



# **TRA BYLAWS**

**of the**

**TEXAS REHABILITATION ASSOCIATION, INC.**

## **TRA MISSION STATEMENT:**

The Texas Rehabilitation Association is a 501 c-3 nonprofit organization of people who are dedicated to:

- Promoting to the public the profession and benefits of rehabilitation.
- Advocating for and promoting professionalism for the field of rehabilitation.
- Stimulating an environment of independence and dignity for Texans with disabilities resulting in enhanced opportunities
- Promoting quality rehabilitation services by organizations and individuals

(note: the above Mission Statement is different from one on TRA brochure and on website (from brochure))

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## ARTICLE I. NAME

The name of the Association shall be the “Texas Rehabilitation Association, Inc.” hereinafter referred to as either “the Association” or “TRA.” The TRA shall be a state chapter association of the National Rehabilitation Association (NRA), and the bylaws of the TRA shall comply with the constitution and bylaws of the NRA.

## ARTICLE II. PURPOSE

The purpose of this Association shall be to advance rehabilitation for all persons with disabilities (Bylaws change on 5/8/92) by:

1. Increasing public understanding of the social and economic gains to individuals and to communities through providing opportunities for all persons with disabilities to become independent, self-supporting and contributing members of society;
2. Providing opportunities for conferences, forums and symposiums for the constructive and creative discussion of problems relating to total rehabilitation of persons with disabilities.
3. Encouraging an interdisciplinary approach to the resolution of rehabilitation problems, through maximum use of the special knowledge and skills of all professions;
4. Fostering research and study to advance the knowledge and skills necessary for the improvement of rehabilitation services to persons with disabilities; and
5. Stimulating professional training opportunities for all personnel engaged in rehabilitation.
6. Encouraging the entry of competent and humanitarian individuals to the rehabilitation professions and fostering training opportunities required to make them effective practitioners;
7. Identifying the essential elements in the practice of rehabilitation and fostering the development and application of standards which will help to assure effective services to persons with disabilities;
8. Exercising leadership in removing architectural, transportation and communication barriers and protecting the legal rights of persons with disabilities in order that they may live normal lives and enjoy the rights and benefits that should be the heritage of every American citizen.

## **ARTICLE III. MEMBERSHIP**

### **Section 1. Membership**

A member classification in the Association (TRA) shall be available to any individual interested in the rehabilitation of persons with disabilities who has paid the Association dues.

### **Section 2. Privileges of Membership**

- A.** Membership in the Association shall entitle all classes of members to receive the official publications of the Association.
- B.** Any member of the Association shall be entitled to become a member of only one (1) local chapter.
- C.** All members shall be entitled to participate in the meetings of this Association.
- D.** All members, with the exclusion of the supporting membership, shall be eligible to run for local, state and national elected officer positions.

### **Section 3. Duties of Membership**

Members are expected to fulfill the purposes and goals of the Association.

### **Section 4. Membership Year**

The membership year will be in accordance with the dues schedule.

### **Section 5. Meetings of the Membership**

There will be at least one (1) annual meeting.

## **ARTICLE IV. ADMINISTRATION**

### **Section 1. Executive Board Membership**

There shall be an executive board whose composition shall be as follows:

- A.** Elected officers of the Association;
- B.** The immediate past-president of the Association;
- C.** One (1) representative from each TRA subchapter;
- D.** One (1) representative from each TRA affiliate organization;
- E.** Nine (9) members-at-large, elected by the membership;
- F.** The chairperson of each standing committee shall be an ex-officio member of the executive board with voting privileges.

## **Section 2. Executive Board**

### **A. Vacancies**

Vacancies arising on the executive board between regular elections shall be filled by a majority vote of the remaining members of the executive board under such roles as established by the executive board.

### **B. Meetings**

#### **(1) Frequency**

The executive board shall meet at least quarterly upon call of the president or upon petition of ten (10) members of the executive board.

#### **(2) Quorum**

A quorum shall consist of at least one-third (1/3) of the voting membership of the executive board and must include either the president or vice president of the Association.

#### **(3) Restriction on Executive Sessions**

All meetings of the executive board shall be open meetings except when a closed session is voted by a majority of the executive board members present.

### **C. Responsibilities and Powers**

The authority, power and responsibility of the executive board includes the following:

- (1)** The transaction of any and all necessary and appropriate business of the Association between meetings of the Association.
- (2)** Calling an annual meeting of the Association
- (3)** Approving and monitoring all subchapters.
- (4)** At its pleasure, the executive board may appoint an executive director/executive secretary of the Association.
- (5)** Approval of the TRA Operations Manual and changes thereto.

### **D. Removal from Office**

Executive board members who fail to attend three (3) consecutive board meetings without notifying the president and without adequate excuse shall be considered derelict in their duty and shall be subject to removal from office by a two-thirds (2/3) vote of the remaining executive board members. In the event an executive board member is removed from office, a replacement will be chosen as stipulated in IV.2.A.

### **Section 3. Officers**

#### **A. Elective Officers**

The elective officers are:

- (1) President
- (2) President-Elect
- (3) Vice President
- (4) Secretary
- (5) Treasurer

#### **B. Terms of Office**

The president, president-elect, vice president, and secretary shall be elected for a one (1) year term. The treasurer shall be elected for a two (2) year term.

#### **C. Responsibilities**

The officers of the Association shall perform the usual duties of their respective offices, as specified in the Operations Manual (bylaws change on 5/8/92).

### **Section 4. Executive Committee**

The executive committee shall consist of nine (9) persons, to include the president, the president-elect, the vice president, the secretary, the treasurer, the immediate past president, chair of the subchapter presidents committee, and two members who have been elected by the general membership to serve on the executive board, who will be appointed by the president with the advice and consent of the TRA board.

The function and authority of this committee will be to conduct TRA business during the interim between TRA Board meetings, reviewing the meeting agendas, financial reports, minutes, records and performance of the executive director/executive secretary at least once annually. They shall have the authority to declare a board vacancy and make recommendations to fill any vacancy, complying with IV.2.A.

### **Section 5. Executive Director/Executive Secretary**

An executive director/executive secretary shall serve at the pleasure and direction of the executive board.

### **Section 6. Subchapters**

Subchapters may be organized in a geographic area approved by the executive board. A group shall not be approved as a subchapter until its constitution and/or bylaws are approved by the executive board.

### **Section 7. Fiscal Year**

The fiscal year of the association will be from January 1 through December 31.

## **ARTICLE V. COMMITTEES**

Standing committees of the Association are:

- A.** The Awards and Citations Committee;
- B.** The Editorial and Public Information Committee;
- C.** The Membership Committee;
- D.** The Annual Conference Committee;
- E.** The Bylaws Committee
- F.** The Subchapter Presidents' Committee;
- G.** The Ways and Means Committee
- H.** The Executive Committee
- I.** The Nominating Committee
- J.** The Legislative Committee;
- K.** The Audit Committee;
- L.** The Planning Committee;
- M.** The Grants and Special Projects Committee
- N.** The Southwest Regional Affairs Committee
- O.** The Access Texas Committee
- P.** The Continuing Education Committee

The duties and responsibilities of standing committees are specified in these Bylaws or in the Operations Manual.

## **ARTICLE VI. NOMINATIONS AND ELECTIONS**

### **Section 1. Nominating Committee**

The president shall appoint a nominating committee consisting of five (5) members, one from each of the appropriate quadrants of the state, as defined in the Operations Manual, with each member from a different agency. The immediate past president of the Association will serve as chairperson. When the immediate past president cannot serve, the chairperson shall be designated by the president.

### **Section 2. Duties of the Nominating Committee**

- A.** Nominations of officers;
- B.** Nomination of executive board members;
- C.** Posting a slate of at least two (2) nominees for each position in any suitable publication of the Association at least sixty (60) days prior to the annual conference.

### **Section 3. Provisions for Additional Nominees**

In addition to the slate presented by the nominating committee, a member may nominate another member for office by providing the name of the nominee with the signatures of ten (10) supporting members to the chairperson of the nominating committee. Any member nominating a member in good standing must first have obtained the individual's permission and his assurance that he will serve in the capacity nominated.

### **Section 4. Provisions for Elections (Revised 11/2005 & 6/2010)**

- A.** Acceptance of nominations for elective office to appear on the ballot will cease no later than thirty (30) days prior to the end of the calendar year. (bylaws change 6/29/10)
- B.** Places on the ballot will be determined by lot.
- C.** E-mail is the default method to distribute the ballots to the membership. A member may have the ballot mailed to her/him by written request to the secretary. Ballot will be typed onto the e-mail message to each member (not an attachment), so ballot can be validated. Ballots will be sent to membership with "Request Read Receipt." If message is received by ballot sender that e-mail cannot be delivered, another e-mail attempt will be made. If still not delivered, a ballot will be mailed to that individual.
- D.** The ballots will be distributed by mail or e-mail to the membership at least thirty (30) days prior to the installation of officers.
- E.** The ballots must be returned by e-mail, mail, or in person, to TRA as specified by the ballot instructions. If returning by e-mail, it is strongly recommended that each member request a response receipt to insure her/his ballot is received. If mailed, members are encouraged to please date and make a copy.
- F.** The nominating committee, or persons appointed by the President, shall count and verify the votes of the members and submit a report of the winners of each office/board member position to the TRA President.
- F.** The election results will be announced at the board meeting following the tallying of the ballot votes. (bylaws change 6/29/10)

### **Section 5. Provisions for a Run-off Election**

- A.** In the event of a tie, run-off ballots will be distributed to members in attendance at the annual business meeting.
- B.** Ballots shall be immediately counted by the nominating committee and the results announced to the membership.
- C.** The results of the run-off election shall be considered final.



## ARTICLE VII. AMENDMENTS

The Bylaws of this Association may be amended as follows:

1. Any member may propose any amendment to the bylaws committee;
2. The committee will present all amendments to the full executive board;
3. A majority vote of the board in attendance shall be required to present the proposed amendment to the membership;
4. Proposed amendments shall be e-mailed to the membership at least sixty (60) days in advance of the annual meeting. Proposed amendments e-mail will be sent to the membership with "Request Read Receipt". If the message cannot be delivered, another e-mail attempt will be made. If still not delivered, the proposed amendments will be mailed to that individual. The proposed amendments will be mailed to those members without a valid e-mail address. (bylaws change 6/29/10)
5. A plurality of the votes cast by the general assembly shall be required to ratify the proposed amendment.

## ARTICLE VIII. OPERATIONS MANUAL

All functional duties not otherwise specified in these bylaws shall be incorporated into an operations manual. It shall be the duty of the bylaws committee to accept and present proposed changes in the operations manual to the executive board along with recommendations, and the basis for the recommendations. The executive board will approve, disapprove, and/or amend any proposed changes.

## ARTICLE IX. MISCELLANEOUS

### **Section 1. Rules of Order**

Robert's Rules of Order shall govern meetings of the membership, the executive board and the committees of the Association.

### **Section 2. Saving Clause**

All provisions of the previous bylaws of the Association are hereby repealed. To the extent that any provision of these bylaws might be in conflict with any provisions of the Texas Non-profit Corporation Act of with any other law

applicable to the affairs of the Association, such provisions of these bylaws shall be deemed null, void and of no effect.

**Section 3. Adoption**

These bylaws shall become effective immediately upon adoption by the general assembly.

**Section 4. Dissolution**

Upon dissolution of the Association, all then remaining assets of the Association shall be distributed to one or more local nonprofit organizations operated exclusively for the purpose of rehabilitation of persons with disabilities. If none such organizations exist, then said assets shall be distributed to one or more other nonprofit organizations operated exclusively for scientific or educational purposes. Distributions shall be made only to organizations which are exempt from federal income tax under 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of such future law).

**THIS PART IS PLANNED BUT STILL PENDING:**

**Recommended changes:**

Underlined words appear to be typographical errors or underlined for special attention.

**ABOVE BYLAWS WERE TYPED FROM THE SEPTEMBER 1992 BYLAWS.**

The Amendments below WILL BE incorporated into the above ByLaws. Dates and Article/Section of subsequent amendments to the bylaws are listed below (a separate file will be kept with the bylaws changes):

1. ARTICLE VI., Section 2, 4, and 5 to allow for e-mail voting. (date???)