



BYLAWS

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Bylaws

of The Foundation for Rehabilitation Psychology

Article I – Name.

The name of this corporation is the Foundation for Rehabilitation Psychology, hereinafter referred to as the Foundation.

Article II – Purposes.

The purpose of the Foundation for Rehabilitation Psychology is to improve the lives of people with disabilities or chronic health conditions. To that end, the Foundation is organized exclusively for charitable, educational, and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future federal tax code, including but not by way of limitation:

- To endeavor to enhance health and function through funding of education and research in the field of Rehabilitation Psychology.
- To encourage qualified individuals of diverse backgrounds to pursue careers in all aspects of the field of Rehabilitation Psychology.
- To promote innovation in Rehabilitation Psychology research, education, and patient care.

Article III – Principal Office.

The Foundation is incorporated in the State of New Jersey and shall maintain its registered agent in New Jersey. Its office shall be in the city where the President of the Foundation resides or works.

Article IV – Board of Directors.

1. Powers. The Board of Directors of the Foundation (hereinafter referred to as the “Board,” “Foundation Board,” or “Board of Directors”) shall be responsible for the business affairs of the Foundation. It shall have the authority to perform all acts and transact all business for, or on behalf of, the Foundation and to manage the property, affairs, work, and activities of the organization. Such authority may be delegated to such Officers or other qualified individuals as the Board determines.
2. Composition.
 - A. The number of Directors shall be not less than five (5) or more than thirteen (13). Voting members shall consist of the four (4) officers: President, Vice President, Secretary, and Treasurer and one (1) to nine (9) Directors. No individual may concurrently hold more than one of these positions, except for the Secretary and Treasurer position, both of which may be held by one person.
 - B. The Board may appoint *ex-officio* members as it deems appropriate.
3. Qualifications. Members of the Board of Directors may be psychologists or non-psychologists. However, a majority of the Board must be composed of psychologists who are members in good standing of Division 22 of the American Psychological Association. Persons with disabilities and/or chronic health conditions are especially sought.
4. Term. The Directors shall be elected for three-year terms by a majority vote of a quorum of the Board. Each Director shall hold office until the end of their term or until a successor shall have been elected and qualified. The Nominations Committee shall recruit and solicit nominations from the Division 22 membership for vacant Board positions based on the needs of the Foundation. Elections for Board members and officers will occur during the Annual Meeting.
5. Classes. To ensure Board continuity, three classes shall be created with approximately one-third of the Directors, so elected, populating each class. The Board may adjust the Composition of the Board at any Annual Meeting and assign a new Director to any Class in order to maintain or achieve proportionality among the Classes.

6. Tenure. Directors serve three-year terms and may be elected for unlimited successive terms. Each Director serves until the close of the Annual Meeting of the Foundation for their Class, at which time replacements are elected.
7. Removal. A Director may be removed for any reason by a two-thirds vote of the Board of Directors.
8. Vacancies. If during an elective term, a Director dies, resigns, becomes disqualified, or a vacancy occurs by a contingency not herein provided, the vacancy may be filled for the remainder of the unexpired term by a majority of the Board of Directors at a duly called meeting.
9. Annual Meeting. During the fourth quarter of each calendar year, the Board of Directors will hold an Annual Meeting. In addition to conducting such other business as may be appropriate, the Board will review the past year's accomplishments, assess plans for the future, elect Directors and Officers and approve the annual budget for the following calendar year. Such meetings may be held face to face or electronically as determined by the President or as needed by a Director or Officer as a reasonable accommodation. Meetings held by conference call or other communications equipment must permit all persons participating in the meeting to communicate with each other. Written or electronic notice of such meetings shall be sent to all participants at least seven (7) days prior to the date of the meeting.
10. Regular Meetings. In addition to the Annual Meeting, the Board shall meet at least quarterly as specified by the President. Such meetings may be held face to face or electronically as determined by the President or as needed by a Director or Officer as a reasonable accommodation. Meetings held by conference call or other communications equipment must permit all persons participating in the meeting to communicate with each other. Written or electronic notice of such meetings shall be sent to all participants at least two (2) days prior to the date of the meeting.
11. Special Meetings. Special meetings may be called as required. These meetings may be conducted in person or electronically. Meetings held by conference call or other communications equipment must permit all persons participating in the meeting to communicate with each other. Meetings may be called by the President or upon written request of a majority of the Board then seated. A Notice of Special Meeting must be

provided to all Directors within a reasonable time in advance of the meeting date. Such notice should be in writing. Electronic media will be an acceptable form of notice. Such notice must contain the business to be transacted. Only business items contained within the Notice of Special Meeting may be considered during a Special Meeting.

12. Quorum. A simple majority of Directors shall constitute a quorum.
13. Compensation. Directors shall not receive any compensation from the Foundation for their services but by resolution of the Board of Directors may be reimbursed for the expense of attending meetings of the Board or other activities related to the affairs of the Foundation.

Article V – Officers.

1. Officers. The Officers of the Foundation shall be the President, Vice President, Secretary, and Treasurer.
2. Qualifications. The President and Vice President of the Foundation must be psychologists who are members in good standing of the Division of Rehabilitation Psychology of the American Psychological Association.
3. Election. Officers of the Foundation shall be elected at each Annual Meeting by the Board of Directors from among the then-seated members of the Board of Directors. Vacancies may be filled at any meeting of the Board of Directors. Each officer shall serve until their successor shall have been duly elected. The Board shall adopt an Election Procedure in advance of any election, which may only be amended by a super-majority of the Board. Officers shall assume their duties immediately following the conclusion of the Board's Election Procedure.
4. Tenure. The President, Vice President, Secretary, and Treasurer shall each serve for a one-year term. The President, Vice President, Secretary, and Treasurer may be elected to an unlimited number of successive terms.
5. Vacancies.
 - A. If the President dies, resigns, or becomes otherwise disqualified, the Vice President shall become President for the balance of the unexpired term. If the

Vice President is unwilling or unable to become President, then order of succession is Treasurer, then Secretary.

- B. Other Officer vacancies may be filled by the Board of Directors, as necessary, from those then seated on the Board.
6. Removal. An Officer may be removed for any reason by a two-thirds vote of the Board of Directors.
7. Rights and Duties.
- A. President. The President presides at all meetings of the Foundation Board of Directors. The President has the responsibility for conducting the correspondence of the organization and with concurrence of the Board appointing or creating committees and similar advisory groups and councils. The President also is responsible for the day-to-day management of the organization and interprets Board policy. The President performs other such duties and exercises other such rights as these bylaws, custom or parliamentary usage may require, or as the Board of Directors directs.
 - B. Vice President. The Vice President assists the President in the discharge of the President's duties and presides at all meetings in the absence of the President.
 - C. Secretary. The Secretary keeps a correct and permanent record of all Foundation meetings and presents the records and documents of the Foundation at all meetings. The Secretary shall be responsible for generating an Annual Report for the Board's approval by the end of the February of each calendar year. Additionally, the Secretary shall initiate a periodic review of these Bylaws, which shall occur at an interval of no more than every three years.
 - D. Treasurer. The Treasurer is custodian of all funds for the Foundation and is accountable for their safekeeping.
 - i. The Treasurer receives all fees, contributions, income, gifts, bequests, donations, grants, and other monies and deposits such in the name of the Foundation in an appropriate financial institution or account approved by the Board of Directors.

- ii. In-kind gifts may be accepted on behalf of the Foundation, with appropriate fiduciary oversight provided by the Treasurer and Board.
- iii. The Treasurer disburses the funds of the Foundation in accordance with the direction and policies established by the Board of Directors.
- iv. In like manner, the Treasurer keeps a current, true, and correct record of all receipts and disbursements, reporting to the Board on the financial condition of the Foundation on a regular basis.
- v. The Treasurer, with concurrence of the Board, shall periodically conduct an independent evaluation of the Foundation's accounts and management and financial practices and to provide a written report thereof to the Foundation Board and at the Annual Meeting of the Members.

Article VI – Executive Committee.

1. Composition. The Executive Committee of the Foundation shall consist of the President, Vice President, Secretary, and Treasurer and be chaired by the President.
2. Term. The term for members of the Executive Committee shall be one-year; the term shall run from one Annual Meeting to the subsequent Annual Meeting.
3. Duties. During the interim between meetings of the Board of Directors, the Executive Committee shall have and may exercise the powers of the Board in the management of the property, affairs, work, and activities of the Foundation, except as may otherwise be provided by law, these Bylaws or Board directives. All actions on behalf of the Board by the Executive Committee must be reported to the Board of Directors within two business days of their occurrence.
4. Meetings, Notice and Quorum. Meetings of the Executive Committee may be called by the President or any two members of said Committee upon two (2) days written notice delivered personally by electronic mail, by facsimile, or by regular mail to each committee member at their address as shown on the records of the Foundation. A majority of the members of the Executive Committee present shall constitute a quorum for the transaction of business at any meeting and the act of a majority of the members

present at a meeting at which a quorum is present shall be the act of the Executive Committee.

Article VII – Standing Committees.

1. Nominating Committee.

- A. Composition. The Nominating Committee shall consist of no less than three members of the Board of Directors of the Foundation to be selected by the Board. No member of the Nominating Committee shall be subject to re-appointment in the upcoming election.
- B. Term. Committee members shall serve for renewable one-year terms unless otherwise prohibited.
- C. Duties. Annually, the Nominating Committee shall:
 - i. Conduct a skills audit of the existing Board and identify skills that are necessary to advance the strategic goals of the foundation,
 - ii. Review the skills and performance of all members of the Board and renominate, in its discretion, eligible Directors for an additional term.
 - iii. Work with the Board to determine if the Board composition should be modified in accord with Article IV.
 - iv. Determine the number of positions to be filled.
 - v. Request that interested psychologists from among the members of Division 22 present themselves for the Nominations Committee's consideration.
 - vi. Identify qualified candidates to fill vacancies on the Foundation Board and submit their names to the Board for election to the Foundation Board.
 - vii. Weigh the skills and qualifications of all eligible nominees and prepare a Slate of Directors to be elected by the Board of the Foundation.

- viii. Identify candidates to be elected by the Foundation Board to serve on committees, councils, advisory boards, and other special groups created by the Foundation Board.

In carrying out its duties, the Nominating Committee shall develop and follow criteria appropriate to the needs of the Foundation for each nomination, recommendation, or appointment being mindful of the Foundation’s goals in promoting and encouraging new leaders, demographic and geographic diversity, and balance.

2. Finance Committee.

- A. Composition. The Finance Committee shall consist of no less than three individuals appointed by the Board of Directors of the Foundation. The Committee shall be chaired by the Treasurer of the Foundation. Members may be drawn from the Foundation Board and others with appropriate expertise to provide oversight of the Foundation’s accounts and assets.
- B. Term. Members of the Finance Committee shall serve for renewable one-year terms and until their successors shall have been appointed.
- C. Duties. The Finance Committee members shall:
 - i. Support the responsibilities of the Treasurer.
 - ii. Provide oversight of individuals or firms retained to provide investment advice, accounting, and auditing services and to provide such other assistance as may be required to cost-effectively manage and monitor the fiscal affairs of the Foundation.
 - iii. Provide oversight on the establishment of restricted and unrestricted accounts and recommend the acceptance of gifts and grants, where donor restrictions may require review.
 - iv. Oversee investment policies and procedures and expenditure guidelines for the use of income generated by the Foundation’s assets.

- v. Review the financial affairs of the Foundation and submit a financial report of the financial condition of the Foundation for each Annual Report published by the Foundation.
- vi. Recommend a budget for each fiscal year and recommend financial policies to the Board for its approval.
- vii. Ensure that the independent, periodic financial evaluation of the Foundation is completed in a timely manner.
- viii. Act in a manner consistent with the fiduciary responsibilities and ethical duties applicable to the members of the Board of Directors.

3. Awards Committee.

- A. Composition. The Committee shall consist of a Chair appointed by the Board, who is a Director of the Foundation, as well as three or more individuals appointed by the Board of the Foundation. The Chair may solicit additional committee members as needed based upon the number of awards/grants being offered and volume of applications received. Members should be selected based upon their expertise in rehabilitation research and education.
- B. Term. The Chair will serve a one-year term. Members of the Committee shall serve for renewable one-year terms and until successors have been appointed. There shall be no limit on the number of consecutive terms a committee member may serve.
- C. Duties. The committee is responsible for:
 - i. Reviewing all grant/award applications to select the best recipients to recommend to the Board based upon scientific and educational merit.
 - ii. Develop guidelines for how grants will be solicited and reviewed by the Grants and Awards Review Committee and present them to the Foundation Board for approval.
 - iii. Draft policies/procedures for accepting unsolicited grant requests and issuing RFPs.
 - iv. Review requests for establishing new awards and programs that advance the mission and goals of the Foundation.

- v. Lead a Board effort to periodically review the research and educational philosophy and theme of the Foundation.
- vi. Perform such other duties as may from time to time be assigned by the Board of Directors.

Article VIII – Committees, Councils, Task Forces, and Advisory Groups.

1. Establishment. The President of the Foundation, with the concurrence of the Board of Directors, may establish such committees, councils, task forces, and advisory groups as may be necessary to accomplish the mission and purpose of the Foundation. Members of such committees, councils, task forces, and advisory groups may include non-psychologists and psychologists, Board members, and others dedicated to the mission and purposes of the Foundation.
2. Policies and Procedures. Committees and other groups duly convened under these bylaws will be given a charge, tenure, and rules for operating at the time they are established by the President. All such entities will be governed by the policies and procedures applicable to the Board itself as stated within these bylaws.

Article IX – Rules of Order.

In the absence of any provisions in these bylaws to the contrary, all meetings of the Foundation Board of Directors shall be governed by the parliamentary rules and usages contained in the then current edition of Robert’s Rules of Order.

Article X – Indemnification.

The Foundation shall, to the maximum extent allowed by applicable law, indemnify any Director, Officer, employee, or agent acting within the scope of their authority who were or are a party or are threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that they were serving as a Director, Officer, employee, or agent of the corporation or was serving at

the request of the corporation in the capacity of Director, Officer, employee, or agent of another entity, against all expenses, judgments, fines, and other amounts actually and reasonable incurred by him or her in connection with the defense or settlement of such action, suit, or proceeding.

Article XI – Waiver of Notice.

Whenever any notice is required to be given under applicable law, the articles of incorporation, or these bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XII – Manner of Acting.

The act of a majority of the Directors, Committee members, Councils, or other groups duly established by the Foundation, at a duly called meeting at which a quorum is present, shall be the act of that body, unless the act of a greater number is required by law, the Articles of Incorporation of the Foundation, or these bylaws.

Article XIII – Conflicts of Interest.

Annually, each Director and Committee Member shall complete and return to the President a written statement of any potential conflict of interest. In the interim, any potential conflict of interest should be immediately disclosed to the President as it arises and/or when it becomes relevant to any matter requiring Board or Committee action. The interested party shall not vote on the matter in which they have an interest but shall be counted for quorum purposes. They shall not exert personal influence in connection with the matter. Any interested party, so excluded, may briefly state their position in the matter and answer pertinent questions when that party's knowledge of the matter will be of assistance to the Foundation.

Article XIV – Dissolution.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XV – Construction.

As used herein, “they” and “their” refers to male, female or non-binary (gender-expansive), whether in the singular or plural.

Article XVI – Amendments.

These bylaws may be amended, altered, or repealed by an affirmative vote of no less than two-thirds of the Board of Directors at any regular or special meeting for which proper notice of the purpose has been given.

Amendment Log

Adopted: November 13, 2008

Amended: May 14, 2009 – Articles II & XIV per IRS requirements.

February 3, 2021 – Complete review and substantial revision.

March 3, 2021 – Bylaws amendment approved unanimously.

Next review date no later than February 2024, and no more than every 3 years thereafter.