that such statements were prepared without audit from the books and  
596 records of the Society.

597  
598 If this Society has Members, then, if this Society receives FIFTY THOUSAND  
599 DOLLARS (\$50,000), or more, in gross revenues or receipts during the fiscal year, this  
600 Society shall automatically provide the above annual report to all Members, with such  
601 contents, including an accompanying report from independent accountants or certification  
602 of a Society Officer, by the Annual Business Meeting.

603  
604 **ARTICLE X**  
605 **FISCAL YEAR**

606  
607 **SECTION 1. FISCAL YEAR OF THE SOCIETY**

608  
609 The fiscal year of the Society shall begin on the first day of January and end on the  
610 last day of December in each year.

611  
612 **ARTICLE XI**  
613 **AMENDMENT OF BYLAWS**

614  
615 **SECTION 1. AMENDMENT**

616  
617 Subject to any provision of law application to the amendment of Bylaws of public  
618 benefit nonprofit corporations, these Bylaws, or any of them, may be altered,  
619 amended, or repealed and new Bylaws adopted as follows:

620  
621 Bylaws may be amended by a 2/3 vote. Votes to amend or repeal and replace the Bylaws  
622 shall only occur after proposed changes have been communicated to the Membership in  
623 writing with at least 30 days notice.

624

625 **ARTICLE XII**  
626 **PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**  
627  
628 **SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND**  
629 **ASSETS**  
630  
631 No Member, Director, Officer, employee, or other person connected with this Society,  
632 or any private individual, shall receive at any time any of the net earnings or pecuniary  
633 profit from the operations of the Society, provided, however that this provision shall not  
634 prevent payment to any such person of reasonable compensation for services  
635 performed for the Society in effecting any of its public or charitable purposes, provided  
636 that such compensation is otherwise permitted by these Bylaws and is fixed by  
637 resolution of the Board of Directors; and no such person or persons shall be entitled to  
638 share in the distribution of, and shall not receive, and of the Society assets on  
639 dissolution of the Society. All Members, if any, of the Society shall be deemed to  
640 have expressly consented and agreed that on such dissolution or winding up of the affairs  
641 of the Society, whether voluntarily or involuntarily, the assets of the Society, after all debts  
642 have been satisfied, shall be distributed as required by the Articles of Incorporation of this  
643 Society and not otherwise.

644  
645 **ARTICLE XIII**  
646 **CONFLICTS**

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648 **SECTION 1. CONFLICTS**

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

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655 **WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS**

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

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664 Dated: Director

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666 Director

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668 Director

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**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

This is an amended copy of the Bylaws as AMENDED and ADOPTED PROVISIONALLY at during the Society's founding on 11/16/2002. They were first ratified in 2003 and wer amended in 2004, 2005, 2006, 2007 and 2008. This most recent amended version was approved by a vote of the society on 4/15/09.