**CONSTITUTION AND BY-LAWS**

**OF THE**

**PENNSYLVANIA REHABILITATION ASSOCIATION**

*ARTICLE I - NAME*

The Name of this Chapter of the National Rehabilitation

Association will be:

PENNSYLVANIA REHABILITATION ASSOCIATION

*ARTICLE II - PURPOSE*

The objective and purposes of this Chapter shall be to advance the rehabilitation of all persons with disabilities by:

Section 1

A. Promoting the communication and coordination between the various agencies, employers, disciplines and individuals with disabilities interested in improving the rehabilitation process available to all persons with disabilities.

B. Exercising leadership in developing concepts and practices which foster consumer involvement with interagency and interprofessional activities directed toward enabling individuals with disabilities to achieve their chosen rehabilitation goals.

C. Increasing public understanding of the benefits of rehabilitation.

D. Developing training opportunities for all persons engaged in rehabilitation and forums for discussion about rehabilitation.

E. Improving the practice of rehabilitation through study, research and advocacy activities.

Section 2

This Chapter shall follow the rules and regulations set forth in the Constitution and By-laws of the National Rehabilitation Association.

*ARTICLE III - MEMBERSHIP*

Membership in the Chapter will be based on membership in the National Rehabilitation Association. Members of the Chapter shall enjoy the same rights and privileges and duties in the Chapter as they do in the National Rehabilitation Association.

Membership is open to all persons interested in the rehabilitation of persons with disabilities who support the Constitution and By-laws of the Association. No one will be denied membership because of race, creed, national origin, gender, sexual orientation, age or disability.

Section 1

The Chapter recognizes and encourages the membership and active participation of individuals with disabilities as an integral factor in meeting the overall goals of the Chapter.

Section 2 - Privileges of Membership

All members of the Chapter shall be eligible to hold an elective office, to serve as a member of the Board of Directors, to serve as a member of the Delegate Assembly (Article X, Section 1), and to attend scheduled Board meetings.

Section 3 - Meetings of Membership

There shall be at least one event for all Chapter members each calendar year except in unusual circumstances when the Board may determine that it is not possible to hold such a meeting. Chapter members should be informed of such events at least sixty (60) days prior to the event.

*ARTICLE IV – MEMBERSHIP AND FISCAL YEARS*

Section 1

The membership year of the Chapter shall begin on January 1 and end December 31 of each calendar year.

Section 2

The fiscal year of the Chapter shall begin on July 1 and end June 30 of each calendar year.

*ARTICLE V - BOARD OF DIRECTORS*

Section 1 - Board Composition

The Board of Directors shall be composed of:

A. 12 Directors (hereafter referred to as Board members)

B. PRA Officers including: Past President

President

First Vice-President

Second Vice-President

Secretary

Treasurer

In selecting individuals to serve on the Board, consideration will be given to assuring diverse representation from all geographic areas of the state, the various disciplines within the rehabilitation community, and individuals with disabilities. All such individuals shall be Chapter members.

Section 2 - Election of Officers

A. Every 3 years, following the annual election of Board members and the Second Vice-President, the new Board shall elect from the Chapter membership the following Officers:

Treasurer (3 year term)

Secretary (3 year term)

B. When a Board member is elected as a Chapter officer, the seat shall be considered vacant and shall be filled by appointment by the Board (Section 5 – Filling Vacancies).No Chapter member shall serve concurrently as a Division President and as a Chapter officer.

Section 3 - Quorum

A quorum of membership at any regular or special meeting of the Board shall consist of those members present.

Section 4 - Board Meeting

A. A Board meeting shall be held in each quarter of the calendar year for a total of at least four (4) scheduled meetings per year. In an emergency, the Board is subject to call by the President, or in his/her absence, by the First Vice-President, or by written petition to the President by five (5) Board members. In the absence of the President, First Vice-President and Second Vice-President, the Board shall select a presiding officer at that meeting.

B. Regular attendance by all Board members is critical to the effectiveness of the Chapter. If a Board member is unable to attend a scheduled Board meeting the member shall inform the President in advance stating the reason for their absence.

C. The President shall submit to the Board the name of any Board member who is absent from two consecutive scheduled meetings. This action shall occur at the next scheduled Board meeting following the second absence. The Board shall decide if the member was absent for acceptable cause and whether the member should be retained on the Board. Any action to dismiss a member from the Board will require two-thirds (2/3) vote of the Board members present.

D. All Chapter members may attend scheduled Board meetings and participate in discussion, although only Board members have voting rights.

Section 5 - Filling Vacancies

Vacancies arising during the calendar year shall be filled by a majority vote of the remaining Board members, except for the office of President, hereinafter provided for. The candidate for Board with the next highest number of votes in the most recent election shall have priority invitation to fill the remainder of the term of the newly created vacancy. In the event that no other candidates remain the Board may invite another member to fill the vacancy.

Section 6- Powers of the Board

The Board has the following powers and duties:

A. To carry out the purposes of this Chapter as set forth in these By-laws.

B. To approve the appointment of any additional committee chairpersons.

C. To authorize the appointment of all special committees.

D. To approve all legislative policies and authorize the use of the Chapter’s name in promoting or opposing any legislation.

E. To authorize the use of the Chapter’s name and stationery in issuing any public policy statement.

F. To adopt a budget or amend an approved budget.

G. To approve all expenditures not previously budgeted.

H. To maintain effective liaison with the National Rehabilitation Association.

Section 7 - Terms of Board Members

A. Board members shall serve for a three (3) year term. Terms of office shall be staggered so that no less than one-third (1/3) of the Board shall be elected each year. No Board member shall serve more than two (2) consecutive full three (3) year terms, and shall be ineligible for re-election until one (1) year has lapsed.

B. Elected Board officers shall serve the following terms:

President (one year term)

First Vice-President (one year term)

Second Vice-President (one year term)

Treasurer (three year term)

Secretary (three year term)

Immediate Past President (one year term)

*ARTICLE VI - EXECUTIVE COMMITTEE*

Section 1 - Composition of Executive Committee

A. The Executive Committee shall consist of the:

President

First Vice-President

Second Vice-President

Past-President

Secretary

Treasurer

B. The Executive Committee shall have the authority to transact all business requiring action before the next quarterly meeting of the Board. A quorum shall consist of a simple majority of the Executive Committee.

*ARTICLE VII - ELECTED OFFICERS*

Section 1 - Duties of Elected Officers

A. President

1. Calls meetings of the Chapter and the Board.

2. Presides over the meetings of the Chapter and the Board.

3. Nominates to the Board, Chapter members to fill chairperson vacancies on all standing and special committees.

4. Serves as ex-officio member on all committees.

5. Represents the Chapter and the Board in carrying out the policies of the Chapter.

6. Serves as Executive Committee Chairperson.

7. Serves as a member of the Nominations and Elections Committee.

8. Serves as a member of theStrategic Planning Committee.

9. Prepares and submits required NRA reports.

10. Serves as a representative to the NRA Mid-Atlantic Region Board (one of

two).

B. First Vice-President

1. Automatically succeeds the President at the expiration of the

President's term. If the President vacates the position during the term, the First Vice-President shall serve as President for the remainder of that term, plus serve his/her regular one (1) year term as President.

2. Serves as Chairperson of the Program Development Committee.

3. Serves as a member of theStrategic Planning Committee.

4. Serves on the Nominations and Elections Committee.

5. Performs other duties as assigned by the Board.

C. Second Vice-President

1. Automatically succeeds the First Vice-President whenever that office shall become vacant.

2. Serves as Chairperson of the Membership and Marketing Committee.

3. Serves as a member the Program Development Committee.

4. Serves as a member of theStrategic Planning Committee.

5. Performs other duties as assigned by the Board.

D. Treasurer

1. Prepares and makes payment for Chapter expenditures, and records receipts and expenditures in accordance with professional bookkeeping standards.
2. Makes recommendations to the Board and standing committees regarding the Chapter’s budgets and financial policies, expenditures, investments, and commitments.
3. Presents reports on the Chapter’s financial status at quarterly Board meetings and at other Chapter business meetings. Prepares accounting records for professional audits as deemed necessary by the Board.
4. Serves as a member of theStrategic Planning Committee.
5. Performs other related functions as may be assigned by the Board.
6. Serves a three-year term.

E. Secretary

1. Records, prepares, and distributes the minutes of all quarterly and special Board meetings.

2. Maintains a record of Chapter minutes and other correspondence.

3. Performs other related functions as assigned by the Board.

4. Serves a three-year term.

F. Immediate Past President

1. Serves as a representative to the NRA Mid-Atlantic Region Board (one of

two).

2. Serves as the Chairperson of the Strategic Planning Committee.

3. Serves as Chairperson of the Nominations and Elections Committee.

4. Performs other duties as may be requested by the Board.

Section 2 - Performance Standards for Elected Officers

If, in the opinion of the Board, any elected officer does not perform his/her duties in a satisfactory, professional, and ethical manner, the Board may, by a two-thirds (2/3) vote, declare the office to be vacant.

If a vacancy occurs in the Presidency, the First Vice-President will automatically assume the responsibilities of the Presidency. If the immediate Past-President is unable or unwilling to serve as Past President, the next previous Past-President shall be invited/appointed to serve out the term.

*ARTICLE VIII - COMMITTEES*

Section 1 - Appointment of Standing Committees

A. To assist the president and the Board in carrying out Chapter functions, the Chapter shall have the following standing committees, subject to confirmation by the Board:

* 1. Executive Committee
  2. Strategic Planning Committee
  3. Program Development Committee

4. Membership Committee

5. Public Relations Committee

5. Nominations and Elections Committee

6. Awards Committee

7. By-Laws Committee

8. Legislative and Rehabilitation Policy Committee

9. Divisions Committee

B. The chairperson of each standing committee shall be an ex-officio member of the Board. Unless the chairperson is an elected Board member the chairperson will not have voting rights. Each committee shall meet throughout the year and the chairperson shall present a report at each Board Meeting.

Section 2 - Duties of Committees

The duties of the standing Committees shall include the following:

A. Executive Committee - Composed of the Board's officers and chaired by the Chapter President, the Committee shall review and oversee all Chapter planning and actions. It shall also be responsible for compliance to the Chapter's Constitution and By-Laws.

B. Strategic Planning Committee - Chaired by the immediate Past-President, this Committee shall align the mission goals of PRA with current needs of rehabilitation professionals, persons with disabilities, and current trends in the rehabilitation field. Works in conjunction with other committees to set the course of the organization.

C. Program Development Committee - Chaired by theFirst Vice-President, this Committee will be responsible for planning and conducting the programs at the meetings of the Chapter. Additionally, this committee shall be responsible for planning and conducting the Annual Professional Development Institute and other educational programs sponsored by the Chapter.

D. Membership Committee - Chaired by the Second Vice-President, the committee shall plan and execute an annual membership campaign to recruit and retain members.

E. Public Relations Committee - The President will nominate a chairperson and members to this committee. The committee shall arrange for statewide publicity to inform rehabilitation professionals about current rehabilitation issues and trends. Is responsible for producing and maintaining the Chapter’s newsletter, website, social media sites, and other public relations activities.

F. Nominations and Elections Committee - Chaired by the Past-President and shall include the President and First Vice-President. Shall be responsible for soliciting and composing an annual nominations slate of candidates for the office of Second Vice-President and vacant At-Large Board members. Shall prepare and sendballots to Chapter members. Shall coordinate the counting of ballots and report the results to the Board and full membership, in accordance to Article IX, Nominations and Elections.

G. Awards Committee – The President will nominate a chairperson and members to this committee. The Committee shall be responsible for promoting, reviewing, and recommending nominees for all Chapter, Regional, or National Rehabilitation Association awards. Recommendations shall have prior Board approval.

H. By-Laws Committee - The President will nominate a chairperson and members to this committee. This Committee shall prepare amendments to the Chapter’s Constitution and By-laws upon the request of the Board. May make recommendations to the Board with respect to desirable changes in the Constitution and By-laws. It shall be the Committee’s function to advise the Board regarding the Chapter’s compliance with the Constitution and By-Laws.

I. Legislative and Rehabilitation Policy Committee – The President will nominate a chairperson and members to this committee. This Committee’s function shall be to analyze the organization and administration of public and private rehabilitation programs and policy. Analyzes proposed legislation and recommends action for the Board’s consideration.

J. Divisions Committee - The President will nominate a chairperson and members to this committee. This Committee shall provide guidance and assistance to Divisions within the Chapter in organizing and implementing the Division, and coordinate the operation of the Division within PRA and NRA Constitutions and By-Laws.

Section 3

A. Additional committees may be appointed as provided in Article V, Section 6, C – Powers of the Board.

*ARTICLE IX - NOMINATIONS AND ELECTIONS*

Section 1

The following is intended for use pertaining to the Second Vice-President and the twelve (12) Directors of the Pennsylvania Rehabilitation Association Board.

A. Nominations

1. The Nominations and Elections Committee shall prepare a slate of candidates

for the office of Second Vice-President and for each Board vacancy. A

minimum of two candidates per vacancy is encouraged. Any Chapter member

may submit a candidate for any office. All such individuals shall be Chapter

members.

1. It shall be the responsibility of the Nominations and Elections Committee to prepare and maintain a list of interested members for the offices of Secretary and Treasurer.

B. Elections

1. The official ballot shall be sent to all Chapter members no later than

November 1st of each year. To be considered an eligible vote the ballot

must be returned to the designated Committee representative no later than

the following December 1st.

2. Board members and Second Vice President shall be elected by a mail or

electronic ballot. Receipt of the electronic mail must be acknowledged. Should there be no receipt of acknowledgment, the ballot will be mailed. Ballots will be mailed to those who cannot be reached electronically. The Election shall be conducted under such rules/regulations adopted by the Board.

3. The voting shall be by secret ballot with option for write-in votes. Each Chapter member shall have one (1) individual vote. A candidate must receive the highest number of votes in order to be elected. In the event of a tie, the election will be determined by a majority vote of the Board.

Section 2

A. Members of the Board elected by the Chapter membership shall take office on January 1st of the following year. The Board, at the respective January meeting, will elect the Secretary and Treasurer for a three (3) year term.

B. No Chapter member shall serve concurrently in any of the following offices:

PRA Officer , Division President, Regional Chapter officer.

*ARTICLE X – DELEGATES*

Section 1

The President will appoint members to represent the Chapter at meetings of the National Rehabilitation Association Delegate Assembly and at other NRA meetings when Chapter representation and voting is permitted. The number of delegates will be based on the membership of the Chapter, governed by NRA regulations.

*ARTICLE XI – DIVISIONS*

A division may be created when in accordance with the Constitution and By-Laws of the National Rehabilitation Association. Approval for Chapter divisional status requires two-third (2/3) affirmation of the Board.

*ARTICLE XII - FISCAL POLICY*

Section 1

The fiscal officers of the Chapter shall be bonded under a blanket surety bond in an amount to provide reasonable protection to the Chapter.

Section 2

An audit committee appointed by the Board may review the accounts of the Chapter at the end of each fiscal year. If the review reveals any questionable issues the audit committee may recommend to the Board that a professional audit be ordered, however, a professional audit shall be completed at least every five (5) years beginning January 2008.

Section 3

Surplus funds of the Chapter may be invested in United States government bonds, treasury notes, or certificates of deposit, when they are insured by the United States government, or otherwise as directed by the Board.

*ARTICLE XIII – AMENDMENTS*

Section 1

An amendment of the Constitution and By-laws may be proposed by any Chapter member and ratified by a majority of the full board, (1) provided such amendment was presented to the Board at least thirty (30) days prior to the date the final ratification is to be considered. (2) An amendment may be proposed by any Chapter member and ratified by a three-fourths majority of the full Board, regardless of the length of time the proposed amendment has been presented for consideration.

Section 2

In instances when an amendment would change the intent of a specific section or article the full membership shall be notified in advance so they may provide input. The full membership shall have access to a copy of the By-laws and any amendments following a revision.

*ARTICLE XIV – MISCELLANEOUS*

Section 1

All provisions of the previous Constitution and By-laws of the Chapter are hereby repealed.

Section 2 - Rules of Order

Roberts Rules of Order Newly Revised shall govern all meetings of the Chapter and Board when they are not in conflict with the Constitution and By-laws of the Chapter.

Section 3

A. In the event of the dissolution of the Pennsylvania Rehabilitation Association, the Executive Board shall, after paying or making provision for the payments of all of the liabilities of the Association, convey the balance to the National Rehabilitation Association or otherwise dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, to such charitable, educational, religious or scientific organizations as shall at the time qualify as exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future limited States Internal Revenue Law), as the Executive Board shall determine.

B. All funds certified as the Charles L. Eby Certificates of Deposit and interest shall be transferred to Gettysburg College, Gettysburg PA. These monies shall be added to existing college funds designated in Mr. Eby’s name.

C. All monies certified as Roger Barton Student Leadership and Service Award funds and interest shall be transferred to the National Rehabilitation Association. National Rehabilitation Association shall use all funds designated in Mr. Barton’s name for any national program focused on developing student leadership.

Section 4 - Conflict of Interest

It shall be the responsibility of each member of the Board to discharge their Chapter duties so as to avoid conflict of interest. Board members shall refrain from organizational activities including, but not limited to, voting in which a conflict of interest exists.

Ratified in accordance with Article XIII, Section 1 of PRA Constitution and By-laws (10/19/94) on September 26, 2003.

Ratified in accordance with Article XIII, Section 1 of PRA Constitution and By-laws (10/19/94) on January 16, 2015.