

# WASHINGTON CHAPTER OF THE INTERNATIONAL ASSOCIATION OF REHABILITATION PROFESSIONALS

## BYLAWS

### ARTICLE I

#### NAME

**1.1** The name of this organization shall be the Washington Chapter (Chapter) of the International Association of Rehabilitation Professionals (IARP).

### ARTICLE II

#### PURPOSE

**2.1. Mission, Goals.** The Chapter endorses the Mission and Goals of IARP, which are to enhance the competency of private rehabilitation professionals, advance the professional field, improve the effectiveness of state level affiliates, and lead in the resolution of public policy issues that affect private sector rehabilitation. To pursue this purpose, the chapter will work in concert with IARP to strive towards the following goals.

- 2.1.1.** Enhance the professional competency and qualifications of members through the development of innovative continuing education and career development processes.
- 2.1.2.** Monitor and influence federal government, state government and industry policies that effect the practice of private sector rehabilitation.
- 2.1.3.** Foster high standards of ethical conduct throughout the profession and encourage superior standards of professional performance.
- 2.1.4.** Promote the chartering of state chapters through which members can work towards the resolution of public policy issues that affect private sector rehabilitation
- 2.1.5.** Enhance recognition of the private sector as an efficient, effective source of rehabilitation services.
- 2.1.6.** Encourage interaction and understanding of issues and trends affecting the profession and the competency of all members.
- 2.1.7.** Promote rehabilitation research: Collect, interpret, and effectively disseminate information on changing social, economic, governmental, and technological conditions affecting the profession.
- 2.1.8.** Maintain an organizational structure that address the expectations of members and reflects the highest levels of volunteer and professional staff competency.
- 2.1.9.** Maintain cooperative relationships and activities with allied organizations in pursuit of IARP mission.

## **ARTICLE III MEMBERSHIP**

**3.1. Eligibility.** Any individual, corporation or other organization having an interest in the provision of rehabilitation services in the private sector and willing to comply with these Bylaws and the IARP Standards and Ethics of the Association in effect at the time is eligible to be a member or IARP, and Washington Chapter (hereafter “member” or “members”). Any person or organization that is no longer a member of IARP must be dropped from chapter membership.

**3.2. Categories.** Membership in IARP and Chapter shall be divided into the following categories: Individual Professional, student, Organizational and Associate.

**3.2.1 Individual Professional** is available to any individual meeting any of the following requirements:

- 3.2.1.1** Holder of a master’s or doctorate degree in health-support services from an accredited institution, plus one year of experience in vocational or physical rehabilitation, including at least one year in the rehabilitation of disabling conditions or diseases;
- 3.2.1.2** Holder of a baccalaureate degree in health support services from an accredited institution, plus two years in vocational or physical rehabilitation, at least one year of which shall have been spent in the rehabilitation of disabling conditions or diseases;
- 3.2.1.3** Holder of a diploma in nursing from an accredited institution, plus a current R.N. license, plus three years of experience in physical or vocational rehabilitation, at least one year of which shall have been spent in the rehabilitation of disabling conditions or diseases;
- 3.2.1.4** Holder of any baccalaureate degree from an accredited institution, plus three years in the rehabilitation of disabling conditions or diseases; or
- 3.2.1.5** Holder of current certification in the field of rehabilitation as approved by the IARP Board of Directors.

**3.2.2 Student** is available to individuals currently enrolled in a full-time study program in rehabilitation or a related field in an accredited institution.

**3.2.3 Organizational** is available to any corporation, partnership or other organization in the business of providing rehabilitation services in the private sector. An Organizational member shall be required to designate an individual for purposes of receiving notices and other communications from IARP and the Chapter, and exercising voting privileges.

**3.2.4 Associate** is available to an individual having an interest in the delivery of rehabilitation service in the private sector.

**3.3. Dues.** Each member shall be obligated to annually pay dues in an amount, which may vary with respect to each category of membership, as determined by the IARP Board of Directors from time to time. Any member who has failed to pay the applicable dues for a period of thirty (30) days after the expiration of their membership term shall be terminated from membership.

### **3.4. Voting.**

- 3.4.1.** Each individual Professional and Organizational member of IARP and the Chapter shall be entitled to one vote on any matter submitted to a vote of members. Student and Associate members shall not have voting rights.
- 3.4.2.** Any individual Professional or Organizational member who has failed to pay the applicable dues at the time of any meeting of chapter members or by the date by which ballots are mailed by the Chapter shall not be entitled to vote. Unless applicable law requires otherwise, any action approved by the affirmative vote of a majority of the members entitled to vote at a meeting at which a quorum is present shall be the acts of the members. Proxy voting shall not be permitted.
- 3.4.3.** All matters to be submitted to Chapter members for a vote at a meeting of members may be acted upon by written ballot sent by mail, in person at such meeting, electronically, or by written ballot sent by mail, electronically, and in person, as determined by the Chapter Board of Directors.
- 3.4.4.** New 9-12-07 All matters to be submitted to Chapter members for a vote by electronic mail may be acted upon by authentication of the vote through member secure log-in through the IARP web-site.  
Amended 3/19/08: Electronic voting by the membership on all matters requiring a membership vote
- 3.4.5.** New 3/19/08: Board members to vote electronically with the requirement of 100% participation and 100% agreement.

**3.5. Meetings.** The Annual Meeting of members of the Chapter for the purpose of electing the Directors and Officers of the Chapter, receiving reports from officers and committees, and conducting such other business as may arise, shall be on a date and at a place determined by the Chapter Board of Directors. Ballots for election officers will be mailed in April or May each year. Special meetings of members may be called at any time by at least one-third of the Chapter Board of Directors or by written request of at least one-third members. Meetings of member may be held at any place within or without the State of Washington.

**3.6. Notice.** Written notice of the time and place of the Chapter Annual Meeting of members shall be mailed at least thirty (30) days in advance of the meeting, and of special meetings of members at least fourteen (14) days in advance but not more than thirty (30) days after receipt of appropriate written request. The notice of all special meetings of members shall state the general nature of the business to be transacted. Any written notice shall be delivered personally, by mail, or by publication in the Chapter's newsletter or other journal distributed to Chapter member generally. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to a member at such member's most recent address according to the records of IARP.

**3.7. Quorum.** 25% of members entitled to vote who are present, in person or by written or NEW 9-12-07 authenticated email ballot, at any meeting of members shall constitute a quorum for the transaction of business at any meeting of members, unless a greater proportion is required by applicable law, by the Articles of Incorporation or by these Bylaws.

**3.8. Removal.** Any member who fails to comply with the IARP Standards and Ethics, in effect at the time, may be removed from membership as provided in the Policies and Procedures of the Standards Compliance Review Board, as adopted by the IARP Board of Directors.

**ARTICLE IV**  
**CHAPTER BOARD OF DIRECTORS**

**4.1. Number, Qualifications.**

- 4.1.1.** The Chapter Board of Directors (sometimes referred to as the “Board” and individual members thereof referred to as “Director” or “Directors”) shall manage the business and affairs of the Chapter. The Board shall consist of the individuals then serving as the President, the President-Elect, the Secretary/Treasurer, and the Immediate Past President (collectively “Ex-Officio Directors”) plus, five (5) elected representative at large members including these officers and the Board shall not be in excess of nine (9) individuals serving as Directors. [The Chapter Board of Directors may from time to time add regions, provided that no time shall the number of Directors to be in excess of nine (9).]
- 4.1.2.** To be eligible for election as a Director, an individual must be an Individual Professional member of an individual designated by an Organizational member who qualifies as an Individual Professional member. No individual may hold more than one Directorship at any time.

**4.2. Election and Term.** All Directors shall commence their terms of office on May 1.

- 4.2.1.** Each Ex-Officio Director shall serve as a Director by virtue of the office he or she holds. All Ex-Officio Directors shall serve until they no longer hold their respective offices.
- 4.2.2.** The President-Elect, Secretary/Treasurer shall be elected by the members for such terms as provided in Section 5.1. of these Bylaws.
- 4.2.3.** The President-Elect shall serve in that office for one year, and shall automatically assume the office of President in the subsequent year. At the end of his/her term, each President shall automatically remain on the Board of Directors for a one-year term as Immediate Past President. The Secretary/Treasurer, and Directors shall serve for one year or until their successors are elected and assume office.

**4.3. Vacancies.** All vacancies on the Chapter Board of Directors shall be filled by appointment by the President subject to approval by the Chapter Board of Directors.

**4.4. Meetings.** Regular meetings of the Chapter Board of Directors shall be held a minimum of four times a year at such time and place as the President shall determine. Special meetings of the Board may be called at any time by the President or not less than one-third of all Directors. Meetings of the Board of Directors may be held at any locations within or without the State of Washington. Any Director may participate in any meeting of the Board by means of conference telephone or similar communications equipment by means of which all person participating in the meeting can hear each other. Participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

**4.5. Notice.** Written notice of the time and place of all regular meetings of the Board of Directors shall be delivered to each Director at least fourteen (14) days prior to the date of such meeting and in the case of special meetings, at least seven (7) days prior to the date of such meeting (unless a longer period of notice is required by applicable law, by the Articles of Incorporation or by these Bylaws). In the case of special meetings, the notice shall state the general nature of the business to be transacted. Written notice shall be delivered personally, by email, by mail, by facsimile transmission or by telephone. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the designated Director at such Director's most recent address listed in the records of the Chapter. If by facsimile transmission such notice shall be deemed to be delivered when transmitted to the designated Director at such Director's most recent facsimile telephone number listed in the records of the Chapter. If notice is given by telephone, it shall be deemed delivered when the Director who is contacted has been spoken with directly and a copy of the written notice is mailed with confirmation of such telephone conversation.

**4.6. Quorum.** A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors unless a greater proportion is required by applicable law or by these Bylaws.

**4.7. Voting.** Each Director shall be entitled to one vote on any matter submitted to a vote of the Board of Directors. The acts approved by the affirmative vote of a majority of the Directors present, either in person or by teleconference, at a meeting at which a quorum is present shall be the acts of the Board of Directors unless a greater proportion of affirmative votes is required by applicable law or by these Bylaws. Any action that may be taken at a meeting of the Directors may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed or authenticated by all the Directors in an office and shall be filed with the Secretary of the Chapter.

**4.8. Conflict of Interest.**

- 4.8.1** Possible conflict of interest on the part of a Director shall be disclosed to the Board of Directors and made matter of record.
- 4.8.2** Any Director having any possible conflict of interest on a matter shall not vote on such matter. Such Director may, however, be counted in determining a quorum for the meeting at which the matter is voted upon and may state a position on such matter and provide information that may be of value to the Board in its deliberations.

**4.9. Removal.** Any Director may be removed for cause, which may include, but is not limited to: Failure to attend or participate in three (3) consecutive regular meetings of the Board. Removal shall require the affirmative vote of at least two thirds of the remaining Directors.

**4.10. Limitation of Liability.** A Director of the Corporation shall not be personally liable, as such, for monetary damages (including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expense of any nature including, without limitation, attorneys' fees and disbursements) for any action taken, or any failure to take any action, unless:

**4.10.1.** the Director has breached or failed to perform the duties of his or her office under the Articles of Incorporation or Bylaws of this Corporation or under (applicable state law reference).

**4.10.2.** the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

These provisions shall not apply to the responsibility or liability of a Director pursuant to any criminal statute, or the liability of a Director for the payment of taxes pursuant to local, state or federal law.

## **ARTICLE V OFFICERS**

**5.1. Officers Generally; Election.** The officers of the Chapter shall be a President, a President-Elect, a Secretary/Treasurer. Only Individual Professional members and the individuals designated by Organizational members pursuant to Section 3.2.3. of these Bylaws may serve as officers of the Chapter. In addition to the powers and duties set forth in these Bylaws, each officer shall have such powers and duties as are usually related to such office and as the Board may determine by resolution. The President and President-Elect shall each hold office for a term of one year or until their successors are elected and have qualified, provided that the President-Elect shall automatically become President on May 1. The Secretary/Treasurer shall hold office for term of one year or until his or her successor is elected and has qualified. No more than one office may be held at one time by the same individual.

**5.2. President.** The President shall be the chief executive officer of the Chapter and shall preside at all meetings of the Board of Directors and the Executive Committee and shall perform such other duties as may be assigned by the Board.

**5.3. President-Elect.** The President-Elect shall perform such duties as may be assigned by the board of Directors or the President. In the event of a vacancy in the office of President because of death, resignation or removal, or during the President's absence or disability, incapacity or refusal to act, as determined by a vote of at least two-thirds of the Board of Directors, the President-Elect shall perform the duties of the President.

**5.4. Secretary/Treasurer.** The Secretary/Treasurer shall keep the minutes of all meetings of the Board of Directors, the Executive Committee and members; shall have charge of the records of the Board; and shall be responsible for the dissemination of all information pertinent to the ongoing operation of the Chapter and shall assign duties necessary to achieve the dissemination of this information.

Also the Secretary/Treasurer shall have charge and custody of all funds of the Chapter, shall maintain an accurate accounting system and shall present financial reports, including financial

statements, annual budgets and annual audits, to the Board of Directors and IARP in such manner and form as the Chapter Board and the IARP Board may from time to time determine.

## **ARTICLE VI COMMITTEES**

### **6.1. Committees in General.**

**6.1.1. Standing Committees.** The Board may, by resolution, establish such standing committees of the Board (and, except as otherwise provided in these Bylaws, in each case appoint the members and the chairperson thereof based on the recommendations of the President) as it deems necessary or desirable (“standing committees”), including, without limitation, the Executive Committee and the Nominations and Elections Committee, each as described below. All standing committees, except the Executive Committee, shall include at least one Director. The Executive Committee shall be comprised of Directors only. The Board may delegate such authority to a standing committee as it deems appropriate and is not prohibited by applicable law. All standing committees, except the Executive Committee and the Nominations and Elections Committee, and their members shall serve at the discretion of the Board.

**6.1.2. Special Committees.** The Board may, by resolution, establish one or more special committees to advise the Board or the President in the performance of their duties (“special committees”). No special committee may have or exercise any authority of the Board to manage the business and affairs of the Chapter. The chairperson of a special committee shall be appointed by the President subject to Board approval. The members of a special committee shall be appointed by the chairperson of the committee. All special committees and their members shall serve at the discretion of the Board.

**6.1.3. Term.** Each member of a standing or special committee shall continue as such until the first regular meeting of the Board after the Annual Meeting of Members and until a successor has been appointed and has qualified unless sooner removed or unless such committee is sooner dissolved by the Board.

**6.1.4. Quorum.** A majority of the members of a standing or special committee shall constitute a quorum for the transaction of any business, and the acts of the majority of the committee members present, at which a quorum is present shall be the acts of such committee in each case, unless a greater proportion is required by applicable law or by these Bylaws.

**6.1.5. Vacancies and Removal.** Vacancies in membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Any member of a committee, except the Executive Committee, may be removed at any time by the Board of Directors, with or without cause.

### **6.2. Executive Committee.**

**6.2.1.** The Executive Committee shall consist of the Immediate Past President, the President, President-Elect, the Secretary/Treasurer.

**6.2.2.** The Executive Committee shall have and exercise the authority of the Board of Directors, to the extent permitted by applicable statute between meetings of the Board.

**6.2.3.** The Executive Committee shall not have the authority of the Board of Directors with respect to the following matters:

**6.2.3.1.** amending, altering or repealing these Bylaws;

**6.2.3.2.** electing, appointment or removing any member of the Executive Committee or any Director or officer of the Chapter.

- 6.2.3.4.** adopting a plan of conversation, division or merger or adopting a plan of consolidation with another corporation;
  - 6.2.3.5.** authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Chapter;
  - 6.2.3.6.** authorizing the voluntary dissolution of the Chapter or revoking proceedings therefore;
  - 6.2.3.7.** adopting a plan for the distribution of the assets of the Chapter; and
  - 6.2.3.8.** authorizing expenditures in excess of amounts of the Chapter as approved by the Board.
- 6.2.4.** Meetings of the Executive Committee may be called at any time by the chair of the committee or by any two members of the committee. Notice of special meetings of the Executive Committee shall be given at least seven (7) days before such meeting by email or fax.
- 6.2.5.** Minutes of all Executive Committee meetings shall be prepared and presented to the Board of Directors for review at the next regular meeting of the Board.

### **6.3. Nominations and Elections Committee.**

- 6.3.1.** The Nominations and Elections Committee shall consist of the Immediate Past President and one member picked by the Immediate Past President. The Immediate Past President shall be a member of and chair the committee. If the Immediate Past President is not available, then the President will appoint two members to comprise this committee.
- 6.3.2.** Each year the Nominations and Elections Committee shall nominate candidates for officers and Directors of the Chapter for election by the members entitled to vote. The committee shall extend in writing by email or fax to the membership a call for suggested nominations no less than 60 days prior to its meeting to select nominees.
- 6.3.3.** The Committee shall conduct the annual election of Directors at the annual meeting of members.

## **ARTICLE VII STANDARDS COMPLIANCE REVIEW BOARD**

**7.1. Standards Compliance.** The Chapter and its members shall adhere to and be bound by the professional Standards and ethics as approved by the IARP Board of Directors from time to time, and shall follow the prescribed process for referring complaints to the National Standards Compliance Review Board.

## **ARTICLE VIII INDEMNIFICATION**

**8.1. Right to Indemnification.** The Chapter shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suite or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person: (a) is or was a Director, employee or officer of the Chapter; or (b) is or was a trustee, officer or the employee or agent of the Chapter serving at its request as an administrator, trustee or other fiduciary of any of the Chapter's employee benefit plans, against expenses (including, under Section 8.2, expenses of separate counsel if such separate representation is necessary), judgments, fines, excise taxes and amounts paid in settlement actually and

reasonably incurred by such person in connection with such action, suite or proceeding whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Chapter, to the extent that such person is not insured or otherwise indemnified and except as prohibited by statute. For this purpose and for the purposes of Section 8.2 below, the Board may, and on request of any such person shall be required to, determine in each case whether or not any applicable statutory standards have been met, or such determination shall be made by independent legal counsel if the Board so directs or if the Board is not empowered by the statute to make such determination.

**8.2. Advance of Expenses.** Expenses incurred by such person in defending any such action suite or proceeding may be paid by the Chapter in advance of the final disposition of such action, suite or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Chapter.

**8.3. Indemnification Not Exclusive.** The foregoing indemnification shall not be deemed exclusive of any other right to which one indemnified may be entitled and shall inure to the benefit of the heirs, executors and administrators of any such person.

**8.4. Insurance and Other Indemnification.** The Chapter Board of Directors shall have the power (a) to purchase and maintain, at the Chapter's expense, insurance on behalf of the Chapter and on behalf of others indemnification to the extent not prohibited by law.

## **ARTICLE IX AMENDMENTS**

**9.1. Amendments.** Upon the recommendation of a majority vote of the entire Chapter Board of Directors then in office, a majority of the members of the Chapter present and entitled to vote at any meeting of members may amend, alter, repeal or adopt new Bylaws, provided that notice of any proposed amendment or a summary thereof shall have been given to each Director or member not less than thirty (30) days prior to the date of the meeting, and that the proposed amendment, before becoming effective, has been approved by the IARP Board of Directors.