



INTERNATIONAL ASSOCIATION OF
REHABILITATION PROFESSIONALS

**INTERNATIONAL ASSOCIATION OF REHABILITATION PROFESSIONALS
BYLAWS
March 2016**

**ARTICLE I
NAME**

1.1. The name of this organization shall be the International Association of Rehabilitation Professionals, hereinafter referred to as the Association.

**ARTICLE II
PURPOSE**

2.1. Mission, Goals. The Association 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 the pre-eminent source for shaping public policy that affects private sector rehabilitation. 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 private sector rehabilitation.

2.1.5. Promote the chartering of chapters through which members can work as an effective group to further the goals of IARP specific to their region and/or geographic area.

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

2.1.7. Enhance recognition of the private sector as an efficient, effective source of rehabilitation services.

2.1.8. Promote rehabilitation research: collect, interpret, and effectively disseminate information on changing social, economic, governmental, and technological conditions affecting the profession.

2.1.9. Maintain cooperative relationships and activities with allied organizations in pursuit of the Association's 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 Standards and Ethics of the Association in effect at the time is eligible to be a member of the Association (hereafter "member" or "members").

3.2. Categories. Membership in the Association shall be divided into the following categories: Individual Professional, Professional Candidate, Student, Organizational Sponsor, 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"); or

(b) unrelated to a Rehabilitation Program from an accredited institution, plus five years of experience in Rehabilitation Services;

3.2.1.2. Holder of a baccalaureate degree (a) in a Rehabilitation Program from an accredited institution, plus three years in Rehabilitation Services or (b) unrelated to a Rehabilitation Program from an accredited institution, plus five years of experience in rehabilitation services; or

3.2.1.3. Holder of a bachelor's degree or diploma in nursing from an accredited institution, plus a current R.N. license, and three years of experience in Rehabilitation Services.

3.2.2 Professional Candidate is available to individuals who meet all of the requirements for Individual Professional membership but have two years or less of professional experience.

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

3.2.4. Organizational Sponsor is available to any corporation, partnership or other organization in the business of providing rehabilitation services in the private sector. An Organizational Sponsor member shall be required to designate an individual for purposes of receiving notices and other communications from the Association.

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

3.2.6. Retired Member is available if he/she: (a) has held an IARP Professional or Associate membership for 10 years or more; (b) is fully retired from rehabilitation service delivery; and (c) is not consulting to an organization for a fee. Retired members retain all the rights and privileges of a professional member.

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 the 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 date of expiration of their membership term shall be terminated from membership.

3.4. Voting.

3.4.1 Each Individual Professional member of the Association shall be entitled to one vote on any matter submitted to a vote of members. Student, Professional Candidate, Organizational Sponsor, 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 All matters, other than the election of Directors and Officers, to be submitted to members for a vote at a meeting of members may be acted upon by written ballot or electronic mail, as determined by the Board of Directors. Voting for the election of Directors and Officers shall be only by written ballot, mailed to members no less than thirty (30) days prior to the date set for the Annual Meeting of members.

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 or by written request of at least three hundred (300) members, with no more than fifty (50) members being from any one region. Meetings of members may be held at any place within or without the State of Illinois..

3.6. Notice. Written notice of the time and place of the Annual Meeting of Members shall be mailed or electronically mailed at least sixty (60) 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. One hundred (100) 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 the Association's 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 Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

4.1 Number, Qualifications.

4.1.1. The business and affairs of the Association 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, the President-Elect or the Immediate Past President, the Secretary, the Treasurer, the Council of Presidents Representative (collectively "Ex-Officio Directors"), the Director for Marketing/Membership, the Director for Education, plus individuals representing the Special Interest Sections established from time to time by the Board ("Section Directors"), based on the procedures established in 4.1.3. below.

4.1.2. Each Special Interest Section shall have one representative on the Board of Directors.

4.1.3 There shall be a Director for Marketing/Membership who shall be responsible for coordinating the Association's marketing and membership activities.

4.1.4 There shall be a Director for Education who shall coordinate the Association's education activities.

4.1.4 To be eligible for election as a Director, an individual must: (a) be an Individual Professional member, (b) have been such a member for at least two years as of the date of the meeting at which the results of the election are to be announced, (c) commit to sign and be bound by the IARP Commitment and Confidentiality Pledges (or successor documents) if elected, (d) unless waived by the then current Board, not have been previously removed from Board for Cause (as defined below)

and (e) unless waived by the then current Board, not have resigned from the Board during removal proceedings pursuant to Section 4.11 hereof during the [two (2) year] period immediately preceding the date of the meeting at which the results of the election are to be announced. No individual may hold more than one Directorship at any time.

4.2 Election and Term. All Directors shall commence their terms of office at the regular June Board of Directors meeting.

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, the Secretary and the Treasurer shall be elected by the members for such terms as provided in Sections 4.2.6 and 4.2.7 of these Bylaws. The President-Elect and Secretary shall be elected in even-numbered years and the Treasurer shall be elected in odd-numbered years.

4.2.3. The Section Directors shall be elected by the members as follows:

4.2.3.1. Section Directors shall be elected by members entitled to vote, voting as a class, who are enrolled in the Special Interest Section whose representative is being chosen.

4.2.3.2. All Section Directors shall serve for terms of two years or until their successors are elected.

4.2.3.3. No Section Director may serve more than two consecutive two-year terms as Section Director.

4.2.4. The Council of Presidents Representative shall be elected as follows:

- The Council of Presidents Representative shall be elected by the Council of Presidents, voting as a class. At the time of the election, such Representative must be either a President, immediate Past-President or President-Elect of a Chapter of the Association.
- All Council of Presidents Directors shall serve for terms of two years or until their successors are elected.
- No Council of Presidents Representative may serve more than two consecutive two-year terms as Council of Presidents Representative.

4.2.5. The President-Elect shall be elected at large in even-numbered years, shall serve in that office for one year, and shall automatically assume the office of President in the subsequent year for a two-year term. At the end of his/her two year term, each President shall serve a one-year term as Immediate Past President.

4.2.6. The Secretary and the Treasurer shall be elected at large and shall serve for two years or until his/her successor is elected and assumes office. The Secretary and the Treasurer may not serve more than two consecutive two-year terms. The Secretary will be elected in even numbered years and the Treasurer in odd numbered years.

4.2.7. The Director for Marketing/Membership shall be elected in odd-numbered years and the Director for Education shall be elected in even-numbered years.

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. In the case of a vacancy created in a Directorship held by a Section Director, the President shall consult with the Section's elected leadership prior to recommending the appointment.

4.4. Meetings. Regular meetings of the Board of Directors shall be held at least twice a year, at least one of which shall be in June, at such time and place as the President shall determine. Special meetings of the Board may be called at any time by the President, the President-Elect or the Immediate Past President pursuant to Section 4.11 below or by 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 Illinois. 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 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 mail, electronic 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 electronic mail, such notice shall be deemed to be delivered when transmitted to the designated Director at such Director's most recent email address listed in the records of the Association. 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 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 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 entitled to

vote on the matter 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 be 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. Resignation. Any Director may resign at any time by giving written notice to the President of the Association. Such resignation shall take effect following receipt of such resignation notice or any later time specified in the resignation notice.

4.10. Removal.

4.10.1. A Director shall be removed immediately without further action by the Board upon: (a) the Director ceasing to be an Individual Professional member, (b) the Association's receipt of a court order specifically requiring such removal or (c) if the Director is an Ex-Officio Director, the termination, removal or resignation of the Ex-Officio Director from his or her office with the Association.

4.10.2. The Board may recommend removal from office of a Director for Cause upon the affirmative vote of not less than two-thirds of the Directors then in office (excluding the Director being considered for the recommended removal and the Requesting Director (as defined below) at a duly convened meeting of the Board pursuant to section 4.11. As used herein, "Cause" shall mean: (a) a failure to attend Three consecutive regular meetings of the Board or Five regular or special meetings of the Board in a 12 month period, which failures have not been excused in writing by the President for good reason as determined by the President in his/her sole discretion, (b) a violation of the IARP Commitment or Confidentiality Pledge as determined by the Board pursuant to Section 4.11 below, (c) breach of fiduciary duties as determined by the Board pursuant to Section 4.11 or, (d) felony conviction which, in the opinion of the Board adversely affects the reputation of IARP or materially impairs the ability of the Director to fulfill his or her duties.

4.11. Removal/Disciplinary Procedures.

4.11.1. In the event the President or any [three] or more Directors (the "Requesting Director(s)") believe that the acts or omissions of another Director (the "Subject Director") constitute Cause for removal from the Board or warrant the imposition of other disciplinary actions, the Requesting Director(s) may submit to the President (or to the President-Elect or the Immediate Past President if the Requesting Director(s) or Subject Director is the President) a written request to commence proceedings in accordance with this Section 4.11. The written request shall specify in reasonable detail the reasons why the Requesting Director(s) believe the Subject Director should be removed from the Board or subject to other disciplinary action. Any final vote for removal must be made by the class of members who elected the Subject Director.

4.11.2. Upon receipt of a written request to commence proceedings in accordance with Section 4.11, the President or the President-Elect or the Immediate Past President, as applicable, shall immediately forward a copy of the request to all Directors (including the Subject Director), and the President or President-Elect or the Immediate Past President, as applicable, shall schedule a special meeting of the Board in accordance with Section 4.4 above for the specific purpose of considering recommending removal of, or imposition of other disciplinary action against, the Subject Director. The President or President-Elect or the Immediate Past President, as applicable, shall make reasonable efforts to set a meeting date at which the Subject Director and as many of the other Directors as practicable can attend; provided, however, if the Subject Director is unwilling to attend the meeting or cooperate reasonably with the President or the President-Elect or the Immediate Past President, as applicable, shall schedule the meeting at which as many of the Directors as is practicable can attend.

4.11.3. At the special meeting, each of the Subject Director and the Requesting Director(s) shall be given a reasonable opportunity to make presentations before the Board according to rules to be established by the President or the President-Elect or the Immediate Past President, as applicable. The Subject Director and the Requesting Director(s) shall not be entitled to participate in deliberations.

4.11.4. Upon the affirmative vote of not less than two thirds of the Directors then in office (excluding the Subject Director and the Requesting Director(s)), the Board may recommend a vote remove the Subject Director for Cause pursuant to Section 4.10 above or impose other disciplinary actions, including the issuance of a warning, censure and/or restitution. The Board's decision to recommend a vote to remove the Subject Director or impose other disciplinary actions shall not limit or prohibit the Association, any Director or any member from pursuing any legal remedies (at law or in equity) that the Association, Director or member may have against the Subject Director.

4.11.5. Subject to Illinois law, upon the affirmative vote to recommend removal of the Subject Director, the class of members entitled to vote who elected the Subject Director shall be notified 30 days in advance that the vote will be held in the same manner as all votes are held pursuant to these bylaws. The Subject Director will be removed from office upon the affirmative vote of two-thirds of the class of members entitled to vote in the election as noted below.

(a) A Director, including the President, President-Elect or Immediate Past President, Secretary, Treasurer, Director of Education and Director of Marketing can only be removed by an affirmative vote of two thirds of the individual professional members.

(b) The Council of President's Representative can only be removed by an affirmative vote of two thirds of the members of the Chapter of Presidents Council.

(c) Section Directors can only be removed by an affirmative vote of two thirds of the members of the section that they represent on the Board of Directors.

4.12. 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: 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 Illinois law; and

the breach or failure to perform constitutes self-dealing or willful and wanton conduct as defined by Illinois state law.

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 President-Elect or Past-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. The officers shall commence their terms at the regular June Board of Directors meeting.

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 be responsible for the keeping of the minutes of all meetings of the Board of Directors, the Executive Committee and members; shall have charge and custody of the seal and records of the Board; and shall be responsible for the dissemination of all information pertinent to the ongoing operation of the Association and shall assign duties necessary to achieve the dissemination of this information.

5.5 Treasurer. The Treasurer shall have charge and custody of all funds of the Association, shall maintain an accurate accounting system and shall present financial reports, including financial statements, annual budgets and annual audits, to the Board of Directors in such manner and form as the Board may from time to time determine. The Treasurer shall serve as the Chair of the Finance Committee.

5.6 Immediate Past President. The immediate Past President shall serve as the official representative of the Association at the request of the President or the Board of Directors.; shall serve as Chair of the Elections Committee; and will perform any duties as directed by the President.

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 chair thereof based on the recommendations of the President) as it deems necessary or desirable ("standing committees"), including, without limitation, the Executive Committee, Finance 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 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. The Executive Director will be a non-voting member of the Executive and Finance 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 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 President, the President-Elect or the Immediate Past-President, the Secretary, the Treasurer and the Council of Presidents Representative. The Executive Director will also serve as a non-voting member of the committee.

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.

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 President 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 five members, four of whom shall be appointed annually by the President subject to approval by the Board of Directors. The President Elect or the Immediate Past-President shall be a member of and chair the committee. No more than two members of the committee may be past presidents of the Association.

6.3.2. Each year the Nominations and Elections Committee shall nominate candidates for Officers and Directors of the Association and members of the Standards Compliance Review Board for election by the members entitled to vote. The Committee shall extend in writing by mail or electronic mail to the membership a call for suggested nominations no less than sixty (60) days prior to its meeting to select nominees. The Committee shall follow Association policies, as adopted from time to time by the Board of Directors, relative to the selection of candidates.

6.3.3. The Committee shall conduct the annual election of directors, officers and members of the

Standards Compliance Review Board by written or electronic mail ballot, which shall be distributed to the members entitled to vote with ballots due no less than thirty (30) days prior to the date set for the regular June Board of Directors meeting. The committee shall report the results of the election at the regular June Board of Directors meeting.

6.4 Finance Committee

6.4.1. The Finance Committee shall consist of a minimum of eight members: each of the four Special Interest Sections and the Council of Presidents shall appoint one member from their membership (for a total of five appointees); two or more at-large-members will be selected by the Treasurer, who serves as Chair. The Executive Director will also serve as a non-voting member of the committee.

6.4.2. The Finance Committee shall be responsible for monitoring the financial health of the association. The committee offers guidelines for budget planning based upon a thorough understanding of the goals, objectives, and challenges of the organization; it analyzes trends and offers its perspective to the Board of Directors and staff about fiscal policy; recommends an annual budget and any changes to the budget to the Board of Directors; develops financial policies for the Special Interest Sections and Chapters.

ARTICLE VII STANDARDS COMPLIANCE REVIEW BOARD

7.1. Purpose. The Standards Compliance Review Board (SCRB) shall be responsible for monitoring and adjudicating the compliance of members of the Association with the Association's Standards and Ethics. The SCRB shall follow the policies and procedures as adopted by the Board of Directors from time to time in its deliberations and decision-making.

7.2. Membership. The SCRB shall consist of seven members, representing the following four IARP Sections and several specific disciplines:

A. Social Security Vocational Expert Representative

B. IALCP/Life Care Planner Representative

C. Educator

D. Rehabilitation & Disability Case Management Representative

E. Forensic Representative

F. Rehabilitation Nurse

G. Vocational Rehabilitation Transition Services

Each person representing a discipline shall spend the majority of his or her occupational time working in that discipline. No member of the Board of Directors may serve as a member of the SCRIB.

7.3. Election/Term. Members of the SCRIB shall be elected by the members. The SCRIB shall be divided into two classes, disciplines A through C elected in even years and disciplines D through G elected in odd years. Each class shall be elected for a term of two years.

7.4. Chairperson/Vacancies. The chairperson shall be selected by the members of the SCRIB each year following the Annual Meeting of members. Any vacancies on the SCRIB shall be filled by appointment by the President for the unexpired term, subject to approval by the Board of Directors.

7.5. Meetings/Quorum. Meetings of the SCRIB shall be called by the chairperson with at least seven (7) days notice to each member either personally, by mail, by telephone, by electronic mail, or by facsimile transmission. A majority of the members of the SCRIB shall constitute a quorum for any such meeting.

ARTICLE VIII SECTIONS

8.1. Establishment. The Board of Directors shall establish Sections representing professional areas of particular interest for members of the Association ("Sections"). Membership in Sections shall be voluntary. Members may enroll in more than one Section. Sections may be added or deleted from time to time at the discretion of the Board of Directors.

8.2. Purpose. The purpose of Sections shall be to enable members working in specific areas to communicate with one another and to share ideas and expertise. Activities of Sections shall be determined by Section members. Sections may be consulted by the Board of Directors on matters relevant to their respective areas of expertise.

8.3. Governance. Upon the establishment of a new Section, the Board of Directors may establish a reasonable deadline for the Section to become fully operational and elect its Section Director, as provided for in Article IV, and Section Chairperson, as provided for below. In establishing a new Section, the Board of Directors shall establish the beginning of the new Section Director's two-year term so that a relative equal number of Section Directors are elected in alternating years. In doing so, a one-year transition term may be established. Each Section shall have a chairperson who shall report directly to the Board of Directors. The chairperson of each Section shall be elected by Section members, except when a section is newly established. The first chair of any new section shall be appointed by the President and approved by the Board. The chairperson shall serve at the discretion of the Board. The term of each chairperson shall be for one year or until his or her successor has been elected and qualified. Sections shall be responsible for their activities and expenditures, and shall submit a yearly report to the Board of Directors prior to the Annual Meeting of members.

ARTICLE IX CHAPTERS

9.1. Establishment. The Association shall have Chapters, which may be designated by state or region. Chapters shall be required to adopt and maintain Bylaws that are consistent with these Bylaws and are approved by the Executive Committee of the Association. All existing Chapters shall be required to adopt such approved form of Bylaws.

9.2. Governance. The members of each Chapter shall elect the governing board and officers of such

Chapter. Each Chapter may conduct its affairs in such manner as it sees fit subject to the authority of these Bylaws, the Association's Standards and Ethics and the authority of the Association's Board of Directors.

9.3. Membership and Finances. Every chapter member must be a member in good standing of the Association. Chapters shall be financed in whole or in part from Association dues, in a manner and amount determined by the Association's Board of Directors.

9.4. Council of Presidents. The Council of Presidents (the "Council") shall consist of each individual then serving as President of a Chapter of the Association. The Council shall serve as a liaison between the Board of Directors of the Association and the Chapter Presidents and elect a representative of the Council to serve as a Director of the Association in accordance with these Bylaws. The Council shall conduct its affairs in such manner as it sees fit subject to the authority of these Bylaws and the Association's Board of Directors.

ARTICLE X INDEMNIFICATION

10.1. Right to Indemnification. The Association shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit 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 Association; or (b) is or was serving the Association as a member of the SCRB; or (c) is or was a trustee, officer or the employee or agent of the Association serving at its request as an administrator, trustee or other fiduciary of any of the Association's employee benefit plans, against expenses (including, under Section 10.2, 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, suit 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 Association, 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 10.2 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.

10.2 Advance of Expenses. Expenses incurred by such person in defending any such action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit 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 Association.

10.3. 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.

10.4 Insurance and Other Indemnification. The Board of Directors shall have the power (a) to purchase and maintain, at the Association's expense, insurance on behalf of the Association and on behalf of others to the extent that power to do so has been or may be granted by statute, and (b) to give other indemnification to the extent not prohibited by law.

ARTICLE XI

AMENDMENTS

11.1 Amendments. Notice of by-law changes will be sent to the Board, providing them with thirty (30) days to review them. Upon the approval of a three-quarters majority of the entire Board of Directors then in office, a proposed bylaw amendment(s) shall be submitted to the membership for review and comment for sixty (60) days. If during that sixty (60) day period 20% or greater members in good standing express written disapproval of the proposed amendment(s), the proposed amendment(s) shall not be enacted. If during that sixty (60) day period fewer than 20% members in good standing express written disapproval of the proposed amendment(s), the proposed amendment(s) shall be enacted.

Amended January 1997

Amended April 2007

Amended October 2012

Amended January 2013

Amended October 2013

Amended February 2014

Amended January 2015

Amended March 2016