

**WISCONSIN CHAPTER OF THE INTERNATIONAL ASSOCIATION
OF REHABILITATION PROFESSIONALS**

BYLAWS

ARTICLE I

NAME

1.1. The name of this organization shall be the Wisconsin Chapter of International Association of Rehabilitation Professionals (IARP).

ARTICLE 1

PURPOSE

2.1. Mission, Goals: The Chapter endorses the Mission and Goals of IARP which are to promote effective interdisciplinary rehabilitation, disability management, and return-to-work services on behalf of persons with disabilities and the economically disadvantaged; enhance the competency of service providers; support innovation in related business development and management; and become the preeminent source for shaping public policy that affects rehabilitation. To pursue this purpose, the chapter will work in concert with IARP to strive to achieve the following goals.

2.1.1. Maintain an organizational structure that addresses member issues and expectations while reflecting and promoting the highest level of volunteer and staff competency.

2.1.2. Promote high standards of training and practice through the development of innovative continuing education and career enhancement opportunities.

2.1.3. Foster high standards of ethical conduct throughout the profession and encourage superior standards of professional performance.

2.1.4. Monitor and influence federal/state government and industry policies that affect the practice of rehabilitation.

2.1.5. Encourage member networking with the goal of understanding issues and trends affecting the profession and competency of all members.

2.1.6. Enhance recognition of medical management and vocational case management as efficient, effective sources of rehabilitation services.

2.1.7. Promote rehabilitation research: Collect, interpret, and disseminate outcome information on effective Rehabilitation practices and on changing social, economic, governmental, and technological conditions affecting the profession.

2.1.8. Maintain cooperative relationships and activities with allied organizations in pursuit of the Association's mission.

ARTICLE III

MEMBERSHIP

3.1. Eligibility: Any individual, corporation or other organization having an interest in the provision of rehabilitation services and willing to comply with these Bylaws and the IARP Standards and Ethics in effect at the time is eligible to be a member of IARP, and Wisconsin Chapter (hereafter "member" or "members"). Any person or organization that is no longer a member of IARP must be dropped from chapter membership.

3.2. Categories: Membership in IARP and the Chapter shall be divided into the following categories: Individual Professional, Professional Candidate, Student, Organizational Sponsor and Associate.

3.2.1. Individual Professional is available to any individual meeting any of the following requirements:

3.2.1.1. Holder of a master's or doctorate degree (a) in vocational evaluation, rehabilitation, career counseling, nursing, psychology or a related vocational or health service program ("Rehabilitation Program") from an accredited institution, plus one year of experience in vocational, physical, or psychological rehabilitation ("Rehabilitation Services") with individuals who have disabling diseases or conditions; or (b) unrelated to a Rehabilitation Program from an accredited institution, plus five years of experience in Rehabilitation Services, including at least one year in the rehabilitation of disabling conditions or diseases; or (c) unrelated to a Rehabilitation Program from an accredited institution, plus five years of experience in the rehabilitation of disabling conditions or diseases;

3.2.1.2. Holder of a baccalaureate degree (a) in a Rehabilitation Program from an accredited institution, plus three years in Rehabilitation Services, including at least one year in the rehabilitation of disabling conditions or diseases; or (b) unrelated to a Rehabilitation Program from an accredited institution, plus five years of experience in the rehabilitation of disabling conditions or diseases; or

3.2.1.3. Holder of a diploma in nursing from an accredited institution, plus a current R.N. license, and three years of experience in Rehabilitation Services, including at least one year in the rehabilitation of disabling conditions or diseases;

3.2.2. Professional Candidate is available to individuals who meet all of the requirements for Individual Professional membership but have one year less than the required experience.

3.2.3. Student is available to any individual currently enrolled in a rehabilitation program in an accredited institution.

3.2.4. Organizational Sponsor is available to any corporation, partnership or other organization in the business of providing rehabilitation services. An Organizational Sponsor member shall be required to designate an individual for purposes of receiving notices and other communications from the Association.

3.2.5. Associate is available to any individual having an interest in the delivery of rehabilitation service.

3.3. Dues: Each member shall be obligated to annually pay IARP dues in an amount, which may vary with respect to each category of membership and Chapter dues, as determined by the IARP and Chapter Boards of Directors from time to time. Any member who has failed to pay the applicable dues for a period of thirty (30) days after the date of expiration of their membership term shall be terminated from membership.

3.4. Voting:

3.4.1. Each Individual Professional member of IARP and the Chapter shall be entitled to one vote on any matter submitted to a vote of members. Student, Professional Candidate, Organizational Sponsor, and Associate members shall not have voting rights.

3.4.2. Any Individual Professional member who has failed to pay the applicable dues at the time of any meeting of chapter members or the date by which ballots are mailed by the Chapter shall not be entitled to vote. Unless applicable law requires otherwise, any action approved by the affirmative vote of a majority of the members entitled to vote at a meeting at which a quorum is present shall be the acts of the members. Proxy voting shall not be permitted.

3.4.3. All matters, other than the election of Directors and Officers, to be submitted to Chapter members for a vote at a meeting of members may be acted upon by written ballot sent by mail, in person at such meeting, or by written ballot sent by mail and in person, as determined by the Chapter Board of Directors. Voting for the election of Directors and Officers may be by written ballot, mailed to members no less than thirty (30) days prior to the date set for the Annual Meeting of members.

3.5 Meetings: The Annual Meeting of members of the Chapter for the purpose of electing the Directors and Officers of the Chapter, receiving reports from officers and committees, and conducting such other business as may arise, shall be on a date and at a place determined by the Chapter Board of Directors. Special meetings of members may be called at any time by at least one-third of the Chapter Board of Directors. Meetings of members may be held at any place within or without the state of Wisconsin.

3.6. Notice: Written notice of the time and place of the Chapter Annual Meeting of members

shall be mailed at least 30 days in advance of the meeting. Any written notice shall be delivered personally, by mail or by publication in the Chapter's newsletter or other journal distributed to Chapter members generally. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to a member at such member's most recent address according to the records of IARP.

3.7. Quorum: Three members entitled to vote who are present, in person or by written ballot, at any meeting of members shall constitute a quorum for the transaction of business at any meeting of members, unless a greater proportion is required by applicable law, by the Articles of Incorporation or by these Bylaws.

3.8. Removal: Any member who fails to comply with the IARP Standards and Ethics, in effect at the time, may be removed from membership as provided in the Policies and Procedures of the Standards Compliance Review Board, as adopted by the IARP Board of Directors.

ARTICLE IV

CHAPTER BOARD OF DIRECTORS

4.1 Number, Qualifications:

4.1.1. The business and affairs of the Chapter shall be managed under the direction of the Chapter Board of Directors (sometimes referred to as the "Board" and individual members thereof referred to as "Director" or "Directors. The Board shall consist of the individuals then serving as the President, the President-Elect, the Secretary, the Treasurer, and the Immediate Past President (collectively "Ex-Officio Directors") plus, two individuals serving as Representatives At Large. [The Chapter Board of Directors may from time to time add representatives, provided that at no time shall the number of Directors be in excess of seven.]

4.1.2. To be eligible for election as a Director, an individual must be an Individual Professional member. No individual may hold more than one Directorship at any time.

4.2 Election and Term: All Directors shall commence their terms of office on May 1.

4.2.1. Each Ex-Officio Director shall serve as a Director by virtue of the office he or she holds. All Ex-Officio Directors shall serve until they no longer hold their respective offices.

4.2.2. The President-Elect, Secretary and Treasurer shall be elected by the members for such terms as provided in Section 5.1 of these Bylaws.

4.2.3. Two At-Large Directors shall be elected by vote of the members and shall serve for terms of two years or until a successor is elected. An At-Large Director will be elected to fill a two-year term in 2012; a successor will be elected every even-numbered year. Another At-Large Director will be elected to fill a two-year term in 2013 and the successor will be elected on the odd-numbered years.

4.2.4. The President-Elect shall serve in that office for one year, and shall automatically assume the office of President in the subsequent year. At the end of his/her one year term, each President shall automatically remain on the Board of Directors for a one year term as Immediate Past President. The Secretary, Treasurer, and Directors shall serve for two years or until their successors are elected and assume office.

4.3 Vacancies: All vacancies on the Chapter Board of Directors shall be filled by appointment by the President subject to approval by the Chapter Board of Directors.

4.4 Meetings: Regular meetings of the Chapter Board of Directors shall be held at least twice a year at such time and place as the President shall determine. Special meetings of the Board may be called at any time by the President or not less than one-third of all Directors. Meetings of the Board of Directors may be held at any location within or without the state of Wisconsin. Any Director may participate in any meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

4.5. Quorum: A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors unless a greater proportion is required by applicable law or by these Bylaws.

4.6. Voting: Each Director shall be entitled to one vote on any matter submitted to a vote of the Board of Directors. The acts approved by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors unless a greater proportion of affirmative votes is required by applicable law or by these Bylaws. Any action that may be taken at a meeting of the Directors may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all the Directors in office and shall be filed with the Secretary of the Chapter.

4.7 Conflict of Interest:

4.7.1. Possible conflict of interest on the part of a Director shall be disclosed to the Board of Directors and made a matter of record.

4.7.2. Any Director having any possible conflict of interest on a matter shall not vote on such matter. Such Director may, however, be counted in determining a quorum for the meeting at which the matter is voted upon and may state a position on such matter and provide information that may be of value to the Board in its deliberations.

4.8. Removal: Any Director may be removed for cause, which may include, but is not limited to, failure to attend or participate in six consecutive regular meetings of the Board. Removal shall require the affirmative vote of at least two thirds of the remaining Directors.

4.9. Limitation of Liability: A Director of the Corporation shall not be personally liable, as such, for monetary damages (including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expense of any nature including, without limitation, attorneys' fees and disbursements) for any action taken, or any failure to take any action, unless:

4.9.1. The Director has breached or failed to perform the duties of his or her office under the Articles of Incorporation or Bylaws of this Corporation or under applicable state law.

4.9.2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

These provisions shall not apply to the responsibility or liability of a Director pursuant to any criminal statute, or the liability of a Director for the payment of taxes pursuant to local, state or federal law.

ARTICLE V

OFFICERS

5.1. Officers Generally; Election: The officers of the Chapter shall be a President, a President-Elect, a Secretary, and a Treasurer. Only Individual Professional members may serve as officers of the Chapter. In addition to the powers and duties set forth in these Bylaws, each officer shall have such powers and duties as are usually related to such office and as the Board may determine by resolution. The President and President-Elect shall each hold office for a term of one year or until their successors are elected and have qualified, provided that the President-Elect shall automatically become President on May 1. The Secretary and Treasurer each shall hold office for a term of two years or until his or her successor is elected and has qualified. The Secretary shall be elected in even-numbered years and the Treasurer shall be elected in odd-numbered years. No more than one office may be held at one time by the same individual.

5.2. President: The President shall be the chief executive officer of the Chapter and shall preside at all meetings of the Board of Directors and the Executive Committee and shall perform such other duties as may be assigned by the Board.

5.3. President-Elect: The President-Elect shall perform such duties as may be assigned by the Board of Directors or the President. In the event of a vacancy in the office of President because of death, resignation or removal, or during the President's absence or disability, incapacity or refusal to act, as determined by a vote of at least two-thirds of the Board of Directors, the President-Elect shall perform the duties of the President.

5.4. Secretary: The Secretary shall keep the minutes of all meetings of the Board of Directors, the Executive Committee and members; shall have charge and custody of the seal and records of the Board; and shall be responsible for the dissemination of all information

pertinent to the ongoing operation of the Chapter and shall assign duties necessary to achieve the dissemination of this information.

5.5. Treasurer: The Treasurer shall have charge and custody of all funds of the Chapter, shall maintain an accurate accounting system and shall present financial reports, including financial statements, annual budgets and annual audits, to the Board of Directors and IARP in such manner and form as the Chapter Board and the IARP Board may from time to time determine.

ARTICLE VI

COMMITTEES

6.1. Committees in General:

6.1.1. Standing Committees. The Board may, by resolution, establish such standing committees of the Board (and, except as otherwise provided in these Bylaws, in each case appoint the members and the chairperson thereof based on the recommendations of the President) as it deems necessary or desirable ("standing committees"), including, without limitation, the Executive Committee and the Nominations and Elections Committee, each as described below. All standing committees, except the Executive Committee, shall include at least one Director. The Executive Committee shall be comprised of Directors only. The Board may delegate such authority to a standing committee as it deems appropriate and is not prohibited by applicable law. All standing committees, except the Executive Committee and the Nominations and Elections Committee, and their members shall serve at the discretion of the Board.

6.1.2. Special Committees. The Board may, by resolution, establish one or more special committees to advise the Board or the President in the performance of their duties ("special committees"). No special committee may have or exercise any authority of the Board to manage the business and affairs of the Chapter. The chairperson of a special committee shall be appointed by the President subject to Board approval. The members of a special committee shall be appointed by the chairperson of the committee. All special committees and their members shall serve at the discretion of the Board.

6.1.3. Term: Each member of a standing or special committee shall continue as such until the first regular meeting of the Board after the Annual Meeting of Members and until a successor has been appointed and has qualified unless sooner removed or unless such committee is sooner dissolved by the Board.

6.1.4. Quorum: A majority of the members of a standing or special committee shall constitute a quorum for the transaction of any business, and the acts of the majority of the committee members present, at which a quorum is present shall be the acts of such committee in each case, unless a greater proportion is required by applicable law or by these Bylaws.

6.1.5. Vacancies and Removal: Vacancies in membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Any member of a committee, except the Executive Committee, may be removed at any time by the Board of Directors, with or without cause.

6.2. Executive Committee:

6.2.1. The Executive Committee shall consist of the Immediate Past President, the President, President-Elect, the Secretary, and Treasurer.

6.2.2. The Executive Committee shall have and exercise the authority of the Board of Directors, to the extent permitted by applicable statute between meetings of the Board.

6.2.3. The Executive Committee shall not have the authority of the Board of Directors with respect to the following matters:

6.2.3.1. Amending, altering or repealing these Bylaws;

6.2.3.2. Electing, appointing or removing any member of the Executive Committee or any Director or officer of the Chapter;

6.2.3.3. Amending the Articles of Incorporation of the Chapter;

6.2.3.4. Adopting a plan of conversion, division or merger or adopting a plan of consolidation with another corporation;

6.2.3.5. Authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Chapter;

6.2.3.6. Authorizing the voluntary dissolution of the Chapter or revoking proceedings therefore;

6.2.3.7. Adopting a plan for the distribution of the assets of the Chapter; and

6.2.3.8. Authorizing expenditures in excess of amounts set forth in the annual budget of the Chapter as approved by the Board.

6.2.4. Meetings of the Executive Committee may be called at any time by the chair of the committee or by any two members of the committee. Written notice of special meetings of the Executive Committee shall be given at least seven (7) days before such meeting.

6.2.5. Minutes of all Executive Committee meetings shall be prepared and presented to the Board of Directors for review at the next regular meeting of the Board.

6.3. Nominations and Elections Committee:

6.3.1. The Nominations and Elections Committee shall consist of three members, one of whom shall be appointed annually by the President subject to approval by the Board of Directors. The Immediate Past President shall be a member of and chair the committee. The remaining third member shall be appointed by the Board of Directors.

6.3.2. Each year the Nominations and Elections Committee shall nominate candidates for officers and Directors of the Chapter for election by the members entitled to vote. The committee shall extend in writing to the membership a call for suggested nominations no less than 30 days prior to its meeting to select nominees.

6.3.3. The committee may conduct the annual election of Directors at the annual meeting of members, or by mail ballot as described in Section 3.4.3. Biographies of all candidates must be contained on the ballot. The committee shall report the results of the election at the Annual Meeting of members.

ARTICLE VII

STANDARDS COMPLIANCE REVIEW BOARD

7.1 Standards Compliance: The Chapter and its members shall adhere to and be bound by the professional Standards and Ethics as approved by the IARP Board of Directors from time to time, and shall follow the prescribed process for referring complaints to the IARP Standards Compliance Review Board.

ARTICLE VIII

INDEMNIFICATION

8.1. Right to Indemnification: The Chapter shall indemnify any person who was or is a party or 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 such person: (a) is or was a Director, employee or officer of the Chapter; or (b) is or was a trustee, officer or the employee or agent of the Chapter serving at its request as an administrator, trustee or other fiduciary of any of the Chapter's employee benefit plans, against expenses (including, under Section 8.2, expenses of separate counsel if such separate representation is necessary), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Chapter, to the extent that such person is not insured or otherwise indemnified and except as prohibited by statute. For this purpose and for the purposes of Section 8.2 below, the Board may, and on request of any such person shall be required to, determine in each case whether or not any applicable statutory standards have been met, or such determination shall be made by independent legal counsel if the Board so directs or if the Board is not empowered by the statute to make such determination.

8.2 Advance of Expenses: Expenses incurred by such person in defending any such action, suit or proceeding may be paid by the Chapter in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Chapter.

8.3. Indemnification Not Exclusive: The foregoing indemnification shall not be deemed exclusive of any other right to which one indemnified may be entitled, and shall inure to the benefit of the heirs, executors and administrators of any such person.

8.4 Insurance and Other Indemnification: The Chapter Board of Directors shall have the power (a) to purchase and maintain, at the Chapter's expense, insurance on behalf of the Chapter and on behalf of others to the extent that power to do so has been or may be granted by statute, and (b) to give other indemnification to the extent not prohibited by law.

ARTICLE IX

AMENDMENTS

9.1. Amendments: Upon the recommendation of a majority vote of the entire Chapter Board of Directors then in office, a majority of the members of the Chapter present and entitled to vote at any meeting of members may amend, alter, repeal or adopt new Bylaws, provided that notice of any proposed amendment or a summary thereof shall have been given to each Director or member not less than thirty (30) days prior to the date of the meeting, and that the proposed amendment, before becoming effective, has been approved by the IARP Board of Directors.