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Texas/Houston Rehabilitation Association [1980-1981]

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BYLAWS
OF THE
TEXAS REHABILITATION ASSOCIATION, INC.

July 15, 1980

Article I--NAME

The name of the Association shall be the "Texas Rehabilitation Association, Inc."

Article II--PURPOSE

The purpose of this Association shall be to advance rehabilitation for all physically, socially, culturally, and/or mentally handicapped persons in Texas by:

- (1) Increasing public understanding of the social and economic gains to individuals and to communities through providing opportunities for all handicapped persons to become independent, self-supporting, and contributing members of society;
- (2) Providing opportunities for conferences, forums, and symposiums for the constructive and creative discussion of problems relating to total rehabilitation of the handicapped;
- (3) Encouraging an interdisciplinary approach to the resolution of rehabilitation problems, through maximum use of the special knowledge and skills of all professions;
- (4) Fostering research and study to advance the knowledge and skills necessary for the improvement of rehabilitation services to the handicapped; and
- (5) Stimulating professional training opportunities for all personnel engaged in rehabilitation.
- (6) Encouraging the entry of competent and humanitarian individuals to the rehabilitation professions and fostering training opportunities required to make them effective practitioners;
- (7) Identifying the essential elements in the practice of rehabilitation and fostering the development and application of standards which will help to assure effective services to handicapped people;
- (8) Exercising leadership in removing architectural, transportation, and communication barriers and protecting the legal rights of handicapped individuals in order that they may live normal lives and enjoy the rights and benefits that should be the heritage of every American citizen.

Article III--MEMBERSHIP

SECTION 1. Membership. A member classification in the Association shall be available to any individual interested in the rehabilitation of the handicapped who has paid the Association dues.

SECTION 2. Privileges of Membership.

- (a) Membership in the Association shall entitle all classes of members to receive the official publication of the Association.
- (b) Any member of the Association shall be entitled to become a member of only one (1) local chapter.
- (c) All members shall be entitled to participate in the meetings of this Association.

SECTION 3. Duties of Memberships. Members are expected to fulfill the purposes and goals of the Association.

SECTION 4. Membership Year. The membership year will be in accordance with the dues schedule.

SECTION 5. Meetings of the Membership. There will be at least one (1) annual meeting.

Article IV--ADMINISTRATION

SECTION 1. Executive Board Membership. There shall be an Executive Board whose composition shall be as follows:

- (a) Elected officers of the Association;
- (b) The Immediate Past-President of the Association;
- (c) One (1) representative from each TRA subchapter;
- (d) One (1) representative from each TRA affiliate organization;
- (e) Nine (9) members-at-large, elected by the membership;
- (f) The chairperson of each standing committee shall be an ex-officio member of the Executive Board without voting privileges.

SECTION 2. Executive Board

- (a) Vacancies. Vacancies arising on the Executive Board between regular election shall be filled by a majority vote of the remaining members of the Executive Board under such rules as established by the Executive Board.

(b) Meetings.

- (1) Frequency. The Executive Board shall meet at least quarterly upon call of the President or upon petition of ten (10) members of the Executive Board.
- (2) Quorum. A quorum shall consist of at least one-third (1/3) of the voting membership of the Executive Board and must include either the President or Vice-President of the Association.
- (3) Restriction on Executive Sessions. All meetings of the Executive Board shall be open meetings except when a closed session is voted by a majority of the Executive Board members present.

(c) Responsibilities and Powers. The authority, power and responsibility of the Executive Board includes the following:

- (1) The transaction of any and all necessary and appropriate business of the Association between meetings of the Association.
- (2) Calling an annual meeting of the Association.
- (3) Approving and monitoring all subchapters.
- (4) At its pleasure, the Executive Board may appoint an Executive Director of the Association.
- (5) Approval of the TRA Operations Manual and changes thereto.

SECTION 3. Officers.

(a) Elective Officers. The elective officers are:

- (1) The President
- (2) The President-Elect
- (3) Vice-President
- (4) Secretary-Treasurer.

(b) Terms of Office. Officers shall be elected for a one (1) year term. The President may serve no more than two (2) consecutive terms without intervention of at least one year.

(c) Responsibilities. The officers of the Association shall perform the usual duties of their respective offices, including particularly the duties specified as follows:

- (1) President. The President shall:
 - (A) Preside at all meetings of the Executive Board and of the membership;

- (B) Call meetings of the Executive Board in accordance with the provisions of these Bylaws, and any other meetings necessary to the operation of the Association;
 - (C) Appoint any special committees necessary to the operation of the Association;
 - (D) Appoint ~~all~~ standing committees and designate the chairperson of each except as these Bylaws may otherwise specify;
 - (E) Appoint the delegates to the national and regional meetings;
 - (F) Appoint ad hoc committees;
 - (G) Serve as an ex-officio member of all committees except the Nominating Committee; and
 - (H) Be the executive editor of the official house organ of the Association.
- (2) Vice-President. The Vice-President shall serve as President during any period of time that the presidency is vacant or that the President is unable to perform his/her duties. He/she shall serve until the President is again able to resume his/her duties or until the end of the term, whichever occurs first. The Vice-President shall serve as the chairperson of the Legislative Committee and shall assure that this committee meets and carries on its regular duties as defined in these Bylaws or the Operations Manual.
- (3) President-Elect. The President-Elect shall be responsible for informing himself of the current affairs and activities of the Association. He/she shall perform whatever duties are assigned to him/her by the President. He/she shall succeed to the presidency when the President completes his/her term of office.
- (4) Secretary-Treasurer. The Secretary-Treasurer shall advise and assist the Executive Director in finance and budgetary matters. They shall act in concert with the Executive Board in maintaining all pertinent and corporate records.

SECTION 4. Executive Committee. The Executive Committee shall consist of seven persons; to include the President, the President-Elect, the Vice-President, the Secretary-Treasurer, the immediate Past-President, and two Members at Large, to be appointed by the President with advice and consent of the TRA Board.

The function and authority of this Committee will be to conduct TRA business during the interim between TRA Board meetings, reviewing the meeting agendas, financial reports, minutes, records, and performance of the Executive Director at least once annually. They shall have the authority to declare a Board vacancy and make recommendations to fill any vacancy, complying with Article IV, Section 2 (a).

SECTION 5. Executive Director. An Executive Director shall serve at the pleasure and direction of the Executive Board.

SECTION 6. Subchapters. Subchapters may be organized in a geographic area approved by the Executive Board. A group shall not be approved as a subchapter until its Constitution and/or Bylaws are approved by the Executive Board.

Article V--COMMITTEES

Standing committees of the Association are:

- (1) The Awards and Citation Committee;
- (2) The Editorial and Public Information Committee;
- (3) The Membership Committee;
- (4) The Annual Conference Committee;
- (5) The Bylaws Committee;
- (6) The Site Selection Committee;
- (7) The Ways and Means Committee;
- (8) The Executive Committee;
- (9) The Nominating Committee;
- (10) The Legislative Committee;
- (11) The Audit Committee.

The duties and responsibilities of standing committees are specified in these Bylaws or in the Operations Manual.

Article VI--NOMINATIONS AND ELECTIONS

SECTION 1. Nominating Committee. The President shall appoint a Nominating Committee consisting of five (5) members, one from each of the appropriate quadrants of the State, as defined in the Operations Manual, with each member from a different agency. The Immediate Past President of the Association will serve as chairperson. When the Immediate Past President cannot serve, the chairperson shall be designated by the President.

SECTION 2. Duties of the Nominating Committee.

- (1) Nomination of officers;
- (2) Nomination of Executive Board members;
- (3) Posting a slate of at least two (2) nominees for each position in the TRA Newsletter at least sixty (60) days prior to the annual conference.

SECTION 3. Provisions for Additional Nominees. In addition to the slate presented by the Nominating Committee, a member may nominate another member for office by providing the name of the nominee with the signatures of ten (10) supporting members to the chairperson of the Nominating Committee. Any member nominating a member in good standing must first have obtained the individual's permission and his assurance that he will serve in the capacity nominated.

SECTION 4. Provisions for Elections.

- (1) Acceptance of nominations for elective office to appear on the ballot will cease sixty (60) days prior to the annual conference.
- (2) Regular ballots indicating all persons nominated will be distributed to the membership.
- (3) The Nominating Committee, or their substitutes appointed by the President, shall count and record the results of the absentee vote prior to the annual conference. This committee will also tally and record the votes at the annual conference and report the final, total results to the President.
- (4) Polls will close at 12:00 o'clock of the second day of the conference.
- (5) The results will be announced at an appropriate meeting of the conference. A plurality of votes cast shall be required to be elected.

SECTION 5. Provisions for a Run-Off Election.

- (1) In the event of a tie, run-off ballots will be distributed prior to the final general session to those members who voted in the general election.
- (2) Mail run-off ballots will only be sent to those who voted in the general election. These will be mailed within fifteen (15) days after the annual conference and must be returned within fifteen (15) days.
- (3) The Nominating Committee will tally these results and report to the President, who will inform the membership.

Article VII--AMENDMENTS

The Bylaws of this Association may be amended as follows:

- (1) Any member may propose any amendment to the Bylaws Committee;
- (2) The committee will present all amendments to the full Board of Directors;
- (3) A majority vote of the Board in attendance shall be required to present the proposed amendment to the membership;
- (4) Proposed amendments shall be mailed to the membership at least sixty (60) days in advance of the annual meeting;
- (5) A plurality of the votes cast by the General Assembly shall be required to ratify the proposed amendment.

Article VIII--OPERATIONS MANUAL

All functional duties not otherwise specified in these Bylaws shall be incorporated into an Operations Manual. It shall be the duty of the Bylaws Committee to accept and present proposed changes in the Operations Manual to the Executive Board along with recommendations, and the basis for the recommendations. The Executive Board will approve, disapprove, and/or amend any proposed changes.

Article IX--MISCELLANEOUS

SECTION 1. Rules of Order. Robert's Rules of Order shall govern meetings of the membership, the Executive Board, and the committees of the Association.

SECTION 2. Saving Clause. All provisions of the previous Bylaws of the Association are hereby repealed. To the extent that any provision of these Bylaws might be in conflict with any provisions of the Texas Non-Profit Corporation Act or with any other law applicable to the affairs of the Association, such provisions of these Bylaws shall be deemed null, void, and of no effect.

SECTION 3. Adoption. These Bylaws shall become effective immediately upon adoption by the General Assembly.

SECTION 4. Dissolution. Upon any dissolution of the Association, all then remaining assets of the Association shall be distributed to one or more local nonprofit organizations operated exclusively for the purpose of rehabilitation of the handicapped. If none such organizations exist, then said assets shall be distributed to one or more other nonprofit organizations operated exclusively for scientific or educational purposes. Distributions shall be made only to organizations which are exempt from federal income tax under 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of such future law).

Always collective aspect

4PM Thursday

Suggest policy out to TRA

Spent in specific areas, or city limits or

- 1. find housing for A source, (not a subset of population)
- 2. first meeting decided on a special project (source) ^{specific}
- 3. advertise the source
- 4. when doing any fundraising
- 5. strict accountability

Policy

Rod Felt

244-2417828
secretary who knows about William

Source
HADICAPED
15% in area

TRA members - all white

BY-LAWS
OF THE
HOUSTON AREA REHABILITATION ASSOCIATION

(OCTOBER 1981)

ARTICLE I - NAME

The name of this Association shall be the Houston Area Rehabilitation Association (a chapter of the Texas Rehabilitation Association, Inc.) hereinafter referred to as the Association.

ARTICLE II - PURPOSE

The purpose of this Association shall be to advance rehabilitation for all physically, socially, culturally, and/or mentally handicapped persons in the Houston area by:

1. Increasing public awareness of the mutual social and economic benefits gained by the individual and the community when opportunities are provided for handicapped persons to achieve their highest potential;
2. Providing opportunities for conferences and forums for the discussion of the problems relating to total rehabilitation of the handicapped;
3. Encouraging an interdisciplinary approach to the problems of rehabilitation through maximum use of knowledge and skills of all professions;
4. Supporting research, study, and programs to advance knowledge and skills necessary to improve rehabilitation services to the handicapped;
5. Stimulating professional training opportunities for all personnel engaged in rehabilitation;
6. Exercising a leadership role in mobilizing public support and legislative action in order that handicapped individuals may participate fully in all normal life activities;

ARTICLE III - MEMBERSHIP

Section 1: Member: Member classification in the association shall be available to each individual and organization interested in the rehabilitation of the handicapped who are members in good standing of the Texas Rehabilitation Association and the National Rehabilitation Association.

Section 2: The Executive Board

- a. Vacancies arising in the Executive Board between regular elections shall be filled by majority vote of the remaining members of the Executive Board.
- b. Meetings
 1. The Executive Board shall meet at least twice a year. Meetings shall be called by the President or in his/her absence by the President-Elect, or upon written petition of three Executive Board Members.
 2. Quorum

A quorum shall consist of a simple majority of the Executive Board Members of which one member must be the President or President-Elect of the Association.
- c. Responsibilities
 1. The Executive Board will have the authority to transact any and all business of this Association between meetings of the Association.

Section 3: Officers

- a. The elective officers are President, President-Elect, Secretary and Treasurer. They shall be elected annually by the Membership before the Texas Rehabilitation Association Conference is scheduled to begin.

The outcome of the vote will be announced in a meeting two weeks prior to the TRA Conference.
- b. Terms of Office: Officers shall be elected for a one year term to begin the last day of the TRA Conference. The President may serve no more than two consecutive terms. If the President is re-elected to serve the second year, the President-Elect shall serve a second year also and then succeed to the Presidency.
- c. Responsibilities:
 1. The officers of this Association shall perform the usual duties of such offices together with duties provided in subsection below:
 - a. The President shall be an ex-officio member of all the committees excepting the Nominating Committee.
 - b. The President-Elect shall, during his/her term of office, become informed of the current affairs and activities of the Association and shall become involved in these

Section 2: The Association shall encourage and solicit individuals and organizations to join the National Rehabilitation Association.

Section 3: Privileges of Membership

- a. Membership in the Association shall entitle all classes of members to receive the official publications of the Association.
- b. Any member of the Association shall be entitled to become a member of only one local chapter.
- c. All members shall be entitled to participate in the meetings of this association.

Section 4: Membership year:

The membership year shall be in accordance with the dues schedule of the National Rehabilitation Association.

Section 5: Meetings of the Membership:

All members are entitled to participate in all meetings of the Association and to attend meetings of the Executive Board.

ARTICLE IV - FUNDS

The funds of this Association will be derived from voluntary contributions, membership assessments as set by Board action, and such amounts as may be rebated from the Texas Rehabilitation Association and the National Rehabilitation Association.

ARTICLE V - ADMINISTRATION

Section 1: Members Of The Executive Board:

The Executive Board shall consist of the officers of this Association, the immediate Past-President, and six members-at-large. The term of office of the members-at-large shall be staggered so that not more than one-half shall be elected each year by the membership. Three (3) members-at-large shall be elected for two year terms, two (2) shall be elected for a one year term, and one consumer shall be annually appointed to serve as a member-at-large.

affairs and activities as requested by the President or the Executive Board. He/she shall have such other duties as the President or the Executive Board may have or from time-to-time assign to him/her. The President-Elect shall serve as President during any period of time that the Presidency is vacant or the President, because of temporary circumstances is unable to perform his/her duties. He/she shall serve until the President is again able to resume his/her duties or until the end of the term whichever occurs first.

c. The Secretary shall:

1. Provide each member of the Executive Board with minutes of each Executive Board Meeting, and,
2. act as custodian for all records and papers of the Association and
3. act as secretary at all membership meeting, and
4. perform such other duties as directed by the Executive Board.

d. The Treasurer shall:

1. Have custody of all funds and securities of the Association, and
2. maintain accurate accounts in the name of the Association, and
3. prepare an annual report as directed by the Executive Board, and
4. maintain a bank account in the name of the Association, and
5. make all his/her books available for audit at the request of the Executive Board, and
6. perform such other duties as directed by the Executive Board.

2. All properties and records of the Association are the responsibility of the respective officers. They are to be passed on to the newly elected officers with all records current.

ARTICLE VI - EXECUTIVE BOARD ANNUAL PLAN

The President shall call a meeting of the Executive Board within thirty days of taking office. The Executive Board will prepare an Annual Plan. At this time committees needed to accomplish the Annual Plan will be appointed by the President. The President may appoint other committees during the year as deemed appropriate in carrying out the functions of the Association. There will be standing membership and program committees.

Section 1: The Membership Committee shall consist of a chairman selected by the President and as many members as deemed necessary by the chairman and shall work toward securing new members and keeping the old ones. This committee shall maintain an accurate membership roster at all times and shall notify

and encourage all members to attend all meetings. Notification must be given at least 30 days prior to such meetings.

Section 2: The Program Committee shall consist of a chairman selected by the President and as many members as deemed desirable by the Chairman and shall plan and execute all programs for the meetings.

ARTICLE VII - NOMINATIONS AND ELECTIONS

Section 1: Nominating Committee:

A nominating Committee of five shall be appointed by the President, of whom one shall be the immediate Past-President of the Association who shall be chairman with four members. When the immediate Past-President cannot serve, the Chairman shall be designated by the President. No two members are to be from the same agency.

Section 2: Duties Of The Nominating Committee:

1. The Nominating Committee shall nominate one or more members for each office of the Association.
2. The Nominating Committee shall nominate the membership, members for election as members-at-large of the Executive Board.

Section 3: Provisions For Additional Nominees:

A meeting of the membership will be held sixty days prior to the annual Texas Rehabilitation Association Conference. At that time the Nominating Committee will present its slate of officers. Additional nominations from the membership will then be received.

Section 4: Election Of The Executive Board:

The election of the Executive Board will take place prior to the annual TRA Conference. The results of the election will be at least two weeks prior to the TRA Conference.

Section 5: Requirements For Election:

To be elected, a candidate must receive a majority of the votes cast and be a member in good standing of the Association.

Section 6: Counting The Vote:

The President or his substitutes shall select tellers to tally the vote.

ARTICLE VIII - AMENDMENTS

The By-Laws of the Houston Area Rehabilitation Association may be amended as follows:

1. Any member wishing to propose an amendment to the By-Laws of this Association shall present such proposal to the Executive Board. A majority of the entire Executive Board shall be required to approve presentation of the proposed amendment to the membership and the Texas Rehabilitation Association Board.
2. Notice of such an amendment shall be submitted to the membership at least two weeks before the vote is taken. Under no circumstances shall a proposed amendment by the Executive Board for submission to the membership exist without action longer than ninety days.
3. Amendments to By-Laws shall be ratified by a majority of membership in attendance.
4. Votes on an amendment shall be tallied at the meeting. The result shall be announced at the meeting.
5. The effective date of the amendment shall be stipulated in the amendment.

ARTICLE IX - MISCELLANEOUS

Section 1: Rules Of Order

Roberts' Rules of Order shall govern meetings of the membership, the Executive Board, and the Committees of the Association.

Section 2: Saving Clause:

All provisions of previous By-Laws of the Houston Area Rehabilitation Association are hereby repealed.

Section 3: Adoption:

Immediately following the ratifications of these By-Laws they shall be in effect.

CONSTITUTION
of
THE NATIONAL REHABILITATION ASSOCIATION

ARTICLE I -- NAME

The name of this Association shall be The National Rehabilitation Association.

ARTICLE II -- PURPOSE

The purpose of the Association shall be to advance rehabilitation of all handicapped persons by--

1. Exercising leadership in identifying the needs of handicapped individuals, interpreting these needs to society, planning and promoting programs designed to meet these needs, and translating such programs into services at the community level.
- ✓ 2. Identifying the essential elements in the practice of rehabilitation and fostering the development and application of standards which will help to assure effective services to handicapped people.
- ✓ 3. Exercising leadership in developing concepts and practices which will foster interagency and interprofessional activity directed toward helping handicapped individuals increase their ability to function.
- ✓ 4. Encouraging the entry of competent and humanitarian individuals to the rehabilitation professions and fostering training opportunities required to make them effective practitioners.
- ✓ 5. Encouraging the search for improved methods and techniques in the organization, administration, and practice of rehabilitation and fostering the dissemination and evaluation of such findings.
6. Exercising leadership in removing environmental and legal barriers and overcoming discrimination which keeps handicapped individuals from living normal lives and enjoying the rights and benefits that should be the heritage of every American citizen.

ARTICLE III -- DEFINITIONS

For the purpose of this Constitution--

1. Association shall mean The National Rehabilitation Association.
2. Assembly shall mean Delegate Assembly of The National Rehabilitation Association.
3. Board shall mean Board of Directors of The National Rehabilitation Association.

4. State shall mean any one of the states and territories of the United States or the District of Columbia.

ARTICLE IV -- MEMBERSHIP.

Membership in the Association shall be available to all persons or organizations interested in the rehabilitation of handicapped persons and who contribute to the support of the Association as provided for in the Bylaws of the Association. No member of the Association shall be denied membership in any organizational unit of the Association because of race, creed, national origin, sex, age or disability.

SECTION 1. CLASSES OF MEMBERSHIP. The classes of membership of this Association shall be: Member, Associate Member, Sustaining Member, Life Member, Student Member, Individual/Corporate Sponsor and supporting member. Definition of each of the classes of membership and the dues for each class shall be determined in the Bylaws, provided however that no new Life Memberships may be made available after December 31, 1976 and further provided that any increase in dues for any class of membership shall be approved by a majority vote at a regular meeting of the Delegate Assembly before such increase may become effective or be placed in the Bylaws.

SECTION 2. PRIVILEGES OF MEMBERSHIP.

- a. Members of the Association shall receive all official publications of the Association, as determined by the Board, with the exception that the Associate member class and supporting member class shall receive all official publications except the Journal of Rehabilitation.
- b. All classes of members of the Association shall be entitled to become members of an affiliated state, local, or campus chapter. Chapters have the option to decide whether supporting members shall vote in local or state elections.
- c. All classes of members except supporting members shall be eligible to hold an elective office, to serve as a member of the Board, and to serve as a member of the Delegate Assembly.
- d. All members shall be entitled to participate in the national meetings of the Association and in the regional meetings of the region which includes the state, local or campus chapter with which they are affiliated.

SECTION 3. MEETINGS OF MEMBERSHIP. Except when the Board in unusual circumstances shall determine that it is not possible to hold such a meeting, there shall be at least one meeting of the membership of the Association during each calendar year at a time and place to be determined by the Board.

ARTICLE V -- DELEGATE ASSEMBLY

Section 1. POWERS OF THE DELEGATE ASSEMBLY. The Assembly:

- a. Shall be the law-making and policy-making body of the Association and shall perform such functions as are usually performed by such bodies.
- b. Shall adopt rules of procedure for the conduct of meetings of the Assembly.

- c. May request to hear all reports of Commissions of the Association.
- d. May pass resolutions pertinent to the purposes and objectives of the Association, such resolutions to be considered policies of the Association.
- e. May adopt amendments to this Constitution as herein provided.
- f. May delegate to the Board any of its powers except the adoption of amendments to this Constitution; the adoption of resolutions of the Association and its power to approve increases in dues.

SECTION 2. MEMBERS OF THE DELEGATE ASSEMBLY.

- a. Each Chapter of the Association shall be entitled to representation in the Assembly according to provisions established in the Bylaws of the Association.
- b. Past Presidents of the Association and incumbent members of the Board shall be voting members of the Assembly. Such delegates shall be known as "Constitutional Delegates." A Chapter's apportionment of delegates as established in the Bylaws of the Association shall not be reduced because of having one or more constitutional delegates in its membership.

SECTION 3. MEETINGS OF THE DELEGATE ASSEMBLY. The Assembly shall convene for a regular meeting at the time and place of the meeting of the membership. Special meetings shall be called by the President upon request by a majority of the members of the Board.

SECTION 4. REPRESENTATION BY PROXY. Any affiliate chapter entitled to more than one delegate may designate a delegate of such chapter to represent by proxy such additional delegates to which it may be entitled, provided that no delegate shall hold more than two proxies in addition to their own status as a delegate. It is further provided that the Constitutional Delegates set forth in Article V, Section 2(b) may not be represented by proxy.

SECTION 5. QUORUM. Delegates whose combined voting strength constitutes one-third of the full voting strength of the Assembly shall constitute a quorum, provided at least one-half of the states are represented by a delegate or delegates.

SECTION 6. METHOD OF VOTING. Each member of the Assembly shall have one vote on any matter coming before the Assembly. In addition, they shall have one vote for each proxy which they are duly certified to hold, provided that in no instance shall any delegate cast more than a total of three votes on any issue. Voting shall be by voice or hand count at the discretion of the President or by special rules adopted by the Assembly.

ARTICLE VI -- BOARD OF DIRECTORS

SECTION 1. COMPOSITION OF BOARD. The Board of Directors shall consist of the President, President-Elect, Treasurer, the immediate Past-President, one member from each of the Regions herein provided for, one member from each

Division of the Association, one member each representing the Council of Chapter Presidents, the Council of Division Presidents, the Council of Consumer Members, the Council of Non-White Members, the Council of Student Members and six Members-at-Large.

SECTION 2. FILLING VACANCIES. The Board shall have authority to fill by the votes of its own members, the offices which have become vacant between elections, including vacancies in its own membership. When a vacancy occurs in one of the elective offices of the Association, the vacancy may be filled for the unexpired term of office. When a vacancy occurs in a Board member-at-large position the vacancy may be filled until the end of the term of office or until a successor is chosen at the next election of the Association, whichever occurs first.

SECTION 3. POWERS OF THE BOARD. Powers of the Board shall include, but not be limited to:

- a. Adoption of a fiscal year for the Association.
- b. Election of an Executive Director for an indefinite term, outlining the duties and fixing the compensation.
- c. Establishing and maintaining a national office.
- d. Adoption of policies governing all fiscal affairs of the Association, including bonding of officers and employees.
- e. Establishing Commissions, prescribing their functions and the terms of their members, confirming the appointment of Commission Members by the President and hearing and acting on Commission reports.
- f. Establishing advisory groups, prescribing their functions and membership and hearing and acting on their reports. Such advisory groups shall include a Council of Chapter Presidents, a Council of Student Members, a Council of Consumer Members, a Council of Non-White Members, and such other Councils as may be indicated with the approval of the Delegate Assembly.
- g. Serving as the final judge of the results of elections of the Association.
- h. Proposing resolutions and other policy statements to the Assembly.
- i. Instructing the President to call meetings of the membership and the Assembly, setting the time and place of such meetings, and notifying the membership of such meetings through an official publication of the Association.
- j. Formulating and carrying out agreements with other organizations whose purposes are in harmony with those of the Association when such agreements will advance and promote the purposes of the Association. Such organizations shall be known as Associated Organizations. A full report of the transactions under this provision will be made to the Assembly.
- k. Adopting such Bylaws and rules/regulations as may be necessary for carrying out the activities authorized by this Constitution and the Assembly, including rules/regulations necessary in connection with the development and maintenance

of effective relationships with regional organizations, divisions and chapters, to assure the performance of the functions specified for such units of the Association in this Constitution.

SECTION 4. EXECUTIVE COMMITTEE.

a. Composition. There shall be an executive committee of the Board composed of the President, President-Elect, Treasurer, the immediate Past-President and three other members of the Board nominated by the President and confirmed by the Board.

b. Powers of Executive Committee. The Executive Committee will:

1. Perform such functions of the Board as may be delegated to it by the Board.
2. Perform between sessions of the Board all the functions of the Board necessary to assure the orderly operation of the Association, except such functions as the Board may, by resolution, reserve for itself.

SECTION 5. TERMS OF BOARD MEMBERS.

a. Except in instances of any election to fill a vacancy, all board members except elective officers, shall be elected for a three year term. However, the Articles of Association of each Council shall govern their representatives term. The board shall have the authority to adjust the terms of office of board members elected to represent Regions, Divisions, or Councils so that as nearly as possible the same number of such board membership terms expire each year and further provided that all Regions, Divisions, or Council at the time of the passage of this Constitutional provision shall be allowed to complete the terms of office for which they were elected and all adjustments shall be made in the length of the term of office next following the one now being served by such board members.

b. Except when an adjustment in the term of office is made by the Board as provided for in Article VI, Section 5(a) of this Constitution, members of the Board representing Regions, Divisions, and Councils shall be elected in accordance with their Articles of Association by such organizations for the conduct of their elections.

c. Two Board Members-at-large shall be elected each year for terms of three years by a mail ballot. Such election shall be conducted under rules/regulations established by the Board.

ARTICLE VII -- OFFICERS

SECTION 1. ELECTIVE OFFICERS. The elective officers of the Association shall be the President, President-Elect and Treasurer.

SECTION 2. ELECTION OF ELECTIVE OFFICERS. Elective officers shall be elected by a mail ballot, such election to be conducted under rules/regulations

adopted by the Board. The elective officers shall assume the offices to which they have been elected at the close of the meeting of the membership next following their election.

SECTION 3. DUTIES OF ELECTIVE OFFICERS. The duties of elective officers shall be those usually pertaining to such positions, including the following specific duties assigned to each office:

a. President. The duties of the President shall include:

1. Calling meetings of the Association, the Assembly, the Board, and the Executive Committee.
2. Presiding over meetings of the Assembly, the Board, and the Executive Committee.
3. Nominating to the Board, members to fill vacancies on all Commissions except the Nominating Committee.
4. Serving as ex-officio member of all Commissions.
5. Representing the Assembly and Board in carrying out the policies of the Association.

b. President-Elect. The President-Elect shall serve on the Board and the Executive Committee and shall assume the presidency at the close of the second meeting of the membership following being elected. If the presidency of the Association should become vacant or if the President is unable to perform the duties due to temporary circumstances, the President-Elect shall serve as President until such time as the Board fills the vacancy or until the President is again able to resume the duties. The President-Elect shall have such other duties as the Board may from time to time assign.

c. Treasurer. The Treasurer shall be a member of the Commission on Internal Affairs of the Association and shall serve as a member of the Executive Committee. The Treasurer shall make recommendations to these bodies and to the Board with respect to financial policies of the Association. The Treasurer shall make an annual report to the Commission on Internal Affairs, to the Board, and to the Assembly of the financial status of the Association. The Treasurer shall perform other such related functions as may be assigned by the Board.

SECTION 4. EXECUTIVE DIRECTOR. The Executive Director shall be the chief administrative officer of the Association, responsible to the Board through the President for any actions. The Executive Director shall perform such functions as are generally assigned to this position, and shall serve as Secretary to the Assembly, the Board, and its Executive Committee.

ARTICLE VIII -- NOMINATIONS AND ELECTIONS

SECTION 1. NOMINATIONS.

a. Nominating Committee. There shall be a Nominating Committee composed of the immediate Past-President of the Association and one member elected by each Region as provided for in Article X of this Constitution. The immediate

Past-President of the Association shall serve as chairperson of the committee but vote only in case of a tie.

Each Region shall make provision in its Constitution and/or Bylaws for the selection of one of its members to serve on the Nominating Committee of the Association and shall annually make such selection. Each person so selected shall assume a position on the committee at the close of the annual meeting of the Association next following their selection to membership on the committee and shall serve until the close of the annual meeting of the Association next following their assumption of membership on the committee.

b. Duties of the Committee. The Nominating Committee shall meet at least ninety days prior to the next meeting of the membership and shall nominate one or more members for each office and Board membership-at-large which shall become vacant at the close of the next meeting of the membership and shall report the Committee's nominations to the membership in an official publication of the Association at least sixty days prior to the next meeting of the membership.

SECTION 2. ELECTIONS.

a. Election by mail. An election shall be conducted by mail under rules/regulations established by the Board provided however that the following rules shall be included among those established by the Board:

1. The ballot shall be prepared listing by lot the names of all nominees under the office for which they have been nominated.
2. The same number of blank spaces shall be provided under each office for write-in votes as there are offices to fill.

ARTICLE IX -- DIVISIONS

SECTION 1. ORGANIZATION OF A DIVISION. Major scientific, professional or other interest groups may be organized as divisions within the Association to facilitate the promotion of specific interests and to meet the special needs of members of these groups when such interests and needs are in harmony with the purposes of the Association.

SECTION 2. CREATION OF A DIVISION. A division may be organized when a significant number of Association members request it and the Board approves. The Board may also create a division to help carry out the purposes of the Association. A division may not represent the Association in any matter of Association policy. A division may, by resolution, present its viewpoint on any matter directly to the Board and/or to the Assembly. The Board shall adopt provisions for reporting to divisions on action taken on such resolutions as may be presented to it.

ARTICLE X -- REGIONS

SECTION 1. PURPOSE OF REGIONS. For the purposes of effecting greater membership participation in the affairs of the Association and in carrying out the provisions of this Constitution, the Board shall designate such regions as it deems necessary.

SECTION 2. ESTABLISHMENT OF REGIONAL BOUNDARIES. The boundaries of regions shall follow the boundaries of state. The Board shall designate the regions and their boundaries.

SECTION 3. ESTABLISHMENT OF REGIONAL ORGANIZATIONS. Members of the Association, who are affiliated with a state, local or campus chapter included in the geographical area designated as a region, may form a regional organization to carry out the functions and responsibilities of regional organizations under the Constitution and Bylaws of the Association.

Regional organizations are not affiliate organizations but administrative units of the Association, and subject to the control of the Board.

SECTION 4. MEMBERSHIP IN THE REGIONAL ORGANIZATION. All members of the Association who are affiliated with a state, local or campus chapter which is included in the geographical area designated as a region shall be members of the regional organization.

SECTION 5. RESPONSIBILITIES OF THE REGIONAL ORGANIZATION.

a. Each region shall hold a conference at least once every two years. Bylaws of each regional organization shall specify whether its conference shall be held annually or biennially and, if biennially, whether in the even or odd numbered years.

b. Each Region shall provide for the selection of one of its members to serve on the Board and as provided in Article VIII, Section 1 (a) of this Constitution, it shall provide for one of its members to serve on the Nominating Committee.

SECTION 6. REFUNDS. Each Region complying with regulations of the Board governing regional activities shall receive a refund equal to ten percent (10%) of the membership dues paid by members of the region in the last fiscal year or five hundred dollars (\$500.00) whichever is smaller.

ARTICLE XI -- CHAPTERS

SECTION 1. WHO MAY AFFILIATE. Members of the Association who live in a defined geographical area or who are members of a college or university student body or faculty may form an organization, the objectives of which are consistent with those of the Association, and may apply for affiliation with the Association. All such affiliate organizations shall be known as chapters. Those formed on a college or university campus by students and faculty shall be known as campus chapters. A chapter may not require the payment of dues in excess

of those specified in the Constitution and/or Bylaws of the Association as a prerequisite to membership, but may engage in other means of raising revenue. A chapter may not represent the Association in any matter of national policy. It may accept memberships from persons not living within its defined geographical area.

SECTION 2. FUNCTIONS OF CHAPTERS. A Chapter shall have as its objectives:

- a. Advancing the objectives and policies of the Association.
- b. Providing for the participation of its membership in the affairs of the Association.
- c. Providing a forum in which the policies of the Association can be discussed and the attitudes of the membership communicated to the Board.
- d. Conducting a membership campaign within the territory served by the Chapter.
- e. Assuming such other responsibilities as the Board may assign.

SECTION 3. REFUND OF DUES TO CHAPTERS. The Board shall refund to all Chapters in good standing 20% of the membership fees paid by members of the Chapter. In addition to this refund the Board may make refunds and/or special grants to Chapters under regulations adopted by the Board provided such regulations are published and applied uniformly to all Chapters in good standing.

ARTICLE XII -- AMENDMENTS

The Constitution of the Association may be amended as follows:

- a. An amendment approved by a majority of the Board may be adopted by a majority vote of the members of the Assembly present and voting at a regular meeting provided the proposed change is published in an official publication of the Association at least 30 days prior to the meeting of the Assembly during which such action is taken.
- b. An amendment may be proposed by an delegate provided the proposal is submitted in writing and provided at least twenty-five delegates have signed an endorsement of the proposal. All such proposals shall be presented to the Assembly, and if approved by a majority of the Assembly present and voting, the proposal shall be referred to a special committee to be appointed by the President for study and recommendation to the next regular meeting of the Assembly, and if ratified at such meeting by a majority of members present and voting, the proposal shall be adopted.

ARTICLE XIII -- MISCELLANEOUS

SECTION 1. SAVING CLAUSE. All provisions of the previous Constitution and Bylaws of the Association not specifically deleted or revised in this Constitution and not in conflict with this Constitution shall remain in effect until the Bylaws of the Association are adopted by the Board.

SECTION 2. RULES OF ORDER. Robert's Rules of Order Newly Revised shall govern meetings of the Assembly, Board, and Executive Committee, when they are not in conflict with the Constitution or Bylaws of the Association or rules adopted by the Assembly or the Board.

Adopted: October 21, 1968, New Orleans, Louisiana.
Amended: September 28, 1970, San Diego, California.
Amended: October 29, 1973, Atlantic City, New Jersey.
Amended: October 13, 1975, Cincinnati, Ohio.
Amended: September 20, 1976, Hollywood, Florida.
Amended: September 8, 1977, Washington, D.C.
Amended: September 25, 1978, Salt Lake City, Utah.
Amended: September 17, 1979, Chicago, Illinois.
Amended: September 20, 1982, Anaheim, CA.