

VIRGINIA REHABILITATION ASSOCIATION
A Chapter of the National Rehabilitation Association

BYLAWS

Revised 07/27/2006

Article I

Bylaws

This document shall be known as the Bylaws of the Virginia Rehabilitation Association.

Article II

Definitions

For the purpose of these Bylaws, the definitions in Article III of the Constitution of the Virginia Rehabilitation Association shall apply.

Article III

Membership

For the purpose of these By-Laws, the definition of each of the categories of membership and the fees associated with each membership are defined by NRA. Student Chapter(s) of VRA or its division shall be affiliated with the State Chapter.

Article IV

Meetings

Section 1. At the call of the President and majority of the Board or specified number of Board Members, the State Chapter shall hold at a minimum one annual business meeting and such other business meetings as the President and the Board may deem necessary.

Section 2. A quorum to hold and conduct such business meetings shall be five percent (5%) of the current membership.

Section 3. Robert's Rules of Order (revised) shall govern all State Chapter meetings when applicable.

Section 4. The current membership will be notified in writing of a general membership meeting at least 30 days prior to the meeting.

Article V

Officers

Section 1. Officers of the chapter shall be the President, President-Elect, Secretary, and Treasurer and Immediate Past-President. The membership of the State Chapter will elect a President-Elect and Secretary, to serve for one-year terms and a Treasurer for a two (2) year term. At the end of the one-year term, the President-Elect will succeed to the Office of President. The term of all elected officers will begin on January 1st.

Section 2. Duties of elected officers shall be those usually pertaining to such position, including the following specific duties assigned to each office:

President	Shall preside over meetings of the State Chapter and of the Board of Directors and the annual Business Meeting. The President or designee shall represent the State Chapter at NRA functions. The President shall submit an annual report to NRA by the designated due date.
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President-Elect	In the absence of the President, shall assume all duties of the President. The President-elect shall Co-Chair the annual Program Committee.
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Secretary	Shall keep minutes of the meetings of membership and the Board of Directors. Shall send out correspondence to the Board of Directors at the Presidents' request.
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Treasurer	Shall have custody of all the funds and shall be bonded. The Treasurer shall prepare and present financial reports for each Board meeting and an annual financial report at the annual Membership Meeting.
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<i>Immediate Past-President</i>	Shall serve as Co-Chairperson of the annual Program Committee. Shall serve as the Chairperson of the Nominations committee.
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Section 3. The President-Elect shall fill vacancy in the office of the President. If the office is vacated more than once a year, the Board of Directors shall elect a member to serve for the remainder of the year.

The Board of Directors shall have the authority to fill by the votes of its own members the offices of President, President-Elect, Treasurer, and Secretary, which have become vacant between elections. A vacancy of an officer may be filled for the remainder of the term of office.

Section 4. If an elective officer is unable to perform the duties of office, the Board may, by a majority vote of those present, declare the office to be vacant. The Board may fill the vacancy on a temporary basis until the elective officer is able to resume the duties of the office. No elective officer shall be allowed to resume the duties of office to which previously elected after a successor has been elected by the membership.

Section 5. No individuals financially compensated for their services by the State Chapter shall serve in an elected capacity or on the Board of Directors during the period of financial compensation. No individual may simultaneously hold more than one board position.

Article VI

Board of Directors

Section 1. Duties of the Board shall be:

- a. To serve as Executive Board of the Corporation and the State Chapter.
- b. To transact the business of the State Chapter between State Board Meetings and the Annual Membership Meeting.
- b. To maintain effective liaison with the National Rehabilitation Association.
- c. To maintain compliance with State and Federal regulations that have authority over this organization.

Section 2. The Board of Directors shall be the Executive Board of the Corporation and shall be composed of the President, President-Elect, Secretary, Treasurer, Immediate Past-President, one member representative from each recognized Division of the Chapter, and nine (9) Board Members-at-Large. The Student Chapter of VRA shall appoint one representative to the Board of Directors. This representative will be an ex-officio member with voting privileges.

Section 3. Board Members and Officers shall be elected by ballots of the general membership. Voting dates shall be established by the Nomination and Elections Committee. Board Members shall be elected for terms of three (3) years each. In the event of a tie vote, the membership will be polled by ballot listing only the names of the nominees receiving tie votes cast; the nominee with the greatest number of votes shall be deemed elected. Each year three at large Directors shall be elected.

- Section 4.** When a vacancy occurs on the Board, the remaining Board members shall elect a successor to fill the unexpired term, subject to the approval of the State Chapter at its next business Membership Meeting. The President shall abstain from voting in the run-off election and in the event that a second tie vote should occur, the President shall cast the tie-breaking vote. The Membership will be notified of the results of the election.
- Section 5.** A quorum of the Board shall be six (6) members.
- Section 6.** The President, with approval of the Board, shall appoint all committee chairpersons.
- Section 7.** The President, with approval of the Board, shall appoint one or more members to represent the State Chapter at meetings of the NRA Delegate Assembly and at other meetings at which chapter representation shall be required. At least ten (10) days prior to the date of such meetings, the President shall advise the Executive Director of NRA of the appointed delegate(s).
- Section 8.** If a Board member misses two (2) meetings during a calendar year, he/she may be immediately removed from the Board. When a Board member anticipates an absence, the President should be notified in writing prior to the meeting, stating the reason for the absence. If a Board member is removed from the Board in accordance with this Section, the vacancy will be filled as outlined in Article VI, Section 4 of the Bylaws, The individual removed from the Board may be considered for the vacancy.
- Section 9.** VRA shall indemnify the Board of Directors against all expenses, judgements, settlements, penalties, fines and other amounts reasonably incurred in connection with any proceeding arising from their acts and omissions as a member of the Board of Directors; provided that they acted in good faith and in a manner reasonably believed to be in the best interest of VRA and as to criminal proceedings had no reasonable cause to believe their conduct was unlawful. No adverse civil determination nor criminal conviction, shall in itself warrant a presumption of lack of good faith nor lack of reasonable belief by the Board in the lawfulness of their conduct.

Article VII

Dues

There shall be no dues other than that portion of the NRA dues and collections required by the Constitution and Bylaws of NRA to be returned to State Chapters.

Article VIII

Regional Representative

The President, with the approval of the Board of Directors, will direct the Treasurer to release funds to the Treasurer of the Mid-Atlantic Regional Chapter of NRA to support the activities of the Regional Representative. The terms of financial support will be established by the Board of Directors of the Mid-Atlantic Regional Chapter to offset expenses of the Regional Representative to the NRA Board.

Article IX

Committees

Section 1. Each Chairperson shall select as many members as deemed necessary, except that each standing committee shall be composed of at least three (3) members, including the chairperson.

Section 2. At least three (3) members of each committee shall vote on any business before the Committee.

Section 3. Committees deemed necessary to transact the business of the chapter will be established by the President, with the approval of the Board.

Section 4. Committee chairpersons for the standing committees shall be appointed for a one (1) year term by the President. The nine board members will be assigned to serve on the core VRA committees (Communication and Membership, Legislative, Education and Training, and Ways and Means.

Selection criteria/duties: The senior class representative (individual serving their last year on the VRA Board) shall be appointed the Chairperson for the committee. The next senior member will assume the Chairperson responsibility the following year. Each year, the newly elected board member will be assigned to one of these core committees.

The Communication and Membership committee will assume the responsibility for Awards, the Newsletter, the web site and release of all information to the members and the public.

The Immediate Past President will serve as chairperson of the Nominations and Elections Committee and the President-Elect will serve as co-chairperson of the Annual Program Committee.

Section 5. Committee chairperson shall submit an annual report to the Board in addition to other reports that may be requested.

Article X

Amendments

An Amendment to the By-Laws may be proposed by any member of the association and ratified by a majority of the full Board of Directors. All amendments or revisions to the By-Laws must be approved by the State Chapter's Board of Directors and approved by the NRA Board.

Article XI

Miscellaneous

AVOIDING CONFLICT

Section 1. Any provision of these By-Laws or any amendment thereto which is in conflict with the Constitution and By-Laws of NRA, Inc., shall be null and void and shall not affect the validity or effectiveness of any other portion thereof.

Section 2. All provisions of any previous By-Laws of VRA are hereby repealed.

Adopted by Board on July 27, 2006