

Proposed revisions to RESNA Bylaws approved by the Board of Directors 4/2017

Additions in *ITALICS* and highlighted in yellow

Deletions in ~~strike-through~~ and highlighted in gray

Commentary in [brackets] and highlighted in magenta

Of particular note are proposed changes to the following sections:

5.06(d)

Article VI

Article XII

RESNA BYLAWS (AS AMENDED *June 2017*)

ARTICLE I. NAME, PURPOSES, OBJECTIVES

Section 1.01 Name. The name of the organization shall be the Rehabilitation Engineering and Assistive Technology Society of North America. The organization will be known as RESNA in all official publications.

Section 1.02 Purpose. The purpose of RESNA shall be to contribute to the public welfare through scientific, literary, professional and educational activities by supporting the development, dissemination, and utilization of the knowledge and practice of rehabilitation engineering and rehabilitation and assistive technology in order to achieve the highest quality of life for all citizens.

Section 1.03 Objectives. To achieve this purpose, the objectives of RESNA shall be:

- (a) To provide consultation and coordination concerning matters of interest to the membership of RESNA.
- (b) To foster liaison between the disciplines involved in the field of rehabilitation engineering and rehabilitation and assistive technology, and to relate developments in others areas of science, technology, and service delivery.
- (c) To promote training and developments of pertinent professional manpower.
- (d) To serve as a forum for the development of standards, terminology, and guidelines.
- (e) To plan and conduct scientific, technical, and educational meetings and programs, one of which, each calendar year, shall be called the Annual Conference. The Annual Conference may be held in conjunction with other related organizations; however, RESNA will retain full control of financial and program management of the RESNA Conference. The Annual Business Meeting shall be held at the Annual Conference.
- (f) To publish and disseminate information.
- (g) To stimulate and encourage relevant research.
- (h) To establish and maintain programs of professional certification, educational evaluation and approval, and accreditation of clinical *and educational* facilities in rehabilitation engineering and rehabilitation and assistive technology. ["Educational" added to include the new Co-RATE activity]
- (i) To conduct such other activities as are necessary for the fulfillment of these objectives.

ARTICLE II. MEMBERSHIP

Section 2.01 The Board of Directors shall establish categories of membership, definitions of who is qualified to be in each category, and any discounts in dues and other fees associated with each category, as suits the needs of the organization.

Section 2.02 Fellow. The title of “RESNA Fellow” may be conferred by the Board of Directors on those members of RESNA who have made long term and substantial contributions to the field of rehabilitation engineering and rehabilitation and assistive technology as well as significant contributions to RESNA. The title “RESNA Honorary Fellow” may be conferred by the Board of Directors to non-members who have promoted issues and demonstrated leadership highly relevant to the field of rehabilitation engineering and rehabilitation and assistive technology and who have encouraged the independence of individuals with disabilities. Honorary fellowship may also be conferred on non-members of RESNA who have contributed to the accomplishments of the objectives of RESNA, or who have performed special services for RESNA.

Section 2.07 Member Rights. Any individual member shall be entitled to all customary rights and privileges, including election to any office and voting in any election and on any issue raised at a regular or special meeting of RESNA.

Section 2.08 SIGs & PSGs. Members may organize themselves into groups representing special interest areas of rehabilitation engineering and rehabilitation and assistive technology. Membership in RESNA is a pre-requisite for leadership of Special Interest Groups (SIGs) and Professional Specialty Groups (PSGs).

Section 2.09 Termination of membership may occur under the following conditions:

- (a) Failure to pay any sums due and owing to RESNA in a timely manner.
- (b) Resignation filed in writing with RESNA.
- (c) Behavior in direct violation of the RESNA Code of Ethics, as determined by the Governance Committee.
- (d) Two-thirds majority vote of the Directors present at any regularly scheduled Board of Directors meeting, provided notice of the intent to conduct such vote is given stating the cause of such action.

ARTICLE III. FEES, DUES, AND ASSESSMENTS

Section 3.01 Annual dues for members are payable upon becoming a member and annually thereafter.

Section 3.02 Dues, fees, and assessment amounts shall be established by a two-thirds majority of the voting members present at a meeting of the Board of Directors.

Section 3.03 All membership privileges shall be terminated upon a delinquency of more than ninety (90) days.

ARTICLE IV. GOVERNANCE

Section 4.01 Headquarters. RESNA shall maintain a headquarters office located within the United States.

Section 4.02 Management. The management of RESNA shall reside in the Board of Directors and others, as specified herein. It is the function of the Board to determine objectives, philosophy, and official policy of the organization and to implement the same.

Section 4.03 Board of Directors. The Board of Directors shall consist of the officers and directors of RESNA.

(a) Voting members of the Board. There shall be nine (9) elected and up to two (2) appointed directors. In addition, the President, President- Elect, Secretary and Treasurer shall be voting members of the Board of Directors. The Immediate Past President also shall serve as a voting member of the Board for two years following term of office as President.

(b) Ex-officio Members. The Executive Director, Chairs of Standing and **other Ad-Hoc** Committees, and the Chairs of all Specialty Boards are Ex-Officio members of the Board of Directors. They shall have a voice but no vote in all matters coming before the Board of Directors.

(c) Term of Office. Directors shall be elected by the membership and serve for a term of three (3) years. A director may serve no more than two (2) complete consecutive terms. Each elected director shall take office on August 1.

(d) Appointed Members. Two members of the Board of Directors shall be appointed by the President with the concurrence of the Board. Each appointed member shall serve a term of up to one (1) year ending on the next July 31. Appointees will take office immediately upon ratification by the Board. Appointed Directors need to be a member of RESNA.

(e) Vacancies. Unscheduled vacancies on the Board of Directors shall be filled by appointment of the President for the duration of the vacated term, with the concurrence of the Board. A person appointed to fill a vacancy shall have the same eligibility requirements as that of the vacating member.

Section 4.04 Duties and Powers of the Board of Directors.

(a) To exercise its legal and constitutional authority and responsibility in the direction and conduct of the affairs of RESNA, including the initiation and establishment of policy, in order to promote and attain the objectives of RESNA.

(b) To engage in business activities including, but not limited to the entering of contracts, leases, and other legal documents, the purchasing and sale of real and personal property, the pledging of the assets of RESNA as security, and the transacting of all other affairs of RESNA not otherwise provided for.

(c) To engage in long-term and strategic planning to guide the work of RESNA.

(d) To adopt rules and regulations covering members of all categories which might supplement those in the Bylaws.

(e) To fix fees, dues, and assessments for all categories of membership.

(f) To employ administrative and technical personnel as the Board may consider necessary to support the activities of RESNA.

(g) To create all **standing** committees, and to approve the President's appointments of Chairs to these committees. **[See proposed changes to section 6 below]**

(h) To propose the creation of Specialty Boards which are more self-governing than Committees and which may be semi-autonomous in aspects of their operations. The establishment of such Boards shall require a revision of these Bylaws and ratification by the membership. Specialty Boards may establish their own Policies and Procedures document, subject to the approval of the Board of Directors.

(i) To create advisory groups and councils as may be necessary for effective liaison with other organizations and the community.

(j) To report to the Society annually its work and activities, including a financial statement, and such interim reports as are necessary and advisable.

(k) The Board may remove an officer, director, or member for due cause by a two-thirds majority vote of the Board of Directors.

Section 4.05 Board of Directors Meetings. The Board of Directors shall hold at least four official administrative meetings each year.

(a) At least one of these administrative meetings shall be in-person, preferably at the time of the Annual Conference.

(b) Administrative meetings, other than the annual administrative meeting, may be held at the call of the President by written notice to all members of the Board at least seven (7) days prior to the meeting date.

- (c) Notice of Board of Directors meetings and the proposed meeting agenda shall be sent to all Board members at least seven (7) days prior to the meeting date.
- (d) Board of Directors meetings may be called by other Board Members by means of a notice signed by at least one-half of the voting Board members and sent to all Board members at least fourteen (14) days prior to the meeting date.
- (e) Official business may be conducted in person or through interactive technologies by means of which all persons participating in the meeting can communicate with each other. All voting members must be sent complete documentation concerning the business at hand at least five (5) calendar days prior to the date set by the Secretary for voting. The results of action taken at a meeting shall be recorded in the minutes. The results of an action taken outside of a formal Board Meeting shall be reported in the minutes of the next meeting.
- (f) A quorum shall be required to conduct official business at a meeting of the Board of Directors.
- (g) A quorum shall be a simple majority of all the voting members of the Board
- (h) A simple majority of those in attendance at a meeting is required to ratify actions. If votes are taken electronically, a simple majority of the entire voting Board is required to ratify actions.

Section 4.06 Fiscal Year. The fiscal year of RESNA shall be the calendar year.

Section 4.07 Annual Budget. The annual budget for the succeeding fiscal year shall be presented for Board approval at a meeting of the Board, following distribution of such budget to the Board at least seven (7) days prior to the meeting date.

Section 4.08 Executive Committee. The Executive Committee shall be charged with carrying out policies of the Board between administrative meetings and to present programs, policies, and issues to the Board for consideration and/or approval.

(a) Composition. The Executive Committee shall consist of the President, Immediate Past President, President-Elect, Secretary, Treasurer, and one of the nine elected members of the Board. The President shall appoint one at-large member from the Board of Directors to serve a one (1) year term. This term is renewable for an additional year. The Executive **Director** is an ex-officio member of the Executive Committee without vote and shall serve as Secretary, as needed. The President shall be the Chair.

(b) Quorum. A quorum for Executive Committee action shall be four (4) Executive Committee members including the President. Official business may be conducted in person or through interactive technologies by means of which all persons participating in the meeting can communicate with each other. A simple majority is required to ratify actions. The results of action taken shall be noted in the minutes of that meeting.

(c) Authority. The Executive Committee shall have and may exercise authority as granted by the Board of Directors. Between meetings of the Board, the Executive Committee can act on behalf of the BOD regarding time-sensitive matters necessary for conduct of the affairs of RESNA. Such actions of the Executive Committee shall be reported to the Board of Directors at the next meeting and are subject to the Board's approval.

ARTICLE V. OFFICERS

Section 5.01 Designation of Officers. The officers of RESNA shall be an elected President, President-Elect, and Secretary; and a Treasurer appointed by the President, with the Executive Director serving as Secretary when needed.

Section 5.02 Terms of office shall be two years (beginning August 1) following the election. A portion of a term filled on an interim basis, as identified in this section, shall not be considered as a term of office.

(a) The President-Elect and President shall serve no more than one successive term in each office and the Secretary and Treasurer shall serve no more than two successive terms in each office.

Section 5.03 President. The President shall be the principal officer of RESNA.

- (a) The President shall automatically be the previous President-Elect.
- (b) The President shall serve as Chair of the Board of Directors and Executive Committee.
- (c) The President shall vote only to resolve ties.
- (d) The President presides at all regular and special meetings of the membership of RESNA.

Section 5.04 President-Elect. The President-Elect shall have previously been a member of the Board of Directors and shall have served at least one year as an elected officer or director.

(a) In addition to other roles and responsibilities designated in these Bylaws and assigned by the President, the President-Elect shall perform the duties of the President during absence or in the event of the President's death, inability, or refusal to act and that inability or refusal has been declared by the Board of Directors. In cases where the vacancy is deemed permanent, the President-Elect shall accede to the presidency for a term of no less than two years nor more than three, as determined by the normal annual election cycle. In addition, a new President-Elect shall be elected by the membership in a special election for the remaining period of the new President's term. If a President-Elect is unable to complete a full term, an interim President-Elect shall be elected by the membership in a special election for the remaining period of the term.

(b) If both the President and President-Elect are unable to fulfill their duties or if both positions are vacant, the Secretary shall assume the position of Interim President until a special election of the membership can be held. If the Secretary is unable or unwilling to assume that position, the Treasurer shall do so. The Board shall vote to ratify this interim position within fourteen (14) days. If both the Secretary and Treasurer are not able or willing to serve as Interim President, or do not receive the approval of the Board, the Board shall select one of its members to fill that position.

Section 5.05 Secretary. The Secretary shall have previously been a member of the Board of Directors. The Secretary, under the direction of the Board of Directors, shall have general supervision of the keeping of records of meetings, activities, membership, and any other records required by law.

(a) In the event of the Secretary's death, inability, or refusal to act, a Secretary shall be appointed by the President for the remainder of the term with the concurrence of the Board.

Section 5.06 Treasurer. The Treasurer shall have previously been a member of the Board of Directors. The Treasurer, under the direction of the Board of Directors, shall have general supervision of the fiscal affairs of RESNA and other records required by law.

(a) The Treasurer shall establish orderly mechanisms and supervise collections of fees, dues, and assessments from members and all disbursements and preparation and submission of all fiscal reports, subject to the procedures defined in the Bylaws

(b) The Treasurer shall supervise the preparation of financial statements to be presented to the Board of Directors and members of RESNA.

(c) The Treasurer shall recommend, with concurrence of the Board, a Credentialed Public Accountant to audit the records and financial statements as required by the Board of Directors.

(d) The appointment of Treasurer shall be approved by the Board. [Added since the following point indicates that the replacement would need board confirmation. In addition, appointed board members and committee chairs are confirmed by the board.]

(e) In the event of the Treasurer's death, inability, or refusal to act, ~~the office~~ *a new person* shall be appointed for the remainder of the term by the President

with the concurrence of the Board.

Section 5.07 Executive Director. There shall be an Executive Director, who shall serve at the pleasure of the Executive Committee with the approval of the Board of Directors. The Executive Director shall be the chief executive and operating officer of the society, with responsibility for the management and direction of all operations, programs, activities and affairs of the society, including employment and termination of employment, and the determination of compensation of members of the staff and supporting personnel, functioning within the framework of policy aims and programs as generally determined by the Board of Directors and with the concurrence of the Executive Committee.

(a) The Executive Director shall be responsible for arrangements for all RESNA meetings.

(b) The Executive Director shall transmit to the membership of RESNA such notices as the business of the Board may require and carry out assignments as directed by the Board.

(c) The Executive Director shall have such other duties as may be prescribed by the Board.

Article VI. COMMITTEES

[NOTE: The intent in the following section is to amend these bylaws to allow greater flexibility in the creation and modification of the committees, in line with evolving organizational needs and strategies (and actual practice). These purpose of organizational bylaws is to set out the core roles and responsibilities for the organization and its leadership and identify key procedural rules, and not necessarily dictate how a committee should operate or which ones should remain sacrosanct.

For example, in recent practice, the Membership Committee has been augmented to the absorb the ad-hoc committee working on the web site (communications) and expanded to be the “Membership, Marketing, and Communications Committee.” This is still an experiment and may not remain as one global committee. Meanwhile, the Nominations, ByLaws, and Ethics committees were essentially comprised of the same people that represented the breadth of the volunteer leadership (including chairs of key committees), while many felt that the Awards committee would benefit from the same cross section of familiarity with the membership as this group has. Therefore, a new consolidated “Governance” committee was created on a trial basis, merging these responsibilities. Legally, it has done so within the general guidelines in sections 4.04(g) and 6.01(first line) but this prompted the question of whether the bylaws needed to be amended each time a “Standing” committee was modified. Additionally, it was recognized that Long Range Planning is really the responsibility of the whole Board (Section 4.04(c)) and in recent years has been led by the President in coordination with the Executive Director and staff, and not as a stand-alone committee.

That said, it is felt that the Finance and (proposed) Governance committees are the two essential Committees that we must have to be a “best practice” organization and for purposes of annual audit.

Additionally, **and of key importance** to this change, the Bylaws group recommended that the details of how a committee should operate more properly belong in an “Organizational Guidelines” document that is more easily modified over time and designed to provide guidance to incoming chairs, staff, etc. (For example, it would include the content in section 6.05 below on how the Ethics Committee might rule on a

violation.) This would be mandate in the Bylaws in 6.01(h). It would be available for all members to view. The Board would need to approve significant changes to the content--which will initially be a pour-over from the sections of this document regarding many of the committees which are marked for deletion below.

Finally, as always, the Board will retain oversight and ultimate control over what committees are operational so that the Board President or Executive Committee cannot radically restructure things on their own.]

Section 6.01 ~~Standing~~ Committees.

(a) Permanent standing committees ~~are:~~ *Finance and Governance.*

(b) The Board of Directors has discretion to create, modify, or disband other committees that provide important services to the membership. These services include, but are not limited to, enhancing the value of membership; supporting Special Interest Groups and Professional Specialty Groups; providing educational opportunities through conferences and other mechanisms; monitoring and responding to regulatory and government policy issues; promoting the organization and represented professions; and supporting the interests of researchers and practitioners.

~~shall include, at the discretion of the Board: Awards Committee, Bylaws Committee, Education Committee, Ethics Committee, Finance Committee, Government Affairs Committee, Long Range Planning Committee, Meetings Committee, Membership Committee, Nominating Committee, Professional Specialty Group Committee, Research Committee, and Special Interest Group Committee.~~

~~(a c)~~ The Chair of each ~~standing~~ committee, with the approval of the Board, shall be appointed by the President and serve one year. The Chair of each ~~standing~~ committee shall be a member of RESNA. A Chair whose term of office has expired shall continue to serve until a successor is appointed and is ready to serve. A ~~standing~~ committee Chair is limited to serving no more than four successive terms.

~~(b d)~~ A majority of all ~~standing~~ committee members shall be members of RESNA. Unless stated otherwise in these Bylaws, members of committees shall be appointed by the respective committee Chairs. The term of office of all committee members shall be one year and is renewable.

~~(c e)~~ All Officers, including the Executive Director, are ex-officio members of all committees without vote.

~~(d f)~~ The President or Board may establish short-term Task Force groups or longer lasting Ad Hoc Committees to address particular needs or concerns.

~~(e g)~~ All committees with business to conduct or information to report shall meet in person or by other suitable means and report in writing to the Executive Director, President, or Board of Directors at least once per year prior to the annual business meeting, or as otherwise directed by the President, Executive Committee, and/or Board of Directors.

*(h) The work of the committees shall be informed and guided by an **Organizational Guidelines Manual** maintained and kept current by the Executive Director and office staff in consultation with the President, Executive Committee, and committee chairs. Significant modifications to these guidelines for all or individual committees shall be approved by the Board. This document shall be available to the Membership in an easily accessible manner.*

Section 6.02 The Finance Committee:

The Finance Committee shall consist of the Treasurer as Chair, the President-Elect, two Board members, and up to two additional members. The Finance Committee shall:

(a) Receive, review, and make recommendations to the Board on all financial statements and budgets to be presented to the Board at administrated meetings, including those relating to Grants, Contracts, Operations, Committee activities, and the Specialty Boards described in Articles VII through X herein.

(b) Make recommendations to the Board regarding financial policies and affairs of RESNA.

(c) Be responsible for reviewing any audit of RESNA records as required by the Board of Directors.

Section 6.03 The Governance Committee shall consist of the Immediate Past President as Chair, the President-Elect, two Board members selected by the Chair, chairs of the main committees established under section 6.01(b), and one member-at-large selected by the Chair.

The Governance Committee is responsible for overseeing matters relating to board nominations, elections, awards, bylaws, and ethics. In particular, the Committee shall:

(a) Oversee Board nominations and conduct elections as described in Article XII and the Organizational Guidelines Manual.

(b) Administer RESNA's program for special recognition, honors, and awards; overseeing the nominations process and reviewing and recommending nominees to the Board. It shall establish and recommend to the Board criteria and procedures for these awards.

(c) Oversee and manage any proposed amendments to the bylaws in accordance with Article XVI.

(d) Oversee and enforce RESNA's Code of Ethics. It shall also make recommendations to the Board of Directors regarding procedures to process claims of violations and any changes in the organization's Code of Ethics.

(e) Unless otherwise noted, the work of the Committee shall be guided by the organization's Organizational Guidelines Manual.

~~**Section 6.02 The Awards Committee** shall consist of the Chair and at least four members. The committee shall review and recommend nominees to the Board for special recognition, honors, or awards. It shall establish and recommend to the Board criteria and procedures for these awards and administer the RESNA awards program.~~

~~**Section 6.04 The Education Committee** shall consist of the Chair, and at least four members. The primary responsibility of the committee shall be to develop and coordinate the education programs of RESNA. The Education Committee shall:~~

~~(a) Establish and recommend to the Board policies and procedures for the RESNA education program. It shall submit plans, for review and approval by the Board, for activities for subsequent years. (b) Be responsible for developing instructional course programs to be conducted at the Annual Conference and to develop other regional presentations.~~

~~(c) Appoint one committee member to serve as liaison with the Meetings Committee.~~

~~(d) Submit plans for the Committee's activities for review and approval by the Board.~~

~~**Section 6.05 The Ethics Committee**~~

~~The committee shall have the following duties:~~

~~(a) Draft and make recommendations to the Board of Directors regarding changes in the organization's Code of Ethics.~~

~~(b) Draft and make recommendations to the Board of Directors regarding a procedure to process claims of violations of the organization's Code of Ethics (Procedural Document on Disciplinary Action).—~~

~~(c) Review all complaints concerning professional ethics of RESNA members and make definitive decisions on change to membership status, to include the following:~~

- ~~● No change~~
- ~~● Reprimand with RESNA membership maintained~~
- ~~● Censure with RESNA membership maintained~~
- ~~● Probation with RESNA membership maintained~~

- Suspension of RESNA membership for specified time period
- Revocation of RESNA membership

(d) If an Ethics Committee action is appealed to the Board of Directors, provide input on the complaint, review, and decision during the appeal process.

(e) Review all other ethical issues related to the organization and make recommendations to the Board of Directors regarding policies and procedures.

Section 6.07 The Government Affairs Committee shall consist of the Chair and at least four members. The Chair shall select at least three members from the RESNA Board of Directors and up to seven members from the general RESNA membership. Committee members will be approved by the RESNA Board of Directors. Vacancies can be filled by appointment of the Committee Chair, for Board approval at the next scheduled board meeting.

(a) The primary responsibility of the committee shall be to develop and coordinate RESNA's position on public policy and related activities. The Government Affairs Committee shall plan for, coordinate, and recommend to the President, implementation strategies for RESNA's positions on public policy and related activities.

(b) The Committee shall be guided by principles and priorities adopted by the RESNA Board.

(c) The Committee shall submit plans for the Committee's activities for review and approval by the Board.

(d) The Committee shall have no role in deciding, determining, or providing advice or information on matters relating to Professional Standards.

Section 6.08 The Long Range Planning Committee shall consist of the President-Elect as Chair, and at least five members nominated by the Chair and approved by the Board of Directors. The Committee shall monitor the course of the organization relative to its long range plan, and review and update the plan periodically.

Section 6.09 The Meetings Committee shall consist of the Chair, appointed by the President and at least three additional members.

(a) The primary responsibility of the Meetings Committee is to assist the Executive Director and the RESNA office staff to plan for, coordinate and supervise the RESNA Annual Conference.

(b) The Meetings Committee shall assist the Executive Director and RESNA office staff in developing and submitting an annual plan to the Board for review and approval. It will include meeting dates and sites for at least two years in advance, and estimated budget at least one year in advance.

(c) The Regional Conferences Subcommittee shall include the Chair appointed by the President and membership which provides regional representation.

(i) The primary responsibility of the Regional Conferences Subcommittee is to monitor and make recommendations to the Board of Directors regarding policy and procedures for the Regional Conferences.

(ii) The Regional Conferences Subcommittee shall submit a plan for review and approval by the Board, for the meetings for the next year, citing dates and sites, nomination of conference Chairs, and estimated budgets for each planned regional conference.

Section 6.10 The Membership Committee shall consist of the Chair and at least four members.

The Membership Committee shall:

(a) Establish and recommend to the Board criteria and procedures for admission and severance of members and maintain criteria and perform those duties necessary for admission and severance as specified by the Bylaws, except as admission and severance relate to matters of Professional Standards as set forth in Article VII herein.

- (b) Be responsible for membership promotion and make appropriate recommendations to the Board regarding such activities.
- (c) Submit plans for the Committee's activities for review and approval by the Board.

Section 6.11 The Nominating Committee shall consist of the Immediate Past President as Chair and include the following:

- Two Board members, selected by the Chair
- Chair of the Education Committee
- Chair of the Membership Committee
- Chair of the Professional Specialty Group Committee
- Chair of the Research Committee
- Chair of the Special Interest Group Committee

- (a) The Nominating Committee shall make every effort to ensure that consumers are included in the slate of nominees.
- (b) The Nominating Committee shall conduct elections as described in Article XI.

Section 6.12 The Professional Specialty Group Committee shall consist of the Chair and the Chair of each Professional Specialty Group. The primary responsibility of the Committee is to promote specific objectives of RESNA and to provide forums for increasing the professional knowledge and interaction of members from similar disciplines with similar professional interests in the field of rehabilitation engineering and rehabilitation and assistive technology. The Committee shall:

- (a) Administer the Professional Specialty Group program and monitor the activities of the individual professional specialty groups for RESNA.
- (b) Submit plans for Professional Specialty Group activities for review and approval by the Board of Directors.

Section 6.13 The Research Committee shall consist of the Chair and at least four members. The primary responsibility of the committee shall be:

- (a) To develop and coordinate the research-related activities of RESNA.
- (b) Establish and recommend to the Board policies and procedures for the RESNA research-related activities.
- (c) Submit plans for the Committee's activities for review and approval by the Board.
- (d) To appoint one committee member to serve as liaison with the Meetings Committee and the SIGs Chair.

Section 6.14 The Special Interest Group Committee shall consist of the Chair and the Chair of each Special Interest Group. The primary responsibilities of the Committee are:

- (a) To provide a forum for increasing the professional knowledge and interaction of members with similar interest in the field rehabilitation engineering and rehabilitation and assistive technology.
- (b) Administer a Special Interest Group program and monitor the activities of the individual special interest groups for RESNA.
- (c) Submit plans for Special Interest Groups activities for review and approval by the Board.

ARTICLE VII. JOURNAL BOARD

Section 7.01 The Chair of the Journal Board shall be Editor of the Journal, and shall be appointed by the President and ratified by the Board of Directors to serve a one (1) year term.

Section 7.02 The Chair shall appoint an Editorial Board for review of papers submitted to each of the topic areas.

Section 7.03 The Journal Board shall submit at least one annual report to the Board of Directors. Additional reports may be requested by the President, Executive Committee, and/or Board of Directors.

Section 7.04 The Journal Board shall submit an annual budget with justification for each line item and projections of revenues and expenses for review by the RESNA Finance Committee and approval by the Board of Directors.

ARTICLE VIII. PROFESSIONAL STANDARDS BOARD

Section 8.01 The RESNA Board of Directors shall establish a Professional Standards Board (PSB) to govern the organization's professional certification programs.

Section 8.02 Responsibilities: To insure that the PSB has the greatest possible autonomy in decision-making over essential certification activities, PSB activities shall include, but not be limited to:

- selection of PSB members;
- participation in selection of certification staff;
- setting eligibility standards for exam(s) and for renewal;
- design, administration, and maintenance of exams;
- development of new certification programs, or termination of existing programs, with the approval of the RESNA Board of Directors when market and/or stakeholder research indicates the need;
- marketing the certifications to increase visibility and number of certificants;
- establishing sound annual budgets and managing expenses to meet budgets approved by the RESNA Board of Directors;
- creating operational policies and procedures that are submitted to the RESNA Board of Directors for review and comment;
- setting of fees for exams, retakes, and renewal;
- serving as the final decision-making body for adjudication of certification, appeals, and all disciplinary action;
- maintaining a registry of certified service providers;
- abide by NCCA or other appropriate accreditation standards.

Section 8.03 Composition. The PSB shall be comprised of twelve to fifteen members. At least eight members shall possess current RESNA certification, and each RESNA certification program shall be represented by at least one member who has achieved and maintains the respective credential. At least one member shall be a registered member of the National Registry of Rehabilitation Technology Suppliers (NRRTS). Among RESNA-certified members, efforts shall be made to assure the major subspecialty areas within assistive technology are represented. Two members shall be appointed to represent consumers, and such consumer

members shall be neither trained in assistive technology service provision nor employed by assistive technology service providers. One member shall be a member of the RESNA Board of Directors serving on the PSB ex officio without vote; this member must be a member of the Board of Directors at the time of appointment to and throughout his/her appointment term on the PSB.

Section 8.04 Appointment Authority. The PSB shall appoint new members by a majority vote of all voting members of the PSB. Members are appointed for a three-year term, and members may be reappointed for one additional three-year term. A partial term to which a member may be appointed to fill a vacancy shall not count toward the otherwise total allowable six-year term for any given member. Membership terms shall be staggered so that less than half are scheduled to expire in any given year. PSB members may not be removed except upon majority vote of all voting members of the PSB.

Section 8.05 Officers. PSB Offices are held by PSB members during the course of their term. The PSB shall determine the appropriate number, title and role of PSB officers to carry out the responsibilities of the PSB. Officers shall be elected by a majority vote of all voting members of the PSB annually.

Section 8.06 Committees. The PSB may form standing and special committees, task forces, workgroups and/or panels as the PSB deems necessary to carry out its responsibilities effectively. Appointment authority for such committees shall rest entirely with the PSB.

Section 8.07 Meetings. The PSB shall meet no less than twice annually with at least one in-person meeting. Business of the PSB and/or any committees, task forces, workgroup and panels of the PSB may be conducted in -person, by teleconference or other electronic means.

Section 8.08 Quorum and Vote. A majority of all voting members of the PSB shall constitute a quorum for taking formal action. Formal actions may be approved by simple majority of voting members present except when conducting business electronically when a majority of all voting members is required for approval.

Section 8.09 Budget. The RESNA Board of Directors shall annually allocate sufficient resources and funds to support the PSB in carrying out its responsibilities effectively. The PSB shall submit an annual budget with justification for each line item and projections of revenues and expenses for review by the RESNA Finance Committee and approval by the RESNA Board of Directors.

Section 8.10 Reporting. The PSB shall submit at least one annual report to the Board of Directors. Additional reports may be requested by the President, Executive Committee, and/or Board of Directors.

ARTICLE IX. ASSISTIVE TECHNOLOGY STANDARDS BOARD

Section 9.01 The Assistive Technology Standards Board (ATSB) shall participate with the American National Standards Institute, the International Standards Organization and other individuals, associations and organizations to develop standards for assistive technology products and processes.

Section 9.02 The Chair of the ATSB shall be appointed by the President and ratified by the RESNA Board of Directors each year to serve a one (1) year term.

Section 9.03 The Chair of the ATSB shall appoint a Vice-Chair, who shall be ratified by the ATSB at its annual meeting.

Section 9.04 The RESNA Executive Director shall appoint the Secretariat, who shall be ratified by the ATSB.

Section 9.05 RESNA membership is not a requirement for participation on the ATSB.

Section 9.06 The Assistive Technology Standards Board shall be governed by “RESNA Standards Organization’s Policies and Procedures” which is incorporated into these Bylaws by reference.

Section 9.07 The RESNA Board of Directors must approve any changes that may be made from time to time to these policies and procedures.

Section 9.08 The Assistive Technology Standards Board shall submit an annual report to the Board of Directors. Additional reports may be requested by the President, Executive Committee, and/or Board of Directors.

Section 9.09 The ATSB shall submit an annual budget with justification for each line item and projections of revenues and expenses for review by the RESNA Finance Committee and approval by the Board of Directors.

Article X. DEVELOPMENT BOARD

Section 10.01 The purpose of the Development Board (DB) is to support the mission and future development of RESNA with resources derived from all fund-raising activities (e.g. the RESNA Founders Fund). The allocation of all revenues generated through the Development Board will be at the discretion of the Development Board, except in unusual financial circumstances as determined by a vote of the RESNA Board of Directors.

Section 10.02 The Chair of the DB shall be appointed by the President and ratified by the RESNA Board of Directors each year to serve a one (1) year term. This position may be held by the same candidate for up to three (3) consecutive terms.

Section 10.03 The DB Board shall be comprised of the following nine voting members: The Chair; RESNA Immediate Past President; RESNA Treasurer; and six other individuals as appointed by the DB Chair. A minimum of three of these individuals shall be RESNA Fellows. The remaining three individuals may be non-members of RESNA if additional expertise with respect to fund raising, financial investment, etc. is deemed necessary. The RESNA President and RESNA Executive Director will serve as ex-officio members. The six members selected by the Chair may serve two consecutive, two-year terms that will be staggered to ensure management continuity. Each term will be approved by the RESNA Board of Directors.

Section 10.04 A majority of all voting members of the DB shall constitute a quorum for taking formal action. Formal actions may be approved by simple majority of voting members present except when conducting business electronically, when a majority of all voting members is required for approval.

Section 10.05 The DB may form standing and special committees, task forces, workgroups, and/or panels or other entities as the DB deems necessary to carry out its responsibilities effectively and to foster activities consistent with RESNA’s mission. Appointment authority for such committees shall rest entirely with the DB Board.

Section 10.06 The DB shall meet no less than twice annually including at least one face-to-face meeting during the RESNA Annual Conference. Business of the DB and/or any committees, task forces, workgroups and panels of the DB may be conducted in-person, by teleconference, or other electronic means.

Section 10.07 The DB Chair, or designate, shall submit at least one annual report to the RESNA Board of Directors. Additional reports may be requested by the President, Executive Committee, and/or Board of Directors.

The annual report shall include:

- (a) the activities undertaken and completed by the DB;
- (b) the assets and liabilities, including trust funds, of the DB and related foundations or funds (e.g. Founders Fund) as of the end of the fiscal year;
- (c) the principal changes in the assets and liabilities of the DB including trust funds, during such fiscal year;
- (e) the revenue or receipts of the DB both restricted and unrestricted to particular purposes, during such fiscal year;
- (f) the expenses or disbursements of the DB for both general and restricted purposes, during such fiscal year;
- (e) planned fundraising and program development activities.

[The following article establishes the new CoA-RATE specialty board.]

ARTICLE XI: Board on Accreditation of Rehabilitation Engineering and Assistive Technology Educational Programs (CoA-RATE)

Section 11.01 The RESNA Board of Directors shall establish a Board on Accreditation of Rehabilitation Engineering and Assistive Technology Educational Programs to govern the organization's academic program accreditation program.

The Board will operate as the Committee on Accreditation for Rehabilitation Engineering and Assistive Technology Education (CoA-RATE).

Section 11.02 Purpose

The purpose of the CoA-RATE is to promote the highest levels of professional competence of Rehabilitation Engineering and Assistive Technology practitioners through the:

- development and promotion of professional preparation standards;
- encouragement of excellence in educational program development;
- accreditation of Rehabilitation Engineering and Assistive Technology professional preparation programs

Section 11.03 Responsibilities

- (a) To ensure that the CoA-RATE has autonomy in decision-making over essential accreditation activities, CoA-RATE activities shall include, but not be limited to:
- selection of CoA-RATE members;
 - participation in selection of RESNA Office academic program accreditation staff;
 - setting eligibility standards for accreditation and for renewal;
 - design, administration, and maintenance of the review process;
 - marketing the accreditation program to increase visibility and number of accredited academic programs;
 - establishing sound annual budgets and managing expenses to meet budgets approved by the RESNA Board of Directors;

- creating operational policies and procedures that are submitted to the RESNA Board of Directors for review and comment;
- setting of fees for initial accreditation application and renewal;
- serving as the final decision-making body for adjudication of accreditation, appeals, and all disciplinary action;
- maintaining a registry of accredited programs;
- abide by the Commission on Accreditation of Allied Health Education Programs (CAAHEP) standards.

(b) The CoA-RATE shall be a non-membership entity.

Section 11.04 Composition

(a) The CoA-RATE shall be comprised of 12-20 members, with backgrounds as follows:

- At least 3 program directors or faculty from programs preparing students for Rehabilitation Engineering or Assistive Technology practice. Ideally, these three members will include at least one each from the following fields: Rehabilitation Engineering, Assistive Technology, and Special Education;
- At least 3 Rehabilitation Engineering or Assistive Technology professionals;
- At least 1 student currently enrolled in an educational program preparing for Rehabilitation Engineering or Assistive Technology practice;
- At least 1 employer of Rehabilitation Engineering or Assistive Technology professionals;
- At least 2 consumers familiar with Rehabilitation Engineering or Assistive Technology, but not trained in Rehabilitation Engineering or Assistive Technology, nor employed by Assistive Technology service providers.
- The abovementioned members shall not be current members of the RESNA Professional Specialty Board.
- Additionally, 1 member (ex-officio) who is a member of the RESNA Board of Directors to act as Liaison.

(b) Efforts shall be made to ensure the major subspecialty areas within Assistive Technology are represented.

Section 11.05 Appointment Authority

(a) The CoA-RATE shall appoint new members by a majority vote of all members of the CoA-RATE. Members are appointed for a 3-year term. Members may be re-appointed for one additional 3-year term. A partial term to which a member may be appointed to fill a vacancy shall not count toward the otherwise total allowable 6-year term for a given member.

(b) Membership terms shall be staggered so that less than half are scheduled to expire in any given year.

(c) Membership term shall begin on August 1.

(d) CoA-RATE members may not be removed except upon majority vote of all voting members of the CoA-RATE.

Section 11.06 Officers

(a) The Officers of the CoA-RATE shall be the Chair, Vice Chair, and Secretary. CoA-RATE Offices are held by CoA-RATE members during the course of their term. Officers shall be elected annually by a majority vote of all voting members of the CoA-RATE.

(b) The Chair of the CoA-RATE shall be the principal elected officer of CoA-RATE, shall preside at meetings of the CoA-RATE and the Executive Committee, and shall, in general, supervise and control all the business and affairs of the CoA-RATE, which operates as a Committee on Accreditation (CoA) of the Commission on Accreditation of Allied Health Education Programs (CAAHEP). The Vice Chair of the CoA-RATE shall serve as principal elected officer in the absence of the Chair, and perform the duties of the Chair when the Chair is unable to attend a meeting of the CoA-RATE. The Vice Chair shall serve in an advisory capacity to the Chair

on the business and affairs of the CoA-RATE.

(c) The Secretary shall provide notice of all meetings of the Board of Directors of the CoA-RATE, shall keep records of all proceedings (i.e., Minutes), and in general perform all duties regularly assigned secretary and such duties as may be assigned by the Chair. The Secretary shall also execute the nominations and elections process for the CoA-RATE and its officers in accordance with the provisions of the ByLaws, and shall serve in an advisory capacity to the Chair.

Section 11.07 Executive Committee

(a) The Executive Committee of the CoA-RATE Board shall be the Chair, Vice Chair, Secretary, and one Member-at-Large who shall be elected from within the CoA-RATE, and shall serve for a one-year renewable term. No member may hold more than one of the aforesaid offices. The RESNA Board of Directors member shall be on the Executive Committee, as an ex-officio member.

(b) The Executive Committee shall act on behalf of the CoA-RATE with respect to matters which cannot be delayed until the next scheduled meeting of the CoA-RATE, shall supervise the affairs of the CoA-RATE and regulate its budget, approve expenditures and commitments according to rules prescribed by the CoA-RATE, report to the CoA-RATE at each meeting of the CoA-RATE, and examine committees appointed by the Chair.

(c) A majority of members of the Executive Committee shall constitute a quorum.

(d) The Executive Committee may be called into session by the Chair of the CoA-RATE, or at the request of the majority of the members of the Executive Committee.

Section 11.08 Committees

The CoA-RATE may form standing and special committees, task forces, workgroups, and/or panels as the CoA-RATE deems necessary to carry out its responsibilities effectively. Appointment authority for such committees shall rest entirely with the CoA-RATE.

Section 11.09 Meetings

(a) The CoA-RATE shall meet no less than twice annually. Business of the CoA-RATE and/or any committees, task forces, workgroups, and panels of the CoA-RATE may be conducted in-person, by teleconference, or other electronic means.

(b) The rules of procedure at meetings of the CoA-RATE shall be according to most recent edition of Robert's Rules of Order on parliamentary procedure.

Section 11.10 Quorum and Vote

A majority of all voting members of the CoA-RATE shall constitute a quorum for taking formal action. Formal actions may be approved by simple majority of voting members present, except when conducting business electronically, in which case a majority of all voting members is required for approval.

Section 11.11 Budget

The RESNA Board of Directors shall annually allocate sufficient resources and funds to support the CoA-RATE in carrying out its responsibilities effectively. The CoA-RATE shall submit an annual budget with justification for each line item and projections of revenues and expenses for review by the RESNA Finance Committee and approval by the RESNA Board of Directors.

Section 11.12 Reporting

The CoA-RATE shall submit at least one annual report to the RESNA Board of Directors. Additional reports may be requested by the RESNA President, Executive Committee, and/or Board of Directors.

ARTICLE XII. ELECTIONS

Section 12.01 The ~~Nominating~~ **Governance** Committee will solicit candidates for all offices from the membership. The request for nominations for consideration by the ~~Nominating~~ Governance Committee will remain open for at least 30 days.

Section 12.02 The ~~Nominating~~ **Governance** Committee shall select and present a slate of nominees for officers and directors to the Board of Directors for approval. The Committee shall **make every effort to** submit a slate with at least ~~one~~ **two** nominees each for President Elect and Secretary (during appropriate years) and ~~three to six~~ **at least five but no more than six** nominees for the three Board positions. The Committee shall ~~give due consideration to representation from all constituents who contribute to rehabilitation engineering and rehabilitation and assistive technology.~~ **also strive for diversity in its leadership, giving due consideration to members who are consumers of assistive technology, and a Board that reflects the membership's range of professional interests.** [This additional wording replaces the deleted section 6.11(a) "The Nominating Committee shall make every effort to ensure that consumers are included in the slate of nominees."] ~~The approved slate will be sent to the membership.~~ [Repeats what is in section 12.04]

Section 12.03 If a candidate for President-Elect, Secretary or Director runs unopposed, he/she must receive at least fifty-one percent (51%) of the votes cast to be elected. If the candidate does not receive the required votes, a new nominee(s) will be selected and a special election held.

Section 12.04 **Upon approval by the Board**, the Secretary or Executive Director shall send information on all of the nominees for officers and directors, along with a ballot, to the membership by regular mail or electronic means. Completed ballots must be postmarked or electronically completed within 30 days of the date the ballots are sent to the membership.

Section 12.05 All candidates for election to RESNA offices and Board of Director positions shall be Members of RESNA in good standing for a period of at least three (3) years immediately preceding their nomination.

Article XIII. CONDUCT OF BUSINESS

Section 13.01 Meetings of RESNA shall be held at such times and places as the Board of Directors may direct. The Secretary or Executive Director shall notify the members of each meeting at least 30 days before the meeting. At all annual business meetings a quorum shall consist of the members present.

Section 13.02 Revised Roberts Rules of Order shall govern the conduct of all meetings.

ARTICLE XIV. FINANCIAL MANAGEMENT

Section 14.01 RESNA shall not be organized nor operated for profit and shall be operated within the meaning of Section 501(c)3 of the Internal Revenue Code of 1986, as amended or replaced.

Section 14.02 Income shall be derived from fees, dues, assessments, gifts; proceeds from conferences and publication sales; proceeds from sales of products and services; and reimbursements for cost incurred in providing special services to other organizations or agencies.

Section 14.03 As recommended by the Treasurer and approved by the Board, RESNA may accrue and maintain a Reserve Fund.

Section 14.04 Upon dissolution, the Board of Directors shall distribute all remaining assets to such organizations which are exempt from Federal Income Tax under section 501(c)3 of the Internal Revenue Code of 1986 as amended or replaced.

Section 14.05 Within the approved annual budget, the Executive Committee may employ professional staff to provide services and procure supplies necessary for the operation of RESNA.

ARTICLE XV. GENERAL

Section 15.01 Notwithstanding any provision of the Bylaws which might be susceptible to contrary interpretation:

- (a) RESNA is organized and operated exclusively for scientific, literary, and educational purposes.
- (b) No part of the net earnings of RESNA shall or may under any circumstances inure to the benefit of any individual or association except as specified herein.
- (c) **As a 501(c)3 organization,** no substantial part of the activities of RESNA shall consist of carrying on propaganda or otherwise attempting to influence local, state, or national legislation. RESNA shall not participate in, or intervene in (including the publishing or distributing of statements) any campaign on behalf of any candidate for public office.
- (d) All official records, archives, and historical matter shall be held in the custody of the ~~Executive Director~~ **RESNA office**.

ARTICLE XVI. AMENDMENTS

Section 16.01 Proposed amendments to the Bylaws may be submitted in writing to the Executive Committee by any member of the Board of Directors or by petition by fifteen (15) individuals who are members of RESNA.

- (a) Proposals or petitions shall be transmitted to the Secretary or Executive Director, who in turn will forward the proposals or petitions to the ~~Bylaws~~ **Governance** Committee.
- (b) The ~~Bylaws~~ **Governance** Committee will review proposals or petitions and recommend to the Board of Directors action to be taken on the proposed Bylaws change (approve and present to membership for vote or deny request).
- (c) If approved by the Board of Directors, proposed Bylaws changes shall be conveyed to members by regular mail or electronic means. Completed ballots must be postmarked or electronically completed within 30 days of the date the ballots are sent to the membership.

- (d) A proposed amendment to the Bylaws is adopted upon an affirmative vote by at least two-thirds majority of the returned ballots.
- (e) An adopted amendment to the Bylaws shall become effective immediately.
- (f) The Secretary or Executive Director shall advise all RESNA members of the amendment in the next issue of the RESNA newsletter following adoption.

ARTICLE XVII. ESTABLISHMENT AND DISSOLUTION

Section 17.01 RESNA may be established at a meeting of a minimum of five members of RESNA who accept the provisions of these Bylaws and adopt member status.

Section 17.02 RESNA may be dissolved by two-thirds majority vote of the Board of Directors. Such dissolution shall become effective only after notice of such action has been transmitted to the members of RESNA and a majority do not object in writing within 90 days following transmittal of notice to dissolve.