

Bylaws of the American Rehabilitation Economics Association

ARTICLE I. Offices

The principal office of the American Rehabilitation Economics Association (AREA) shall be located at the office of the President or the Secretary/Treasurer. AREA may have such other offices, as the Board of Directors may determine or as the affairs of AREA may require from time to time.

ARTICLE II. Governing Bodies

AREA shall have a Board of Directors, an Assembly, a Certification Committee, a Publications Committee, and an Ethics Committee. Other committees shall be assigned by the President with the approval of the Board of Directors as the need arises.

ARTICLE III. Board of Directors

Section 1: General Powers. The affairs of AREA shall be managed by its Board of Directors. The functions of the Board of Directors shall consist of: Planning a budget for the coming year and presenting it to the Assembly; authorizing a yearly review of the financial records, authorizing an audit or compilation by a certified public accountant, when necessary, and presenting the review and/or accountant's report to the Assembly; authorizing the President to appoint committees; authorizing affiliations with other professional associations and assigning official representatives to these; supervising the elections of the officers of AREA; acting upon the policies and programs adopted by the Assembly; reviewing proposed amendments to the Bylaws and policies recommended by the various committees and recommending these to the Assembly; approving the appointment of individuals to the various committees; filling the unexpired term of the President-Elect in case of vacancy; offering an initial slate of candidates for elected positions each year to the membership; establishing the date and place for the convening of the Annual Meeting and canceling the meeting in case of an emergency; and establishing a proper disciplinary action against those members who are found to be engaged in unethical practices by the Ethics Committee, according to the AREA Ethics Complaint Process. The Board of Directors shall establish annual dues for the professional, associate, and student membership categories.

Section 2: Number, Tenure and Qualifications. The Board of Directors shall consist of the President, Past President, President-Elect, Vice President of External Affairs, Vice President of Internal Affairs, two (2) At-Large Members, and a Secretary/Treasurer. The President-Elect serves a three (3)-year cumulative term; the Vice Presidents each serve a two (2)-year term; and the At-Large members serve staggered two (2)-year terms. The Secretary/Treasurer serves as a non-voting member under a renewable one (1) year contract if hired, or a voting member if elected to a two (2)-year term. The President-Elect must be certified or registered by AREA to qualify for election. Board members who fail to perform their duties as stated can/will be removed from office by a three-fourths (3/4's) vote of the Board of Directors.

Section 3: Regular Meetings. A regular Annual Meeting of the Board of Directors shall be held concomitant with the Annual Symposium of AREA (see Article IX). The Board of Directors may provide by resolution the time and place for the holding of additional, regular meetings of the Board without other notice than such resolution.

Section 4: Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location as the place for holding any special meeting called by them. Whenever possible, telephone conferences should be held in lieu of special meetings.

Section 5: Notice. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally, by mail, or sent by fax to each Director at his/her address or fax number as shown by the records of AREA. If mailed, such notice shall be deemed to be delivered when deposited in the mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of each meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6: Quorum. A majority of the active Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 7: Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 8: Compensation. With the exception of the Secretary/Treasurer, who may, as agreed by the Board receive pay for work done on behalf of AREA, the Directors shall not receive salaried compensation for their services. At the same time, nothing herein contained shall be construed to preclude any Director from serving AREA in any other capacity and receiving compensation therefor. AREA-related travel expenses may be reimbursed if the Board of Directors majority approves such a transaction.

Section 9: Informal Action by Directors. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE IV. The Officers

Section 1: Officers. Officers of AREA are the elected members of the Board of Directors.

Section 2: Elections. The election process is intended to provide the greatest membership involvement and participation. Elections shall be held annually in the following manner. The election of officers shall take place before AREA's Annual Meeting. A slate of candidates will be announced by the Past President. Ballots and candidate statements will be sent to all members sixty (60) days prior to the Annual Meeting, which members will return with proof of identification (e.g. signature, identifying fax or email address), to the Past President. Ballots will be collected and tabulated at the Annual Meeting. Only those ballots received by the Past President two (2) weeks before the Annual Meeting will be included in the voting process. The vote so taken will be considered final. Elected officers assume their respective positions on July 1 of the same year as elected. Members must be current in their dues in order to be nominated for a position or to vote in the elections.

Section 3: Vacancies. The offices of the President and Past President shall be filled by the immediately-previous President-Elect and President, respectively.

Section 4: President. The President shall be the executive officer of AREA, as well as Chair of the Board of Directors. He/she shall supervise and provide leadership for all of the actions of AREA.

The President shall make all appointments necessary to fill all unexpired terms of officers on the Board of Directors, with the exception of the President-Elect, and shall appoint all committees for which provision has not been made in these Articles. If the President is unable to complete his/her term of office, the President-Elect shall fill his/her office. The President shall submit, to the Assembly, an annual report at the Annual Meeting of AREA.

Section 5: President-Elect. The President-Elect must be a CEA, CRE, FVE, or RFE in good standing to qualify for election. The duties of the President-Elect shall include helping to organize and plan all conventions, seminars, and the Annual Symposium of AREA. The President-Elect shall also assume primary responsibility for the processes of certification and conference registration.

Section 6: Past President. The Past President shall act as the Deputy Chair of the Board. He/she will have primary responsibility for administering annual Board elections, including nominations, vote counting, and membership notification. He/she shall forward the voting ballots to the President for ratification prior to membership notification. The Past President shall also assume other duties as needed from time to time.

Section 7: Vice President of External Affairs. The Vice President of External Affairs shall be a member of the Board of Directors and the Publications Committee. He/she shall be responsible for the coordination, development and printing of the organization's newsletter with editorial review and approval by the President, and shall supervise all membership drives. He/she may also be asked to oversee other publications and materials authorized by the Board of Directors.

Section 8: Vice President of Internal Affairs. The Vice President of Internal Affairs shall be a member of the Board of Directors. He/she shall act as the Chair of the Ethics Committee and work with the President-Elect to organize planning for all conventions, seminars, and the Annual Symposium of AREA.

Section 9: Secretary/Treasurer. The Secretary/Treasurer can be either a voting (if elected) or non-voting (if contracted to provide services) member of the Board of Directors. He/she has responsibility for coordinating and maintaining all of the organization's secretarial and financial affairs, under the supervision of the Board of Directors. General duties will typically include taking minutes at meetings, making deposits, handling accounts payable/accounts receivable, keeping computerized membership and financial records, budgetary planning, annual tax preparation, and submitting a financial report to the Assembly at the annual Symposium of AREA. He/she will in general perform all the duties incident to the office of Secretary/Treasurer and such other duties as may be periodically assigned by the Board of Directors.

Section 10: At-Large Board Member. Two (2) At-Large Board Members shall be elected from the Assembly. Each will serve for two (2) years, with the term of one starting in an even year, and the term of the other starting in an odd year. Priority will be given to members who are dual members of AREA and other selected professional groups. At-Large Board Members have full voting rights on the Board of Directors. They actively promote cooperation and linkages with other professional organizations and groups, and attempt to enhance AREA's standing in the professional community.

ARTICLE V. Assembly

Section 1: General Powers. The Assembly is the policy making body of AREA, and consists of all voting members. The Assembly shall confer during the Annual Meeting of AREA. Voting members present at that Annual Meeting will constitute a quorum. The functions of the Assembly shall consist of: hearing reports upon and adopting policies concerning affairs of AREA, reviewing the budget, voting in elections, adopting and amending AREA's Bylaws.

Section 2: Membership Privileges. Privileges of membership shall include:

- a) a subscription to all periodical publications of AREA;
- b) the right for professional members to vote in the election of AREA officers;
- c) the right for professional members to serve as appointees to AREA committees; and
- d) the right for full members to serve as elected officers of AREA if appropriately qualified.

ARTICLE VI. Committees

Section 1: Publications Committee. The Publications Committee shall be chaired by the Vice President of External Affairs who, through the approval of the Board of Directors, will appoint editors for the newsletter and journal who will serve on the Publications Committee. The Committee shall act as an editorial board and oversee all AREA publications.

Section 2: Ethics Committee. The ethics committee shall consist of the Vice President of Internal Affairs and two (2) members assigned by the President. The duties of the committee shall consist of formulating ethical policies for AREA and presenting these policies to the Board of Directors; determining the need for hearings into possible unethical practices by members; conducting any hearings when accusations of unethical practices are found to be valid; and making a report to the Board of Directors that shall be limited to the findings of the hearings, but which shall not make any recommendations concerning disciplinary action. Once the Ethics Committee has decided that a hearing is warranted, it will inform the parties involved and establish a date for the hearing that shall be no less than thirty (30) days after notification has been made.

Section 3: Certification Committee. The Certification Committee shall consist of three (3) sections; the Certification in Earnings Analysis (CEA), the Registry in Forensic Economics (RFE), and the Registry of Forensic Vocational Experts (FVE). The President-Elect shall chair this committee at the direction of the President, and oversee all issues and procedures related to certification. The duties of the Certification Committee shall consist of overseeing the respective certification or registry process, reviewing credentials, evaluating work products, conducting examinations, overseeing the grading of the examinations, and promptly communicating results to the candidates, the President, and the Secretary/Treasurer. All decisions are final.

Section 4: Reports of the Committees. The reports of all committees shall be made to the Board of Directors, and these reports shall be made available to the Assembly.

ARTICLE VII. Contracts, Checks, Deposits, and Funds

Section 1: Contracts. The Board of Directors may authorize any officer or officers, agent or agents of AREA, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of AREA, and such authority may be general or confined to specific instances.

Section 2: Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of AREA, shall be signed by the President, the immediate Past President, or the Secretary/Treasurer with previous approval of the President. Any check/draft over \$500 requires written approval from the President or the immediate Past President before it may be dispersed.

Section 3: Deposits. All funds of AREA shall be deposited from time to time to the credit of AREA in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4: Gifts. The Board of Directors may accept on behalf of AREA any contribution, gift, bequest, or devise for the general purposes or for any special purpose of AREA.

Section 5: Loans. No loans shall be contracted on behalf of AREA and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

ARTICLE VIII. Books and Records

AREA shall keep correct and complete books and records of account and shall also keep Minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of AREA may be inspected by any Director, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX. Waiver of Notice

Whenever any notice is required to be given under the provisions of the home office State Nonprofit Corporation and Cooperative Association Act or under the provisions of the Articles of Incorporation or the Bylaws of AREA, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time states therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X. Annual Meeting

Section 1: Annual Meeting. The Annual Meeting of AREA shall be held during the spring of each year for the purposes of electing Directors and for the transaction of the pre-approved Board Agenda. The President, or an authorized Board representative, shall preside over the meeting. The day fixed for the Annual Meeting each year shall be determined by the Board of Directors with sufficient notice provided all interested parties.

Section 2: Special Meeting. Special meetings of AREA, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of not less than one-tenth of the members of AREA entitled to vote at the meeting.

Section 3: Place of Meeting. The Board of Directors may designate any place, as the place of meeting for any Annual Meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all members of AREA entitled to vote at a meeting may designate any place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of AREA. Special meetings for the Board may be via teleconference when possible.

Section 4: Notice of Meeting. Written notice stating the place, date, and hour of the meeting and, in case of special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary/Treasurer, or the persons calling the meeting, to each member of AREA of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at his/her address as it appears on the books of AREA, with postage thereon prepaid.

Section 5: Voting Lists. The officer or agent having charge of the books of AREA shall make a complete list of the members entitled to vote at each meeting or any adjournment thereof, arranged in alphabetical order. Such list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting for the purposes thereof.

ARTICLE XI. Journal

AREA may publish a journal devoted to topics and research of specific interest to members. This publication shall be considered an official publication of AREA, and AREA shall hold all rights. The editor of the journal shall be appointed by the Vice President of External Affairs with the approval of the Board of Directors.

ARTICLE XII. Fiscal Year

The fiscal year of AREA shall be from October 1 to September 30.

ARTICLE XIII. Amendments

A recommendation of the Board of Directors and a two-thirds (2/3's) vote of Assembly may amend these Bylaws. As under Article V, voting members who participate will constitute a quorum. Notice of such a proposed amendment must be made to the members of the Assembly, through either a general mailing to all members of the Assembly, or through the publication of the proposed amendment featured prominently in one of the periodicals of AREA. Notification must be made not less than sixty (60) days prior to the vote being taken.