

# OARP Bylaws

*(Last approved by the membership March 29, 2008)*

## ARTICLE I NAME

**1.1.** The name of this organization shall be the Oregon Association of Rehabilitation Professionals, (OARP).

## ARTICLE II PURPOSE

**2.1. Mission, Goals.** OARP is dedicated to: promoting effective interdisciplinary rehabilitation, disability management, and return-to-work services on behalf of persons with disabilities and the economically disadvantaged; enhancing the competency of service providers; supporting innovation in related business development and management; and becoming a pre-eminent source for shaping public policy related to these goals. To pursue this purpose, the Association will strive to achieve the following goals:

**2.1.1.** Maintain an organizational structure that addresses member issues and expectations while reflecting and promoting the highest level of volunteer and staff competency.

**2.1.2.** Promote high standards of training and practice through the development of innovative continuing education and career enhancement opportunities.

**2.1.3.** Foster high standards of ethical conduct throughout the profession and encourage superior standards of professional performance.

**2.1.4.** Monitor and influence federal/state government and industry policies that affect the practice of vocational rehabilitation.

**2.1.5.** Encourage member networking with the goal of understanding issues and trends affecting the profession and competency of all members.

**2.1.6.** Enhance recognition of association members as efficient, effective sources of rehabilitation services.

**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 cooperative relationships and activities with allied organizations in pursuit of the Association's mission.

## ARTICLE III MEMBERSHIP

**3.1. Eligibility.** Any individual having an interest in the provision of rehabilitation services and willing to comply with these Bylaws and the Standards and Ethics of the International Association of Rehabilitation Professionals in effect at the time is eligible to be a member of OARP (hereafter "member" or "members"). Any person who is no longer a member of IARP must be dropped from chapter membership.

**3.2. Categories.** Membership in the Association shall be divided into the following categories: Individual Professional, Professional Candidate, Student and Associate.

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

**3.2.1.1.** Holder of a master's or doctorate degree (a) in vocational evaluation, rehabilitation, career counseling, nursing, psychology or a related vocational or health service program ("Rehabilitation Program") from an accredited institution, plus one year of experience in vocational, physical, or psychological rehabilitation ("Rehabilitation Services") with

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individuals who have disabling diseases or conditions; or (b) unrelated to a Rehabilitation Program from an accredited institution, plus five years of experience in Rehabilitation Services, including at least one year in the rehabilitation of disabling conditions or diseases; or (c) unrelated to a Rehabilitation Program from an accredited institution, plus five years of experience in the rehabilitation of disabling conditions or diseases;

**3.2.1.2.** Holder of a baccalaureate degree (a) in a Rehabilitation Program from an accredited institution, plus three years in Rehabilitation Services, including at least one year in the rehabilitation of disabling conditions or diseases; or (b) unrelated to a Rehabilitation Program from an accredited institution, plus five years of experience in the rehabilitation of disabling conditions or diseases; or

**3.2.1.3.** Holder of a diploma in nursing from an accredited institution, plus a current R.N. license, and three years of experience in Rehabilitation Services, including at least one year in the rehabilitation of disabling conditions or diseases;

**3.2.1.4.** Holder of current certification from the State of Oregon to provide vocational rehabilitation services.

**3.2.2. Professional Candidate** is available to individuals who meet all of the requirements for Individual Professional membership but have one year less than the required experience.

**3.2.3. Student** is available to any individual currently enrolled in a rehabilitation program in an accredited institution.

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

**3.2.4.1. Honored Retired Associate** The Board of OARP may vote, at its discretion, to elect a long-term Professional member to the status of Honored Retired Associate. This means that the individual is required to join IARP as an Associate Member. They will have the benefits of an Associate Member, but will be exempt from paying Oregon dues.

**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 and geographic area in which a member resides, as determined by IARP and OARP from time to time. Any member who has failed to pay the applicable dues for a period of thirty (30) days after the date of expiration of their membership term shall be terminated from membership.

### 3.4. Voting.

**3.4.1** Each Individual Professional Member of OARP 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 member who has failed to pay the applicable dues at the time of any meeting of members or the date by which ballots are mailed from the Association 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** Other than election of the Executive Board and Board at Large, all matters to be submitted for Membership vote at a meeting of the members may be voted by written ballot sent by mail, electronically or in person. Voting for the Executive Board and Board at Large shall be only by written ballot sent to the Members by mail or electronically no less than 30 days prior to the date set for the Spring Conference.

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**3.5. Meetings.** The Annual Meeting of members of the Association for the purpose of announcing the results of the election of Directors and officers of the Association, 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 Board of Directors. Special meetings of members may be called at any time by at least one-third of the Board of Directors.

**3.6. Notice.** Written notice of the time and place of the 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 fifteen (15) days in advance but not more than sixty (60) days after receipt of appropriate written request (unless a longer period of notice is required by applicable law). 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 Association's newsletter or other journal distributed to members 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 the Association.

**3.7. Quorum.** 50% + 1 members entitled to vote who are present, in person or by written 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 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 BOARD OF DIRECTORS**

#### **4.1. Number, Qualifications.**

**4.1.1** The business and affairs of OARP shall be managed under the Direction of the Board of Directors (sometimes referred to as the "Board" and individual members thereof referred to as "Director" or "Directors"). The Board shall consist of the individuals then serving as the President, Secretary, and the Treasurer, the President-Elect, the immediate Past President plus a maximum of eleven individuals elected as Members at Large.

**4.1.2a** To be eligible for election to the Executive Board, a candidate must be an Individual Professional Member and must have been such a Member for at least one year prior to the election or at the time of any Board vote. No individual may hold more than one Directorship at a time.

**4.1.2b** To be eligible for election as a Board Member at Large a candidate must be an Individual Professional Member at the time they are nominated for the Board.

**4.2 Election and Term.** Call for Nominations shall be sent by January 10th of the calendar year. Ballots shall be drawn and an announcement sent electronically / mailed on or about January 31st. Completed ballots are due back at the OARP administrative office February 10th. All Executive and At Large Board Members shall commence their terms of office on the date of the OARP Spring Conference.

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

**4.3.1** If the President is unable to complete the term of office, the President-Elect will complete the time remaining, followed by their elected time in office.

**4.3.2** If the President-Elect resigns or is unable to serve as President, the current President will ask a Member of the Executive Board to serve in the following order, Secretary, Treasurer. The succession will be confirmed by a vote of the Board at the next Board meeting, general meeting or through an email vote if appointment is required during a period when the Board is not meeting. If neither the Secretary nor Treasurer is willing or able to serve as President, Board Members at Large will be requested to fill the office, to be confirmed as above. If no Board Member is willing or able to serve, the Board will call for a special election to choose a new President-Elect. The call for nomination will be sent to all members, the ballot will be placed on the web site, and voting will be accomplished through the OARP Administrative Office.

**4.3.3** If the Secretary or Treasurer are unable to complete their terms of office a Board Member at Large who meets the one year requirement will be appointed to the position subject to a vote of the Board. If no member of the Board is willing / able to accept the position the President may appoint an eligible OARP member subject to approval of the Board.

**4.3.4** If a Board Member at Large is unable to complete their term of office the President may appoint an eligible OARP member subject to approval of the Board.

**4.4. Meetings.** Regular meetings of the Board of Directors shall be held at least twice 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 location within or without the state of Oregon. Any Director may participate in any meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons 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 seven (7) 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 mail, by e-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 Association. If by facsimile or E-mail 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 Association. 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 at a

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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 by all the Directors in office and shall be filed with the Secretary of the Association.

### **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 a 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 two (2) 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; and

**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 Association shall be a President, a Secretary, and a Treasurer. Only Individual Professional members may serve as officers of the Association. 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.

**5.2. President.** The President shall be the chief executive officer of the Association 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.** The Secretary shall keep the minutes of all meetings of the Board of Directors, the Executive Committee and members; shall have charge and custody of the records of the Board; and

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shall be responsible for the dissemination of all information pertinent to the ongoing operation of OARP and shall assign duties necessary to achieve the dissemination of this information.

**5.5. Treasurer.** The Treasurer shall also have charge and custody of all funds of OARP, shall maintain an accurate accounting system and shall present financial reports, including financial statements, budgets and audits, to the Board of Directors in such manner and form as the IARP Board may from time to time determine. The Treasurer shall assign duties as necessary to achieve the dissemination of this information.

## **ARTICLE VI COMMITTEES**

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

**6.1.1. Standing Committees.** The OARP Board may by resolution establish standing committees and, except as otherwise provided in these Bylaws, may appoint the members and the chairperson based on the recommendations of the President and / or the Board as it deems necessary or desirable. Standing committees include the Executive Committee and the Nominations and Elections Committee, which are each as described below. The Executive Committee shall be comprised of Directors only. All standing committees (except the Executive Committee) shall include at least one Director. The Board may delegate authority to a standing committee as it deems appropriate and where it is not prohibited by applicable law. With the exception of the Executive Committee and the Nominations and Elections Committees, all standing committees and their members shall serve at the discretion of the Board. Standing Committees may include the Legislation, Membership, Communications and Programs Committees.

**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 Association. 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 in the Committee until the first regular meeting of the Board after the Spring Conference or until a qualified successor has been appointed unless the committee is 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 committee business, 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.

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

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

**6.2.2.** The Executive Committee shall have and exercise the authority of the Board of Directors, to the extent permitted by applicable statute, subject to Section 6.2.3., between meetings of the Board.

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They shall be responsible for the annual solicitation for nominations of and the determination of the Professional of the Year and Employer of the Year.

**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, appointing or removing any member of the Executive Committee or any Director or officer of the Association;

**6.2.3.3.** amending the Articles of Incorporation of the Association;

**6.2.3.4.** adopting a plan of conversion, 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 Association;

**6.2.3.6.** authorizing the voluntary dissolution of the Association or revoking proceedings therefore;

**6.2.3.7.** adopting a plan for the distribution of the assets of the Association; and

**6.2.3.8.** authorizing expenditures in excess of amounts set forth in the annual budget of the Association 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. Written notice of special meetings of the Executive Committee shall be given at least seven (7) days before such meeting.

**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 3-5 members, all of whom shall be appointed annually by the President subject to approval by the Board of Directors. The Immediate Past President shall be a member of and chair the committee.

**6.3.2.** Each year the Nominations and Elections Committee shall nominate candidates for Officers and Directors of the Association. The Committee shall send the Membership, in writing by mail or electronically, a call for suggested nominations approximately 30 days prior to its meeting to select nominees.

**6.3.3.** The committee shall conduct the annual election of Officers and **Board of** Directors prior to the Spring Conference. The committee shall report the results of the election at the Spring Conference.

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

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**7.1 Standards Compliance.** IARP has established a National Standards Compliance Review Board. The OARP Chapter, and its members, shall adhere to and be bound by the professional Standards and Ethics as approved by the IARP Board of Directors (including updates) and shall follow the prescribed process for referring complaints to the National Standards Compliance Review Board.

### **ARTICLE VIII INDEMNIFICATION**

**8.1 Insurance.** The Board of Directors shall have the power to purchase and maintain, at the Association's expense, insurance on behalf of the Association.

### **ARTICLE IX AMENDMENTS**

**9.1 Amendments.** Amendments to the Bylaws, to amend, alter, repeal, or adopt new Bylaws, can be voted upon by approval of the majority of the Board to place the issue before the Membership. The Membership shall have copies of proposed changes 30 days in advance of the vote. Adoption of the proposed changes requires the vote of the majority of the qualified Members present at a meeting or by a majority electronically if no meeting is scheduled.