

# **THE CONSTITUTION AND BYLAWS**

of the

## **MICHIGAN REHABILITATION ASSOCIATION**

### **ARTICLE I – NAME**

The name of the organization shall be the Michigan Rehabilitation Association (MRA), a Michigan non-profit corporation, an affiliate of the National Rehabilitation Association (NRA), Inc.

### **ARTICLE II – PURPOSE**

- (A) The purposes of the corporation shall be exclusively those that fall within the meaning and context of Section 501(c)(3) of the Internal Revenue Code, as the same may exist or hereafter be amended. Subject to this limitation, the Corporation shall be organized and operated as follows:
1. To promote and advance professional rehabilitation services which lead to full inclusion and maximum independence of individuals with disabilities in life activities.
  2. To promote, support and provide leadership in advancing the rehabilitation professions.
  3. To work and cooperate with agencies, disciplines, organizations and individuals dedicated to the independence, equal access, integration and employment of individuals with disabilities.
  4. To inform and provide information to appropriate governmental and public officials, regarding the benefits of activities and programs, which result in equal access, independence, integrity and gainful employment for individuals with disabilities.
  5. To buy, sell, deal in, own, hold, lease, mortgage, assign and transfer or otherwise acquire and/or dispose of such property (real, personal or mixed, tangible or intangible) as will be useful to the successful operation of the foregoing activities, provided, however, that the Corporation shall not engage in political activity as it is more fully described in Section D of this Article II.

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6. In furtherance of the foregoing purposes, the corporation shall have powers to use whatever methods it deems appropriate and advisable, including the power (1) to solicit and receive contributions, grants, donations, bequests, and devices of real and personal property, (2) to purchase, lease or otherwise acquire to hold either absolutely or together with any other person, and to mortgage, sell or otherwise to dispose of real and personal property, and to invest, reinvest and to deal with the same, subject to such limitations as may be prescribed by law, (3) to borrow money, to make, accept, endorse, execute and issue promissory notes and other obligations for money borrowed or for property acquired, (4) to make contracts and incur liabilities, and (5) in general, to have and to exercise all such powers as are incidental to the foregoing.
- (B) The Corporation is not organized for financial profit. No part of the net earnings of the Corporation shall inure to the benefit of its members, directors, or other private persons. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
  - (C) The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. No substantial part of the activities of the corporation shall constitute the carrying out of propaganda or otherwise attempting to influence legislation.
  - (D) Upon dissolution of the Corporation, no member shall be entitled to any distribution or division of its remaining money or property, or the proceeds thereof, and the balance of all money and other property received by the Corporation from any source, including its operation, after payment of all debts and obligations to the Corporation, shall be distributed in furtherance of the purpose set forth in Paragraph (A) of Article II, or to organizations which meet the requirements of Section 501(c)(3) of the Internal Revenue Code, subject to the order of the Circuit Court for the County in which the registered office of the Corporation is located, where required by Michigan Law.

## ARTICLE III – MEMBERSHIP

Section 1. All memberships in the Michigan Rehabilitation Association are derived from membership in the National Rehabilitation Association.

Section 2. All persons with a demonstrable interest in the field of disability, residing in the State of Michigan or designating Michigan as the chapter they prefer to be affiliated with, shall be eligible for individual membership in the National Rehabilitation Association and the Michigan Rehabilitation Association upon payment of the dues as prescribed in the Bylaws of the National Rehabilitation Association. Each individual member shall be entitled to one (1) vote in the Michigan Rehabilitation Association.

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Section 3. Membership classifications and dues of the Michigan Rehabilitation Association shall be the same as those prescribed by the National Rehabilitation Association. The amount of dues refunded by the National Association to the Michigan Rehabilitation Association shall be considered full payment of the individual member's annual dues to the Michigan Rehabilitation Association.

Section 4. The membership year for Michigan Rehabilitation Association shall coincide with the annual year of the National Rehabilitation Association.

Section 5. All National Rehabilitation Association life members shall enjoy all privileges and rights of both the Michigan Rehabilitation Association and any sub-state chapters as long as they continue to designate Michigan as their chapter of choice.

## ARTICLE IV – OFFICERS

Section 1. Only those who have been a member of the Board of Directors (herein referred to as Board) or a chairperson of a Michigan Rehabilitation Association committee for at least one (1) year prior to the date of the election or from the date of the last Annual Meeting shall be eligible to serve as an officer.

Section 2. All officers shall hold office for a term of two (2) years. The term of office shall begin January 1 after their election, continuing for a period of two (2) years terminating on December 31.

Section 3. The elected officers shall be: President, President-Elect, Secretary, and Treasurer. The duties of the officers shall be those usually pertaining to such positions including the following:

### **PRESIDENT:**

- (a) Administers the operation of the Association, calls meetings of the Board and the Executive Committee of the Association.
- (b) Presides at all meetings of the Board and Executive Committee of the Association.
- (c) Is a member with voting privileges of all committees with the exception of the Nominating Committee.
- (d) Appoints, as soon as possible after taking office with the assistance and approval of the Board or Executive Committee, the chairperson of all committees.
- (e) Appoints after consultation members of all committees.

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- (f) Submit an annual report of the Board's activities to the Michigan Rehabilitation Association and the National Rehabilitation Association with recommendations for future activities.
- (g) Works with the President-Elect to coordinate all programs and activities of the Association.
- (h) Enters into contracts and agreements approved by the Board.

## **PRESIDENT-ELECT:**

- (a) Serves as a general assistant to the President.
- (b) Presides at meetings of the Association and the Board in the absence of the President.
- (c) Represents the President as necessary.
- (d) Automatically becomes President in the event of resignation or death of the President.

## **SECRETARY:**

- (a) Maintains a record of the proceedings of all Board and Executive Committee meetings.
- (b) Distributes minutes of all meetings to the members of the Board.
- (c) Distributes notices of all Board and Executive Committee meetings.
- (d) At all meetings, has a copy of the Bylaws, list of committees, previous meeting minutes, policies and procedures of the Board.
- (e) In the absence of the President and President-Elect, the Secretary calls the meeting to order and presides until the immediate election of a Board member to preside.

## **TREASURER:**

- (a) Has custody of all funds of the Association.
- (b) Pays invoices on the order of the board or the President.
- (c) Prepares financial reports for the officers and the Board.
- (d) After the Annual Meeting, prepares all records and vouchers. An annual financial review is to be arranged for by the President.

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- (e) Prepare all annual reports to: Federal Internal Revenue Service, Michigan Corporation and Securities Commission, National Rehabilitation Association, and other reports as requested and submit the same by their respective due dates.

## ARTICLE V – BOARD OF DIRECTORS

Section 1. There shall be a Board of Directors consisting of the elected officers, the immediate Past President, fourteen (14) Directors, elected from the membership, and the Presidents or designated representatives of recognized units of the Michigan Rehabilitation Association, all of whom have voice and vote.

Section 2. All elected Directors shall be elected for a term of two (2) years with privileges of re-election, without limitation as to the number of years or successive terms. The term of office shall begin on January 1, after their election and continuing for a period of two (2) years, terminating on December 31.

Section 3. Annually seven (7) Directors shall be elected to serve on the Board, except when more or fewer are needed to meet the requirement of seating fourteen (14) Directors.

Section 4. All Directors shall be a current member of the Michigan Rehabilitation Association.

Section 5. The Board of Directors shall:

- (a) Conduct the ordinary business of the Association by simple majority vote of the members present.
- (b) Meet at least quarterly at the call of the President. Additional meetings of the Board shall be called at the request of the President or three Board members.
- (c) Authorize conferences of the Association and any additional meetings or workshops.
- (d) Provide for the election or appointment of the allotted number of delegates to the National Rehabilitation Association Delegate Assembly.
- (e) Fill vacancies of officers or Board of Directors for the remainder of an unexpired term.
- (f) Give written notice to the members of the Association at least thirty (30) days prior to the date of the scheduled annual meeting setting forth a time and place.

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- (g) Provide that all directors, officers, employees or agents of the Association shall be covered by professional liability insurance so as to insure reasonable protection for the Association.
- (h) Serve as the final arbiter of grievances and disputes.

Section 6. The Board of Directors shall have the authority to employ staff and approve contracts and agreements.

Section 7. All Board members shall:

- (a) Attend all meetings.
- (b) Automatically resign from the Board after three (3) unexcused absences from regularly scheduled Board meetings during a one-year time period following election or appointment unless reappointed by the board.
- (c) Divulge conflicts of interest and abstain from voting.
- (d) Serve as a member on at least one committee.

Section 8. Quorum Defined

- (a) A majority of the voting members of the Board shall constitute a quorum for conducting ordinary business.
- (b) This majority shall constitute the quorum for the meeting once established until otherwise noted. The quorum shall be the minimum vote requirement for the adoption of any motion.

Section 9. The Board may, by more than two-thirds of the total voting members of the Board, remove any officer or Board member for cause ("cause," as used in these Bylaws, is a conflict of interest and other legally imposed standards) or after missing three (3) meetings resulting in unexcused absences during a one year time period. Voting will be conducted by secret ballot.

Section 10. The Board of Directors shall:

- (a) Conduct all voting in a manner which allows the participation of all members present. Any member may request that voting be done by secret ballot or roll call. There shall be no voting by proxy. Members may be considered present if in attendance in person or via electronic or teleconference means. Regular and special meetings of the board may be held by electronic means (such as email, internet systems, telephone conferences, video conferences, facsimile, etc).
- (b) Give all voting members access to their preferred means of communication as requested by their response to a call for any particular meeting.

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Section 11. Directors shall not receive compensation for their services although they may be reimbursed for expenses as authorized by the Board of Directors.

## ARTICLE VI – EXECUTIVE COMMITTEE

Section 1. There shall be an Executive Committee consisting of the elected officers, immediate Past President and, a minimum of two (2) and no more than five (5) members appointed by the President.

Section 2. The Executive Committee shall:

- (a) Conduct all necessary business between meetings of the Board.
- (b) Meet at the call of the President.
- (c) Report to the Board on all business transacted.
- (d) Prepare and submit an annual budget to the Board.

Section 3. A majority of the Executive Committee shall constitute a quorum.

## ARTICLE VII – COMMITTEES, TASK FORCES, COMMISSIONS

Section 1. Committees, task forces, and commissions may be established by the President as necessary to carry out the goals and objectives of the Association.

Section 2. Each committee shall have a chairperson appointed by the President subject to the approval of the Board of Directors.

Section 3. President will annually solicit members to serve on committees, except where elected by ballot of the general membership. Chairpersons shall appoint the members of their assigned committee.

Section 4. The Association shall have a Nominating Committee which shall:

Consist of three (3) members who are elected annually from the membership of the association; with one (1) of the three (3) serving as chairperson. Every effort shall be made to insure that the committee is representative of the constituencies and membership of the Michigan Rehabilitation Association.

Section 5. All committee appointments except the appointments to the Nomination Committee shall be terminated upon the election of new officers.

## **ARTICLE VIII – LOCAL CHAPTERS**

Section 1. New Sub-State chapters of the Michigan Rehabilitation Association may be formed by a group of Michigan Rehabilitation Association members within a geographic area in which they work or reside. Before recognition, an acceptable statement must be submitted and approved by the Michigan Rehabilitation Board of Directors and must include:

- (a) A proposal to organize:
  - 1. Approximate membership;
  - 2. Purposes, which shall not conflict, with the purposes set forth in Article II hereof; and
  - 3. Clearly defined geographic boundaries of the proposed chapter.
- (b) A written Constitution and/or Bylaws which state that the proposed sub-state chapter will:
  - 1. Promote the objectives of the Michigan Rehabilitation Association.
  - 2. Advance the rehabilitation of persons with disabilities at the local level.

Section 2. State chapters recognized by divisions of the National Rehabilitation Association may be organized and serve as professional interest sections of the Michigan Rehabilitation Association. Prior to recognition, a copy of the chapter's Constitution and/or Bylaws approved by its national counterpart shall be submitted to the Board and an annual report shall be submitted to said Board of the Michigan Rehabilitation Association.

Section 3. The Michigan Rehabilitation Board of Directors may recognize student organizations created at educational institutions. The student organization will file with the Michigan Rehabilitation Association the same paperwork that they file with the institution to be recognized as an organization. Student members must meet the test for membership put forth by the National Rehabilitation Association.



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Section 4. Other entities may be recognized within the umbrella of the Michigan Rehabilitation Association. Before recognition, an acceptable statement must be submitted and approved by the Michigan Rehabilitation Board of Directors and must include:

- (a) A proposal to organize:
  - 1. Approximate membership;
  - 2. Purposes, which shall not conflict, with the purposes set forth in Article II hereof; and
  - 3. Clearly defined geographic boundaries of the proposed chapter.
- (b) A written Constitution and/or Bylaws which state that the proposed sub-state chapter will:
  - 1. Promote the objectives of the Michigan Rehabilitation Association.
  - 2. Advance the rehabilitation of persons with disabilities at the local level.

Section 5. Established sub-state chapters, state chapter divisions, student organizations and other entities of the Michigan Rehabilitation Association may request financial assistance by submitting the following to the Board of the Michigan Rehabilitation Association:

- (a) A request for financial aid.
- (b) A report of the number of meetings held and attendance at each.
- (c) Copies of the minutes of the business meetings.
- (d) An annual financial report.
- (e) A proposed budget.

Section 6. Rebates

- (a) Rebates of dues will only be paid to established sub-state chapters. The Michigan Rehabilitation Association Treasurer is authorized to issue a check for a sum not to exceed twenty percent (20%), or any portion thereof, of the amount refunded by the National Rehabilitation Association for membership in the Michigan chapter.
- (b) The said sub-state chapter shall agree, upon the acceptance of the rebate, to financially assist the solicitation of renewal and new memberships.

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Section 7. All sub-state chapters, divisional chapters, student organizations and other entities shall submit an annual report to the President of the Association at the Annual Meeting of the Association, as a condition of continuing recognition.

Section 8. Members who join the local chapters do not abrogate their responsibilities, or privileges in the Michigan Rehabilitation Association. They shall not, however, represent the Michigan Rehabilitation Association in any matter of policy.

Section 9. Each recognized entity shall be represented by its President on the Board of the Michigan Rehabilitation Association.

## **ARTICLE IX – MEETINGS OF MEMBERSHIP**

Section 1. An Annual Meeting of the members of the Association shall be held in the fall, or as soon thereafter as shall be practical.

Section 2. The Board of Directors of the Michigan Rehabilitation Association shall make decisions as to the date and place and may call additional meetings if it so desires.

Section 3. Written notice of meetings of the membership specifying the time and place thereof shall be made at least thirty (30) days prior to said meeting.

Section 4. A quorum of the membership is required for the conduct of official business at the Annual Meeting. A quorum is defined as at least one-third of the members of the association.

## **ARTICLE X – NOMINATION AND ELECTION**

Section 1. Officers, Directors and three (3) members of the Nominating Committee shall be elected at an annual meeting or by a mail ballot prior to an annual meeting, wherein notice shall be given prior to said meeting to the membership.

Section 2. Nomination:

- (a) The Nominating Committee shall compile a list of possible nominees from suggestions made by the Board of Directors and members of the Association.
- (b) The Nominating Committee shall contact prospective candidates, inform each of the duties and responsibilities, and obtain consent to be nominated. The Nominating Committee will also determine eligibility for office in accordance with the requirements set forth in Article V.

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- (c) The Nominating committee shall present candidates for those positions to be filed by election to the Board of Directors at least sixty (60) days prior to the date of the Annual Meeting.
- (d) The Board of Directors shall approve a slate of candidates for presentation to the membership. The Board is to make every effort to present a contested slate.

## Section 3. Election:

- (a) An election may be held at the Annual Meeting of the Association or by mailed or electronic ballots sent to the membership.
- (b) If the election is to be by mail, (paper or electronic), ballots must be sent to each member at least 30 days prior to the annual conference and must be returned to the Nominations Committee three (3) days before the start of the conference.
- (c) A plurality of the votes cast shall be necessary for election to office. Any ballot which is returned but not marked will not be counted.
- (d) Should there be a tie in the number of ballots cast for any Board position, or any officer position as the result of an election, the President of MRA shall convene the Executive Committee. By voice or written ballot, they shall vote to break the tie. The President shall vote only if there is a tie within the Executive Committee.
- (e) The Board is the final judge of election results and the entity, which certifies the outcome of the election results, and the entity which certifies the outcome of the election at the next meeting of the Board after the election.

## **ARTICLE XI – CODE OF ETHICS**

The Michigan Rehabilitation Association is committed to an ethics statement adopted by the Board of Directors (See **Appendix A**).

## **ARTICLE XII – PARLIAMENTARY AUTHORITY**

The business of the Association shall be conducted in accordance with parliamentary usage as set forth in the most current edition of Robert's Rules of Order.

## **ARTICLE XIII – INDEMNIFICATION**

Section 1. General indemnification: The Association shall indemnify, to the fullest extent authorized and/or permitted by the Business Corporation Act of the State of Michigan, a party to any threatened, pending or complete action, suit or proceeding,

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whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he/she is or was serving at the request of the Association as director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually reasonable incurred by him/her in connection with such action, suit or proceeding, to the extent and under the circumstances permitted by; Section 561 of the Business Corporation Act (MCLA, Section 450.1561).

Section 2. Indemnification in corporate action or suit – the association shall indemnify to the fullest extent authorized and/or permitted by the Business Corporation Act of the State of Michigan, any person who was or is a party to or is threatening to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employer, or agent of the Association, or is or was serving at the request of the Association, as director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection with defense or settlement of such action or suit, to the extent and under the circumstances permitted by Section 562 of the Business Corporation Act (MCLA Section 450.1562).

Section 3. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section XIII (1) and XIII (2), supra, or in defense of any claim, issue or matter therein, such indemnification as herein before provided shall be make as authorized.

Section 4. To the extent that a director, officer, employee or agent of the Association has been unsuccessful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section XIII (1) and XIII (2), supra or in defense of any claim, issue or matter therein, but the court in which such action or suit was brought has determined upon application that, despite the adjudications of liability but in view of all circumstances of the case, such a person is fully and reasonably entitled to indemnify for such expenses which such court shall deem proper, such indemnification as is herein before provided shall be made as authorized.

Section 5. Any indemnification as herein before provided in this Article XIII, shall be made by the Association only as authorized in a specific case upon the determination that indemnification of a director, officer, employee, or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in the Business Corporation Act of the State of Michigan. Such determination shall be made either of the following ways:

- (a) By more than one-half of the total voting members of the Board of Directors, who are not parties to such action suit or proceeding.

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- (b) If such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent local counsel on the written opinion.
- (c) By a majority of the members voting at an annual meeting where notice of the issue of indemnification has been sent to members at least thirty (30) days in advance of the meeting; or by a majority of the members returning a mail ballot on the issue of indemnification.

Section 6. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Sections XIII (1) and XIII (2) supra, may be paid by this Association in advance of final disposition of such action, suit or proceeding as authorized in either of the following ways:

- (a) By more than one-half of the total voting members of the Board of Directors who are not parties to such action suit or proceeding.
- (b) If such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.
- (c) By a majority of the members voting at an annual meeting where notice of the issue of indemnification has been sent to members at least 30 days in advance of the meeting, or by a majority of the members returning the mailed ballot on the issue of indemnification.

Upon written receipt of an understanding by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association.

Section 7. The foregoing rights of indemnification shall not be deemed exclusive of any other rights of indemnification to which persons other than directors and officers may be entitled by contract or otherwise by law. Further, the indemnification provided in Sections XIII (1) through Section XIII (4) hereof, inclusive, shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 8. The Association shall to the extent permitted by the Business Corporation Act of the State of Michigan purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any capacity or arising out of his/her status as such, whether or not the Association would have power to indemnify him/her against such liability pursuant to the provisions of Section 561 through 565 of the Business Corporation Act.

Section 9. Any insurance procured by the Association, for an officer, director, employee or agent shall first be exhausted for the payment of expenses (including

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attorney's fees). Costs, judgments, fines, claims, etc., prior to the Association exercising its right to indemnify any such individual hereunder.

## ARTICLE XIV – DISSOLUTION CLAUSE

Section 1. The Board may by a vote of more than one half of the total voting members approve a motion to dissolve the Association.

Section 2. The Michigan Rehabilitation Association shall use its funds only to accomplish the objectives and purposes specified by these Bylaws. No part of said funds shall inure or be distributed to the members of the Association. On dissolution of the Association, the Board of Directors shall distribute any remaining funds to the National Rehabilitation Association, a 501(c)(3) organization, which is devoted to similar intents and purposes as the Association.

## ARTICLE XV – AMENDMENTS

Section 1. These Bylaws may be amended or revised by a majority vote of the members present at an annual meeting, provided the proposed changes have been sent to the membership at least thirty (30) days prior to the Annual Meeting and submitted in writing, to the Board of Directors forty-five (45) days prior to the Annual Meeting.

Section 2. After adoption by the Michigan Rehabilitation Association membership, any amendments will become effective upon approval of the National Rehabilitation Association Board of Directors.

Revised: November 1993

Revised: November 1999

Revised: November 2003

Revised: November 2006

Revised: November 2011

Revised: November 2016

Revised: November 7, 2019

Revised: December 8, 2022

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