

Psychiatric Rehabilitation Association (PRA)

BY-LAWS

Updated November 10, 2017

Article I - Name, Registered Office, and Non-Profit Status

Section 1. Name – The name of the association shall be Psychiatric Rehabilitation PRA (“PRA”), a non-stock, non-profit corporation organized under the corporate law of the Commonwealth of Virginia.

Section 2. Registered Office – The registered office of PRA shall be at a location determined by the Board of Directors. PRA may have other offices as may from time to time be designated by the Board of Directors.

Section 3. Non-profit Status – PRA shall be a non-profit corporation and is not authorized to engage directly or indirectly in any activity, including distribution of its assets upon dissolution, that would invalidate its status as an organization exempt from federal income taxation under section 501(c)(6) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code"). All references to the Code contained herein are deemed to include corresponding provisions of any future United States Internal Revenue Law.

Article II - Purpose

PRA is an organization of psychiatric rehabilitation agencies, practitioners, individuals in recovery, advocates, researchers, educators, service recipients, interested organizations and individuals dedicated to growing and training the recovery workforce through the promotion, support and strengthening of 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.

Section 2. Voting- Members shall have a right to vote on issues presented and elections for PRA'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 PRA shall determine the membership fee appropriate to each type of membership.
- B. Resignation - Membership in PRA 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 PRA shall survive termination of membership.
- C. Duration - Notices of membership renewals shall be sent to members 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 Chief Staff Officer (CSO).

Section 6. Suspension or Expulsion For Cause. Any Member shall be suspended or expelled for cause or for failure to pay member dues. Cause includes but is not limited to, any violation of these Bylaws or any lawful rule, policy or practice duly adopted by the Board of Directors; and non-payment of all dues or assessments against a Member.

Article IV - Meetings

Section 1. Annual Meetings – An annual meeting of PRA shall be held during each fiscal year at a time and place designated by the Board of Directors for installation of members of the Board of Directors and Officers, for providing an annual report to the membership and for the transaction of other business. Notice of such meeting, signed by the Chair or his or her designated representative, shall be sent in accordance with these Bylaws to each voting Member at least thirty (30) days before the time appointed for the meeting. All notices shall state the date, time and place of the meeting.

Section 2. Special Meetings – Special meetings of the Members of PRA may be called by any elected Officer of PRA or by the Secretary at the written request of a majority of the voting Members. Notice of any special meeting shall be sent in accordance with these Bylaws to each voting Member at least fifteen (15) days in advance, with a statement of the date, time and place of the meeting and information of the subject or subjects to be considered.

Section 3. Quorum – Ten percent (10%) of the voting membership registered for any meeting or 100 people, whichever is less, is required to constitute a quorum for all membership meetings of PRA. If fewer than this number is present, the presiding Officer may adjourn the meeting or may permit non-binding discussion to continue until a quorum is present. When a quorum is present, an affirmative vote of a majority of voting member attendees shall be necessary to decide any matter, except where some other number is required by law or by these bylaws.

Section 4. Process – The order of business at meetings shall be as set forth in an agenda prepared by the Chair; provided, however, that the order of business may be altered or suspended by a majority vote of the voting Members present. The usual parliamentary rules as laid down in Robert's Rules of Order shall govern all deliberations when not otherwise in conflict with these bylaws.

Article V - Board of Directors

Section 1. Purpose – The Board of Directors shall supervise, control and direct PRA's affairs; shall determine the policies and practices of PRA and/ or changes to policies and practices of PRA within the limits of these bylaws; shall actively execute PRA purposes; and shall have the discretion to disburse PRA funds. The Board of Directors may adopt appropriate rules and regulations for the conduct of its business and may appoint such agents as are necessary to implement the actions of the Board. The Board of Directors shall have the flexibility to design and implement an organizational structure for PRA in support of PRA's mission and growth.

Section 2. Composition – The Board of Directors shall consist of an odd number of Directors numbering between eleven and fifteen, as determined by a majority vote of the Board of Directors. Four Directors will serve as Officers, one of whom shall automatically succeed to his/her office (Chair, provided such officer was previously elected to the office of Vice Chair/Chair-Elect), four of whom shall be elected (Vice Chair/Chair-Elect, Secretary, and Treasurer and Secretary). Three Commissioners of the Certification Commission for Psychiatric Rehabilitation and the Chair of the Commission shall also serve as Directors. All Officers and Directors must be voting Members of PRA, in good standing and elected or appointed in accordance with these Bylaws. In addition, the CSO of PRA shall serve in ex-officio, non-voting capacity on the Board of Directors.

Section 3. Term – Each Director will serve for a term of three years and will hold office until a successor is installed (or until that Director's earlier death, resignation, or removal). Any Director, unless removed or deceased, shall be eligible for re-election for one (1) additional two-year terms. No Director shall serve more than two (2) consecutive elected terms (i.e., no Director may serve as a Director for more than six (6) consecutive years unless such Director was appointed to serve an unfinished term of another director). A Director who has served two (2) consecutive three-year terms may not seek reappointment to the Board until at least one year has passed unless seeking to be elected to an Officer position.

Section 4 Nomination of Directors and Officers –

A. Election of Directors and Officers – Each year, a slate of Directors and Officers subject to election shall be presented for election to office by a vote of the voting membership.

B. Procedures – At least 90 days preceding each Annual Meeting, the Nominating Subcommittee shall distribute a “Call for Nominations” to all voting members. Voting members may nominate one or more persons who, in the opinion of the nominator, fulfill the Nominating Committee's stated criteria for Directors. Self nominations are permitted. The nominator must verify a nominee's willingness to serve as a Director for such Director's entire term prior to consideration by the Nominating Committee. Thereafter, the Nominating Committee will select a final slate of proposed Directors from the nominees for approval by the PRA Board of Directors, followed by presentation of the slate via ballot to the membership. The Nominating Committee shall present, from among both sitting and nominated Directors, a slate of recommended Officers; provided, however, the Vice Chair/Chair-Elect shall automatically succeed to the office of Chair without presentation to the voting members for vote. This recommended slate of Directors and Officers (which shall not include the Chair if such office is being filled pursuant to the succession of Chair-Elect) shall be sent in ballot form to each voting member in accordance with these Bylaws at least thirty (30) but not more than sixty (60) days prior to the Annual Meeting. The cutoff date for receipt by PRA of completed ballots will be explicitly stated on the ballot. Ballots received after this deadline will be viewed as out-of-time and will not be included in voting totals. The recommended slate of Directors and Officers (excluding Chair, provided such officer was previously elected to the office of Vice Chair/Chair-Elect) will be elected by the voting members at the Annual Membership Meeting if a majority of ballots received within the prescribed time-frame support the recommended slate. Notwithstanding anything to the contrary herein, if the Vice Chair/Chair-Elect is unable or unwilling to assume the office of Chair, then such offices will be filled pursuant to the procedures herein for selection of Officers. If a majority of completed ballots reject the recommended slate, the sitting Board of Directors shall declare the election null and void and shall appoint interim Directors. New elections shall be scheduled to occur within ninety (90) days of the rejection of the recommended slate.

Section 5. Meetings –

A. Manner of Meetings – The Board of Directors shall meet at least four (4) times per year, at such times and places as the Chair shall designate or at such other times as requested by a majority of the Directors. The Board may meet in person, by teleconference or by means of any other communications equipment by which all people participating in the meeting can hear and communicate with each other.

B. Notice – Notice of all meetings of the Board of Directors shall be sent in accordance with these Bylaws to each member of the Board to the address or electronic address designated by such Board member at least ten (10) days in advance of such meetings. The Secretary or his or her designee shall take accurate minutes of all meetings and draft minutes shall be circulated promptly to the Board for its review. The final minutes of any board meeting shall be ratified at the next successive full meeting of the Board of Directors.

C. Approval of Board Actions – Any member of the Board of Directors present at a meeting, whether in person, telephonically or otherwise, shall be conclusively presumed to have assented to any action taken unless his or her dissent shall be entered into the minutes of the meeting.

Section 6. Quorum – A majority of the Board shall constitute a quorum at any meeting of the Board. Any lesser number necessitates adjournment, provided non-binding discussion may continue until a quorum is present.

Section 7. Voting – Unless otherwise mandated by these bylaws, all Board decisions will be reached by majority vote if a quorum is present. Directors voting rights may not be exercised by proxy.

Section 8. Absence – Any member of the Board of Directors unable to attend a meeting must provide written notice in advance of the meeting to the Secretary of PRA stating the reason for the absence. The Chair may request immediate resignation of any member of the Board of Directors who misses more than one board meeting in any calendar year.

Section 9. Compensation – Directors shall not receive any compensation for their services as Directors; provided, however, upon approval of a majority of the Board of Directors, any Director may seek reimbursement of expenses incurred in the performance of their duties as a member of the Board; provided, further that the Board of Directors may adopt a written policy for reimbursement of Directors' expenses for attending a quarterly meeting of the Board of Directors.

Section 10. Resignation or Removal –

A. Resignation – Any Director may resign at any time by giving written notice to the Chair, the Secretary or the Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance by the Chair, the Secretary or the Board of Directors.

B. Removal – Any Director may be removed for cause, which shall include, but is not limited to, failure to attend at least three Board meetings per year; failure to sign and follow the PRA Conflict of Interest Policy a violation of these bylaws or any policies established by PRA; the dissemination of any information deemed confidential by any Officer or the Board of Directors; any improper use of such Director's position as a Director of PRA or improper use of the resources of PRA for personal gain; any failure to remain in good standing in the membership of PRA; or any action that hurts the reputation of PRA, its Board and their designees. A Director may be removed at a regular or special meeting of the Board of Directors called pursuant to these bylaws, at which a quorum of the Board of Directors is present, by a two-thirds (2/3) vote of the Directors present.

Section 11. Vacancies – Any vacancy that may occur on the Board of Directors for any reason may be filled by majority vote of the remaining members of the Board at any regular or special meeting of the Board. The Nominating Committee Chair shall recommend prospective replacement candidates for the Board to consider. Directors elected by the Board of Directors to fill an unexpired term shall serve the remainder of the unexpired term and are eligible for re-election for two consecutive two-year terms.

Article VI - Officers

Section 1. Officers – The elected Officers of PRA shall be a Chair, Vice Chair/Chair -Elect, Commission Chair, and Treasurer and Secretary. The appointed officer of PRA shall be the Immediate Past Chair. These Officers shall be members of the Board of Directors.

Section 2. Term – Each Officer shall take office at the time of installation at the Annual Meeting and shall serve for a term of two (2) years or until her or his successor is duly qualified, elected or appointed, and installed. Each elected and appointed Officer may elect to serve in the same office for only one term.

Section 3. Vacancies – Vacancies in any office may be filled for the balance of the term thereof by the Board of Directors at any regular or special meeting of the Board.

Section 4. Resignation and Removal – Officers may resign, or be removed in the manner set herein or in the Bylaws.

Section 5. Chair – The Chair shall be the principal elected Officer of the organization; shall preside at meetings of the PRA membership, the Board of Directors and the Executive Committee; and shall be a member of all committees. The Chair shall communicate to the membership of PRA and/or the Board of Directors such matters, and make such suggestions, as may, in the Chair's opinion, tend to promote the welfare and increase the usefulness of PRA's purpose, and shall perform such other duties as are necessarily incident to the office of Chair or as may be prescribed by the Board of Directors.

Section 6. Vice Chair/Chair-Elect – The Vice Chair/Chair-Elect shall perform all duties of the Chair in the absence of the Chair and perform such other duties as may be assigned by the Chair or Board of Directors. The Vice Chair/Chair-Elect shall succeed automatically (and without re-election) to the office of Chair upon expiration of the then-current Chair's term.

Section 7. Treasurer – The Treasurer shall serve as Chair of the Finance Committee; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors. In the case of absence or disability of the Treasurer, the President may appoint a Treasurer pro tem. The Treasurer shall report on the financial condition of the Association at the Annual Meeting, at all meetings of the Board of Directors, and at such other times as may be requested by the Chair. The Treasurer shall have such other powers and duties as may be assigned by the Chair with the approval of the Board of Directors and such duties may be delegated to the Chief Staff Officer.

Section 8. Secretary – Unless otherwise determined by the Chair, the Secretary shall give notice of and attend all meetings of PRA, keep a record of proceedings, attest documents, maintain and authenticate the records of PRA required to be kept by applicable law, and perform other appropriate duties as may be assigned by the Board of Directors or Executive Committee.

Article VII - Management, Budgets, Auditing and Legal Services

Section 1. Management Firm or Headquarters Staff – Responsibility for the administration and day-to-day management of PRA may be vested in a management firm, employed and contracted by, and responsible to, the Board of Directors or such other headquarters staff as shall be designated by the Board. A designee of the management firm shall, upon approval by the Executive Committee, serve as PRA's CSO, responsible to the Executive Committee and the Board of Directors. The CSO shall be responsible for the management and direction of all operations, programs, activities and affairs of PRA functioning within the framework of the policy aims and programs as generally determined by the Board of Directors. The CSO shall oversee the activities of the Management Firm's employees on behalf of the Board of Directors, shall communicate with and assist the Affiliates of PRA as needed, and shall have such other duties as may be assigned by the Board. The CSO shall be a non-voting member of the Nominating Committee, the Executive Committee and the Board of Directors.

Section 2. Budgets – In the fourth quarter of each fiscal year, the CSO shall prepare an annual operating budget for the activities of PRA in the next fiscal year. This budget shall be presented to the Board of Directors for approval prior to the beginning of the fiscal year.

Section 3. Audit – There shall be an annual audit of the finances of PRA. The CSO shall select the auditors subject to approval by the Board of Directors. The auditors shall prepare a written report for the Board of Directors under the direction and supervision of the Audit Committee.

Section 4. Outside Counsel – Legal counsel may be retained by PRA at the discretion of the Board of Directors. Counsel may attend any Board of Directors meetings and/or PRA meetings and advise PRA on legal matters affecting its policies and operations.

Article VIII - Antitrust Compliance

Section 1. Policy – It is the undeviating policy of PRA to comply with the letter and spirit of all federal, state and applicable international trade regulations and antitrust laws. Any activities of PRA or its staff, Officers, Directors or members, which violate these regulations and laws are detrimental to the interests of PRA and are unequivocally contrary to PRA policy.

Section 2. Implementation – Implementation of the antitrust compliance policy of PRA shall include, but shall not be limited to, the following:

(a) All PRA activities or discussions shall be avoided which might be construed as tending to: (1) raise, lower, or stabilize prices; (2) regulate production; (3) allocate markets; (4) encourage boycotts; (5) foster unfair trade practices; (6) assist in monopolization; or in any way violate federal, state or applicable international trade regulations and antitrust laws.

(b) All annual membership meetings may be attended by legal counsel advising PRA, who shall be identified at the start of each meeting. Attendance of counsel at other meetings may be required by any elective or appointed Officer.

(c) Members, Officers, Directors, or employees of PRA who participate in conduct which the Board of Directors, by a two-thirds (2/3) majority vote, determines to be contrary to PRA's antitrust compliance policy, shall be subject to disciplinary measures up to, and including, termination.

Article IX - Committees

Section 1. Establishment – The Chair shall annually appoint such standing or special committees, subcommittees, or task forces as may be required by the bylaws or as he or she may find necessary or useful Committees may be established for membership activities, advocacy and governance activities, publicity and publication activities or any such purpose as the Chair shall determine is in the best interests of PRA. The CSO shall serve as an ex-officio member of all Committees.

Section 2. Executive Committee –The Executive Committee shall include the Officers of PRA and such other persons as the Chair may appoint. Unless otherwise prohibited by these bylaws, the Executive Committee may exercise the powers of the Board of Directors when the Board is not in session. All decisions or actions of the Executive Committee will be reported to the full Board at its next meeting. A minimum of two-thirds (2/3) of the Executive Committee shall constitute a quorum for the transaction of business. Meetings (whether in person, by teleconference or by any other means of communication) may be called by the Chair or by a majority of the Executive Committee; and a majority vote of those in attendance, where a quorum is present, is necessary to take action.

Section 3. Governance Committee – The purpose of the Governance Committee is to enhance the engagement and participation of Board and Commission members, and to ensure the effective operation of the lay leadership structure. The Governance Committee shall be responsible for Nominations, Bylaw review and revision and Board Education/Orientation. The Immediate Past President shall serve as the Governance Committee Chair.

- A. Nominating Subcommittee - No later than the fourth quarter of each fiscal year the Board of Directors shall appoint a Nominating Committee to oversee the nomination of candidates for the Board of Directors, Vice Chair/Chair-Elect and Treasurer-Elect. The Nominating Subcommittee shall be chaired by the Immediate Past Chair, or if the Immediate Past Chair is not able to serve for some reason, a Director appointed by the Executive Committee who is not up for re-election. The Nominating Subcommittee shall be composed of the Immediate Past Chair, two Directors and four non-Directors who are voting Members of PRA. The sitting Chair and the CSO will be ex-officio non-voting members of the Nominating Committee. No voting Nominating Committee member may be a candidate for an elected Director or Officer seat for the time in which the Nominating Subcommittee is empanelled. The Nominating Subcommittee shall (i) define the criteria for election of Directors, with a strong preference towards ensuring diversity and skills fulfillment; (ii) determine the number of Director seats available to be filled; (iii) solicit and review nominees for open Director seats; and (iv) recommend a slate of Officers and Directors from the slate of nominees sufficient to fill all open seats. These activities must be undertaken in accordance with these Bylaws.
- B. Bylaws Subcommittee – The bylaws subcommittee shall be responsible for regular review of the bylaws and for drafting any recommended amendments or changes and ensuring compliance with bylaw requirements.

- C. Board Education Subcommittee – The Board Education Subcommittee shall be responsible for ensuring orientation of new Board members and shall provide regular education and information to members of the Board of Directors and candidates for Director as to best practices in governance methods.

Section 4. Audit Committee – The Audit Committee shall be composed of at least three (3) Board members, including the PRA Board Chair, the Treasurer and at least one (1) Director. A PRA Director (but not the Treasurer or President) shall serve as Audit Committee Chair, which is responsible for the selection of the auditor, working with the auditor on the annual audit, and completion/presentation of the audit to the Board of Directors.

Section 5. Finance Committee – The Finance Committee shall be composed of at least three (3) Board members, including the Chair, the Treasurer, and at least one (1) Director. The Treasurer shall chair the Finance committee, which is responsible for preparation with staff of PRA budget, the review of regular financial statements for PRA, oversight of short and long-term investments (unless there is a separate investments committee), and advising the CSO and other appropriate staff on financial priorities for PRA.

Section 6. Other Committees - The Chair, with the approval of the Board of Directors, shall appoint such other committees, subcommittees or task forces as are necessary and which are not in conflict with other provisions of these Bylaws. The duties of any such committee shall be prescribed by the Board of Directors upon the appointment of the committee.

Section 6. Committee Meetings – Committees, subcommittees or task forces shall meet at such times and places as requested by the Chair or Committee chair to discuss matters related to the work of the Committee. The Committee chair shall govern all such meetings. Meetings may be held in person, by teleconference or by means of other communications equipment by which all people participating in the meeting can hear and communicate with each other.

Article X – Affiliate Organizations

Affiliate Organizations of PRA (Affiliates) may be established by approval of the Board of Directors. Affiliates shall be administered as follows:

- (a) Minimum requirements for Affiliate status will be established by the Board of Directors. These minimum requirements may be revised and updated as necessary by the Board of Directors and all existing Affiliates must meet any revised minimum requirements to maintain Affiliate status.
- (b) The Board of Directors may grant Affiliate status upon receipt of an application submitted to PRA's National Headquarters stating that a group representing either a geographic, industry or professional area of interest desire affiliation as a sanctioned PRA Affiliate if (1) the petitioning Affiliate meets the minimum requirements for Affiliate status as defined by the Board of Directors and (2) it is determined by the Board of Directors that the petitioning Affiliate will further the mission of PRA.
- (c) Upon approval of Affiliate status by the Board of Directors, a charter documenting this approval will be signed by the Chair and President and issued to a designated Affiliate representative.
- (d) Each Affiliate will use reasonable efforts to arrange its own schedule of meetings and activities, to ensure that no Affiliate event is scheduled which conflicts with any other National event that occurs within 75 miles of the Affiliate organization.
- (e) The provision of funding, if any, by PRA to its Affiliates is solely within the discretion of the PRA Board of Directors.
- (f) The Charter of any Affiliate may be revoked by the Board of Directors for conduct inconsistent with the objectives or policies of PRA or prejudicial to the good order and repute of PRA, or for failing to meet the requirements set forth in these Bylaws.

Article XI. Certification Commission for Psychiatric Rehabilitation Practitioners

Section 1. Name - PRA has established the Certification Commission for Psychiatric Rehabilitation Practitioners (COMMISSION) as the standard-setting body for its credentialing programs including, but not limited to the Certified Psychiatric Rehabilitation Practitioner (CPRP), and Certified Child and Family Resiliency Practitioner (CFRP)

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 Code of Ethics for Psychiatric Rehabilitation Practitioners among certified practitioners.

Section 3. Certification Commission for Psychiatric Rehabilitation Practitioners – The COMMISSION shall be responsible for overseeing the CPRP and CFRP credentials and shall be accountable to PRA, 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; development and maintenance of operational policies and procedures; The Chair of the COMMISSION shall serve as member of the PRA Board of Directors.

Section 4. Authority and Procedures – The COMMISSION shall abide by policies and procedures established by the COMMISSION and approved by the PRA Board of Directors to accomplish its purpose and functions, including the appointment of commissioners and election of officers. PRA 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 PRA, must be approved by the Commission, the PRA Board of Directors, and a majority vote of PRA's membership before enactment.

B. The Board of Directors of PRA 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 XII – Membership Resolution of Matters Outside of Meetings

Unless otherwise required by these bylaws, when the Board of Directors believes a question should be put to a vote of the voting Members, the Directors may submit such a question to the voting Members in writing in accordance with these Bylaws for vote and decision. A question thus presented shall be resolved by a majority of the votes received within twenty-one (21) days after submission to the members. This vote shall be binding upon PRA in the same manner as action taken at a duly called meeting. Voting on any matter, including the election of Directors or Officers, may be conducted by mail, facsimile or electronic transmission.

Article XIII - Fiscal Year

The fiscal year of PRA shall be fixed by resolution of the Board of Directors.

Article XIV - Books and Records

Section 1. Records Management. PRA shall keep adequate and correct books and records of account, minutes of the proceedings of the voting members and of the Board of Directors, and a record of the members, which includes the members' names and addresses and the class of membership held.

Section 2. Minutes and Documentation. Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form, and shall be, at PRA's expense, made available in written form for inspection by any Active member upon written request.

Article XV - Seal

PRA shall have a proprietary seal and logo of such design as the Board of Directors may adopt.

Article XVI – Indemnification

Section 1. Scope – To the fullest extent permitted by law, PRA may indemnify any person (or the estate of any person) who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, by reason of the fact that such person is or was a Director, Officer, committee member, employee or agent of PRA, or is or was serving at the request of PRA as a Director, Officer, committee member, employee or agent of another corporation, partnership, joint venture, or other enterprise provided that the act or omission to be indemnified is not the result of any gross negligence or willful misconduct by the party seeking indemnification. The rights specified in this Section shall apply whether or not such persons continue to act in such capacity at the time the loss, cost or expense is incurred and shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement. Any such expenses may be paid by PRA in advance of the final disposition of such action, suit or proceeding, but only to the extent permitted by law

Section 2. Director and Officer Insurance – PRA may purchase and maintain insurance on its own behalf and on the behalf of any person who is or was a Director or Officer of PRA against any liability, expense or loss asserted against him or her or incurred by him or her in any such capacity, whether or not PRA would have the power to indemnify such person against such expenses, liability or loss under the corporate laws of the Commonwealth of Virginia.

Section 3. Limitations – The indemnification provided herein shall not be deemed to limit the right of PRA, through action of its Board of Directors, to indemnify any other person for any such expenses to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from PRA may be entitled under any agreement, vote of members or Directors or otherwise, whether as to action in her/his official capacity or as to action in another capacity while holding such office.

Article XVII - Dissolution

PRA shall use its funds only to accomplish the objectives and purposes specified in these bylaws and the Articles of Incorporation, and no part of said funds shall inure or be distributed to any member of PRA. Upon dissolution of PRA any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, philanthropic, or other non-profit organization to be selected by the Board of Directors.

Article XVIII - Amendments

Upon proposal by the Board of Directors, these bylaws may be amended, repealed or altered, in whole or in part. Article I, Section 1 and Section 3, Article II, Article III, Section 1 and 2, Article X, Article XI, Section 5, and Article XVII may be amended, repealed or altered only by approval of the voting Members through vote in accordance with the provisions of these Bylaws. All other Amendments to these bylaws may be made by the Board of Directors provided that at least sixty (60) days notice of such amendment is included in a publication of PRA, including, but not limited to, any electronic communications or magazine publication.

Article XIX - Notices

All required notices sent pursuant to these bylaws shall be deemed given: (a) five (5) days after deposit with the U.S. Postal Service or other applicable postal service, if delivered first class mail, postage prepaid; (b) upon delivery, if delivered by hand; (c) one business day after deposit with Federal Express or similar overnight courier, freight prepaid; (d) one business day after the date of facsimile transmission; or (e) one business day after the date of electronic transmission. All required notices and ballots will be sent to the last recorded address, electronic or otherwise, received for a member by the PRA.

ARTICLE XX – Miscellaneous

Section 1. Headings – Section headings in these bylaws are for convenience of reference only and shall not be given any substantive effect in limiting or otherwise construing any provision herein.

Section 2. Inconsistent Provisions – In the event that any provision of these bylaws is or becomes inconsistent with any provision of the Articles of Incorporation or any applicable law, such provision of these bylaws shall not be given any effect to the extent of such inconsistency, but shall otherwise be given full force and effect.