

PSYCHIATRIC REHABILITATION ASSOCIATION (PRA)

BY-LAWS

PRA

Approved by the Board of Directors March 28, 2013
and Submitted to the Membership for Vote on April 26, 2013.

ARTICLE I NAME

Section 1. The name of the Association shall be the Psychiatric Rehabilitation Association, Inc.

Section 2. The Psychiatric Rehabilitation Association, Incorporated, here within these By-Laws shall be referred to as the "ASSOCIATION".

ARTICLE II PURPOSES

The Psychiatric Rehabilitation Association, Inc. is an organization of psychiatric rehabilitation agencies, practitioners, advocates, researchers, educators, service recipients, interested organizations and individuals dedicated to promoting, supporting and strengthening community-oriented rehabilitation services and resources in service of recovery for persons with psychiatric disabilities. Its purposes include:

Statement 1. To promote and support the development of community-oriented psychiatric rehabilitation services and outcomes for persons with psychiatric disabilities, and to inform the public and policy makers about the principles and practices of psychiatric rehabilitation and needs of persons with psychiatric disabilities.

Statement 2. To advocate for funding of research in psychiatric rehabilitation, and to support dissemination of findings to promote evidence-based practices.

Statement 3. To improve professional communication within and about the psychiatric rehabilitation field using state-of-the-art accessible communication technology.

Statement 4. To advocate and facilitate improved integration, coordination and continuity of services across delivery systems.

Statement 5. To develop standards and promote the deployment of a well-trained cadre of practitioners.

ARTICLE III MEMBERSHIP

Section 1. Classes of Membership - The Board of Directors may establish classes of membership and determine the voting rights, benefits and eligibility for each membership class. Exact qualifications are outlined in Membership policies.

- A. Associate Individual Member- Any individual who subscribes to the Purposes of the ASSOCIATION as set forth in Article II, and has an interest in psychiatric rehabilitation, or is employed by an organization or department which provides mental health related services for no more than 20 hours a week, or is currently a graduate or undergraduate student, taking courses related to psychiatric rehabilitation, may become an Associate Individual Member.
- B. Individual Member- Any individual who subscribes to the Purposes of the ASSOCIATION as set forth in Article II of the Bylaws, and who is employed by any mental health related organization, department or other entity that has interest in psychiatric rehabilitation, may become an Individual Member. Employees, board members or persons served by an Organizational member shall not acquire Individual Member status by virtue of their affiliation with the Organizational member.
- C. Organizational Member- Any agency or organization which subscribes to the purposes of the ASSOCIATION as set forth in Article II and provides mental health services may become an Organizational Member. All employees, board members or persons served by an Organizational member shall have access to all member benefits by virtue of their affiliation with the Organizational member.
- D. Associate Organizational Member - Any organization, department or other entity which subscribes to the Purposes of the ASSOCIATION as set forth in Article II, and does not provide mental health related services.

Section 2. Voting- Members shall have a right to vote on issues presented and elections for the ASSOCIATION's Board of Directors, as outlined in the Membership Policy.

Section 3. Non-Voting Memberships – The Board of Directors may establish other membership classes that have no vote and that are ineligible to serve as Directors or officers.

Section 4. Membership Fees

- A. Amount -The Board of Directors of the ASSOCIATION shall determine the membership fee appropriate to each type of membership.
- B. Resignation - Membership in this ASSOCIATION is voluntary, and non-transferable, and may be terminated by voluntary withdrawal (resignation) or as otherwise provided in these Bylaws. All rights, privileges, and interests of membership shall cease upon termination of membership, and no refunds of dues or assessments shall be made. However, all financial obligations due to the ASSOCIATION shall survive termination of membership.
- C. Duration - Notices of membership renewals shall be sent to members at least three times prior to the annual renewal date. Payment not received by the renewal date will result in termination of membership and all membership privileges.

Section 5. Benefits of Membership - Benefits of membership shall be determined by the Board of Directors and CEO.

Section 6. Member Responsibilities –Organizational members must conform to the “Code of Ethics for Member Organizations”. Individual members who are Certified Psychiatric Rehabilitation Practitioners must conform to the “Code of Ethics for Psychiatric Rehabilitation Practitioners”. All members must subscribe to the Purposes of the ASSOCIATION as set forth in Article II of the By-Laws.

Section 7. Corrective Action to Assure Member Responsibility - Only members of the ASSOCIATION as defined in Article III, Sections 2(A)(1) and (A)(2), 2(B), and 2(C) of these By-Laws may file a complaint against a Member as defined in Section 2(A). Any complaint must be signed by the complainant or their duly designated representative and addressed to the Chair of the Ethics Review Committee within sixty days of the action generating the complaint.

If in a written and signed communication, addressed to the Chair of the Ethics Review Committee, any Member of the ASSOCIATION is charged with unprofessional conduct, falsifying any information given to or requested by the ASSOCIATION, violating the Organizational Code of Ethics, the Psychiatric Rehabilitation Practitioner Code of Ethics, the ASSOCIATION By Laws, or state or federal law; the accused Member shall be accorded due process as determined by the Board of Directors.

- A. Suspension or Expulsion – For cause any Member shall be suspended or expelled. Cause includes but is not limited to, any of the grounds listed in Section 7. If charges against the accused Member have been proven, the Committee may recommend that the offending Member be suspended, expelled, or recommend any lesser sanction as the Committee deems appropriate. The decision to sanction a Member shall be published in the membership newsletter.

ARTICLE IV CHAPTER FORMATION AND PARTICIPATION

A Chapter is a geographical unit of the ASSOCIATION that promotes and supports the Purposes and Core Values of the ASSOCIATION. A Chapter provides increased opportunities for member participation within the ASSOCIATION. Separately or in concert with broader ASSOCIATION efforts, each Chapter provides members with educational opportunities, advocates in the public policy arena and promotes the development of leadership within the field of Psychiatric Rehabilitation.

Section 1. Conditions for Chapter Formation - To become a chapter of the ASSOCIATION, the following conditions must be met:

- A. Provisional Chapter Status will be granted to a group of paid members of the ASSOCIATION who have expressed an interest in developing a Chapter.
 - i. Provisional Chapter Status will be granted for no more than one year.
 - ii. The ASSOCIATION will provide support to a Provisional Chapter, including membership recruitment and full chapter development. The ASSOCIATION may provide limited financial assistance if requested and when appropriate.
 - iii. The ASSOCIATION will issue rebates, based on the payment schedule outlined in the Provisional Chapter Agreement. Rebates are to be used solely for the use of the promotion and development of the chapter.
 - iv. The Provisional Chapter must meet all requirements outlined in the Provisional Chapter Agreement.

- B. To obtain full Chapter Status with the ASSOCIATION, the Chapter must meet all requirements outlined in the Chartered Chapter Agreement.

- C. A Chapter must have written By-Laws that are submitted to the ASSOCIATION Board. These By-Laws must contain the same or congruent mission and purposes as the ASSOCIATION By-Laws. In addition, a chapter may add purposes that relate to psychiatric rehabilitation and community integration of persons with psychiatric disabilities and related issues particular to the individual state or organization.
- D. A Chapter must be state wide except under the following conditions:
 - 1. If members of the ASSOCIATION from more than one state would like to form a regional chapter, than they shall submit in writing a rationale to support their position to the ASSOCIATION Board of Directors.
 - 2. If members of the ASSOCIATION from an area within a state would like to organize a chapter and there is not a state chapter, they may apply in writing to the ASSOCIATION Board of Directors.
 - 3. If members of the ASSOCIATION from an area within the state would like to form a chapter and there is another area chapter, then they must at least explore the formation of a state chapter and submit an application to the ASSOCIATION Board of Directors. If conditions prevent forming a state chapter, then with ASSOCIATION Board of Directors' approval, they may form more than one area chapter within the state.

Section 2. Request to Form a Chapter - The Chapter must submit a written request to become a Provisional Chapter or an ASSOCIATION Chapter with documents supporting the above requirements, to the Board of Directors. The Board of Directors shall consider and vote upon such a request at its next regularly scheduled meeting. If the documentation is received less than thirty (30) days prior to such Board of Directors meeting, consideration may be postponed until the subsequent regularly scheduled Board meeting.

Section 3. Revocation or Dissolution of Chapter. Chapter status may be revoked by the Board of Directors if the chapter fails to comply with these Bylaws, the Chapter Affiliate Agreement or established policies and procedures of the ASSOCIATION.

- A. If the CHAPTER fails to comply with ASSOCIATION Bylaws, the Chapter Affiliate Agreement or established policies and procedures of the ASSOCIATION, at its discretion, the ASSOCIATION may provide assistance to the CHAPTER to help bring them into compliance.
- B. The CHAPTER will be given up to sixty (60) days to comply with ASSOCIATION Bylaws, the Chapter Affiliate Agreement or established policies and procedures of the ASSOCIATION.
- C. After sixty (60) days, if the CHAPTER still is out of compliance, Chapter status may be revoked upon $\frac{3}{4}$ vote of the Board of Directors or if the chapter leadership has submitted a written request to dissolve to the ASSOCIATION Board of Directors. Dissolution of a chapter must be approved by the ASSOCIATION Board of Directors at its next scheduled meeting.

Section 4. Affiliations – State organizations sharing mutual goals and interests with the ASSOCIATION may request formal affiliation status by writing to the ASSOCIATION Board of Directors. The ASSOCIATION Board of Directors may formalize the affiliation through the State Affiliate Agreement.

ARTICLE V CERTIFICATION COMMISSION FOR PSYCHIATRIC REHABILITATION
PRACTITIONERS

Section 1. Name - The ASSOCIATION has established the Certification Commission for Psychiatric Rehabilitation Practitioners (COMMISSION) as the standard-setting body for the certification program, the Certified Psychiatric Rehabilitation Practitioner (CPRP).

Section 2. Mission - The mission of the COMMISSION is to foster the growth of a competent and ethical psychiatric rehabilitation workforce through the development and operation of a test based certification program for psychiatric rehabilitation practitioners and the enforcement of the PRA Code of Ethics among certified practitioners.

Section 3. Certification Commission for Psychiatric Rehabilitation Practitioners – The COMMISSION shall be responsible for overseeing the CPRP credential and shall be accountable to the ASSOCIATION, following standards set forth by a recognized national accreditation body. The COMMISSION shall have autonomy in decision making related to all essential certification decisions, including: eligibility standards, exam development and administration, scoring of the assessment instruments; selection of individuals operating the program; development and maintenance of operational policies and procedures; and, development of an annual program budget within the fiscal guidelines and standard operational procedures for the administration of funds established by PRA.

The President of the COMMISSION [or his/her designee] may serve as a nonvoting ex-officio member of the PRA Board of Directors. The Chairperson of the PRA Board of Directors [or his/her designee] may serve as a nonvoting ex-officio member of the COMMISSION. Voting members of the ASSOCIATION Board or COMMISSION may not serve concurrently on the PRA Board of Directors and Certification Commission.

Section 4. Authority and Procedures – The COMMISSION shall abide by policies and procedures established by the COMMISSION and approved by the Board of Directors to accomplish its purpose and functions, including the appointment of commissioners and election of officers. The ASSOCIATION retains final authority and responsibility for the COMMISSION’s activities.

Section 5. Separation and Reorganization

A. Any proposal to create a separate entity for the Certification Program, which would no longer be associated with the ASSOCIATION, must be approved by the Commission, the Board of Directors, and a majority vote of the ASSOCIATION membership before enactment.

B. The Board of the ASSOCIATION has the authority to reorganize the COMMISSION and reappoint its members, only if it is clearly demonstrated that the COMMISSION is violating its own standing rules. Such a decision can only be reached after clear evidence has been presented to the COMMISSION for resolution. Pending no resolution, a two-thirds vote of the Board of Directors and majority vote of the membership is required for disbanding the current COMMISSION.

ARTICLE VI MEETINGS

Section 1. Annual Business Meeting - There shall be an annual business meeting of the membership of the ASSOCIATION to be held at the annual conference. If there is no annual conference, the annual business meeting will be scheduled for another date, but no later than 12 months following the preceding annual business meeting. Written notice of the time and place of each annual business meeting shall be mailed or otherwise delivered to each member no less than thirty (30) days prior to the meeting.

Section 2. Annual Business Meeting Quorum - A quorum at the Annual Business Meeting shall be established by the attendance of at least 25 dues paying members, as defined in Article III.

ARTICLE VII BOARD OF DIRECTORS

Section 1. Purpose, Number and Composition - Subject to the Articles of Incorporation and these Bylaws, the affairs of the corporation shall be governed and all corporate powers exercised by or under the direction of the Board of Directors.

Section 2. Size - The Board of Directors shall be comprised of thirteen (13) voting Members of the ASSOCIATION, 11 elected at large by the membership and two Chapter Representatives separately elected at large by the membership from among at least four nominees designated by the Chapter Representatives Committee and approved by the Nominating Committee. In addition, a representative of the Certification Commission for Psychiatric Rehabilitation and the Chief Executive Officer of the ASSOCIATION shall serve in ex-officio, non-voting capacities on the Board of Directors.

Section 3. Manner of Election - The Board of Directors shall be elected in the following manner:

- A. Each year, no less than four months prior to the Annual Meeting, a Call for Nominations shall be sent to the entire voting Membership of the ASSOCIATION. The Call for Nominations shall specify the number of board positions open for election, and shall include specificity of the method(s) by which candidates may be nominated, and the deadline for such nominations. Separate notice regarding the selection of the Chapter Representatives to the Board shall be sent to the members of the Chapter Representatives Committee no less than four months prior to the Annual Meeting.
- B. The Nominating Committee will be chaired by the Chair-elect. Other members will include two (2) members to be elected annually by the board. The latter two members will be selected from those who are not, at the conclusion of the current fiscal year, up for re-nomination.
- C. The Board of Directors will charge the Nominating Committee with the task of reviewing nominations and to identify nominees who meet criteria, as may be established from time to time by the Board of Directors, as best enhancing Board composition at that time. The Nominating Committee will present its findings to the Board of Directors, which shall approve all such candidates who, in its judgment, meet the criteria set by the Board each year, which shall include, but not be limited to: skills; experience, other ASSOCIATION involvement, gender, geography, chapter participation and endorsement (if from a state with a chapter), ethnicity, individuals in recovery, and/or other criteria set by the Board.
- D. An election ballot shall be mailed or distributed in electronic format to the voting Membership of the ASSOCIATION, including the names of all candidates meeting the criteria set forth by the Board. The number of candidates may not be fewer than two per Board seat open for election. In addition, a write-in option is to appear on the ballot.
- E. In like number to the vacancies to be filled, the candidates receiving the most votes

shall be thus elected to a three-year term on the Board of Directors.

Section 4. Term of Office

- A. Board Members - Voting Board members shall be elected by the membership for three year terms and may serve no longer than six consecutive years, except that the current Chair, Chair-elect and the immediate past Chair may serve an additional duration in order to fulfill the ascendancy of office (two years as Chair-elect, two years as Chair, and one year as Immediate Past Chair). An ASSOCIATION member having completed two consecutive terms of office as limited herein shall be eligible for re-election to the Board after a lapse of two years.
- B. Officers - Officers of the ASSOCIATION shall be elected by the Board of Directors at its first meeting following annual Board of Directors elections by the Membership. The Secretary and Treasurer shall be elected to one year terms, which may be renewed once. The Chair and Chair-elect shall each be elected for a term of two years. A Board member may be eligible for a different office after completing the term of their initial office.

Section 5. Board Quorum and Voting - Attendance by a minimum of nine (9) voting directors shall constitute a quorum at a Board of Directors meeting. Each Board member has one vote on each issue or election.

Section 6. Board Meetings - The Board of Directors shall meet at least four times per year, one of which shall be held in conjunction with the Annual meeting. Additional meetings may be called by Resolution of the Board at any meeting, by the Chair, or upon written demand of at least five members of the Board, and at such other time and place as the Board shall deem necessary for the competent management of the ASSOCIATION. The Chair shall call all regular and special meetings of the Board and shall give written notice to each Director not less than fourteen (14) days prior to the convening of such meeting.

Section 7. Vacancies - Any vacancy of a Board position with less than one year remaining in the vacated term may be filled by recommendation of the Nominating Committee and a majority vote of the Board members. Any vacancy of a Board position with more than one year remaining in the term will be put forth to the Membership for election of an individual to fill the remainder of the vacated term.

Section 8. Elected Officers of the ASSOCIATION - The ASSOCIATION shall have the following elected officers: Chair, Chair-Elect, Treasurer, and Secretary

Section 9. Responsibilities of Officers - All Officers are subordinate and responsible to the Board of Directors and shall have duties as described in these bylaws and as may be outlined in the Board's current Governing Policies.

- A. The Chair The Chair of the Board of Directors shall be the chief governing officer of The ASSOCIATION. As such, the Chair will be responsible for ensuring that the Board of Directors effectively carries out its governance role on behalf of the ASSOCIATION's membership, in a manner consistent with these Bylaws and Board-established governing policies. The Chair will also serve as the Board of Directors' primary spokesperson.

- B. The Chair-Elect shall function as Chair in the absence of the Chair. In the event that the Chair is unable to complete the term, the duties shall be assumed by the Chair-Elect. Under these circumstances, the Chair-Elect shall also serve out the term for which he/she was originally elected. In the event that the Chair-Elect shall, for any reason be unable to complete his/her term as Chair-Elect, a special election shall be held to fill the unexpired portion of the term as soon as possible after such vacancy occurs. The Board shall appoint a Director to serve as Acting Chair-Elect until such special election is held. The Chair-elect shall also serve as Chair of the Nominating Committee and perform such other duties as may be established by the Board of Directors.
- C. The Secretary shall be responsible for the maintenance of all records of all business sessions and Board meetings of the ASSOCIATION, including but not limited to minutes, these Bylaws and the upkeep of the Board of Directors' governing policies, and shall make such reports as necessary. The Secretary shall perform all acts as the Board may direct. The Secretary shall attest to such legal documents as required by the ASSOCIATION.
- D. The Treasurer shall advise the Board on financial matters and policies, and shall serve as the Chair of the Board's Audit Committee.

Section 10. Office Vacancy - When an officer is unable to complete the elected term, the Board of Directors shall elect one of its members to serve in such office until the next election, where such vacancy shall be filled for the unexpired term of office.

Section 11. Committees of the Board - The Board of Directors may establish, from time to time, such committees and appoint members within those committees as it may deem necessary or beneficial to assist it in its work. The resolutions establishing such committees shall state the purpose, time line and authority of each committee. No committee shall have the authority to: (a) amend or repeal these by-laws; (b) elect, appoint or remove any member of any other committee or any director, elected officer or employee of the agency; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the ASSOCIATION not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the ASSOCIATION; or (h) amend, alter or repeal any resolution of the Board of Directors. The designation and appointment of any such committee and the delegation of authority thereto shall not relieve the Board of Directors or any of its members of any responsibility imposed upon it, him or her by law.”

Section 12. Action By Consent - Any action which under the provisions of the Articles of Incorporation or By Laws might be taken at a meeting of the Board of Directors of the ASSOCIATION, may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 13. Participation In Meetings By Conference Telephone - The Board of Directors may vote to allow participation in meetings through the use of conference telephone or similar communications equipment, which allows all participating members to hear each other.

Section 14. Proxies - Voting by proxy at Board of Directors meetings is prohibited.

ARTICLE VIII CHIEF EXECUTIVE OFFICER (CEO)

Section 1. The Board of Directors shall employ a professional manager who will be known as the “CEO” (chief executive officer), with such duties, for such a length of time, and at such compensation as may be determined by the Board of Directors. The CEO shall manage the day to day affairs of the ASSOCIATION in accordance with these By-laws, the Board of Directors’ Governing Policies, and an employment agreement that shall be approved by the Board of Directors. The CEO shall be responsible for the employment of any additional staff in a manner consistent with the Board’s Governing Policies and/or contractual relationships or other interested parties for purposes the CEO deems necessary and/or beneficial in the performance of the CEO’s duties or to fulfill the ASSOCIATION’s purposes.

ARTICLE IX FINANCIAL

Section 1. Fiscal Year - The ASSOCIATION’s fiscal year begins January 1 of each year.

Section 2. Responsibilities - An audit of the ASSOCIATION's finances shall be performed by a certified accountant at the close of each fiscal year and presented to the Board. The Board of Directors may establish by resolution the names of officers, Board members and/or employees who may sign checks.

Section 3. Limitation on Liabilities - Nothing herein shall constitute members of the ASSOCIATION as partners for any purpose. No member, officer, agent or employee of this ASSOCIATION shall be liable for acts or failure to act on the part of any other member, officer, agent, or employee of the ASSOCIATION, nor shall any member, officer, agent, or employee be liable for his or her acts or failure to act under these By-Laws, excepting only acts or omissions to act arising out of his/her willful misfeasance.

ARTICLE X NOTICES

All notices required by law, or by these By-Laws, to be given to members, shall be mailed to the Chief Executive Officer, Chair, or his/her designee. Notices shall be mailed to all Members, at addresses furnished by each member in the application for membership, or as updated by Members from time to time. All notices required by law, or by these By-Laws to be given to Directors on the Board shall be mailed to each Director at the address provided by that Director. Any notice required by law, or by these By-Laws, may be waived by the member entitled thereto, such waiver to be executed in writing and signed by that member.

ARTICLE XI AMENDMENTS

Recommended amendments to the By-Laws must be mailed to Board members two weeks before a meeting of the Board. Upon approval of 2/3 of the voting Board members present, such amendments are forwarded to the members of the ASSOCIATION for a vote. A simple majority of the ASSOCIATION members voting will pass an amendment.

ARTICLE XII RULES OF ORDER

Robert's Rules of Order, as revised, shall govern all Membership meetings of the ASSOCIATION. At meetings of the Board of Directors, Robert's Rules of Order, as revised, may be invoked by the Chair or a majority vote of the Board of Directors present when such Rules of Order are not in conflict with these By-Laws or Articles of Incorporation.