

Proposed Amendments to NARRTC By-Laws, March 2025

In compliance with Article XIII – Amendment of By-Laws, this document was developed to advise the membership of proposed changes to the NARRTC By-Laws in preparation for electronic voting. These changes have been discussed and approved by the Executive Committee. Please read through the document so that you can be familiar with the proposed changes. You can email any of the Officers if you have questions about the proposed amendments.

The By-Laws are posted on the NARRTC website: <https://narrtc.org/sample-page/about/by-laws/>

[Article I – NAME](#) (N/A)

[Article II – PURPOSE](#) (clarification to spell out NIDILRR)

[Article III – OBJECTIVES](#) (N/A)

[Article IV – MEMBERSHIP](#) (clarify Section 2, Individual Members)

[Article V – BOARD OF GOVERNORS](#) (delete VP, Treasurer)

[Article VI – BOARD OF GOVERNORS EXECUTIVE COMMITTEE](#) (delete VP, Treasurer; add all committee chairs)

[Article VII – OFFICERS](#) (delete VP, replace Treasurer, clarify succession to President)

[Article VIII – STANDING COMMITTEES](#) (edits to Program Chair, Membership Chair)

[Article IX – SPECIAL AD HOC COMMITTEES](#) (N/A)

[Article X – ANNUAL MEETING](#) (clarify committee references)

[Article XI – RULES AND REGULATIONS](#) (N/A)

[Article XII – BUSINESS OFFICE, EXECUTIVE DIRECTOR AND STAFF](#) (add Fiscal Manager)

[Article XIII – AMENDMENT OF BY-LAWS](#) (N/A)

[Article XIV – DISSOLUTION OF NARRTC](#) (N/A)

[Article XV – CORPORATE SEAL](#) (Delete)

This document shows the amended By-Laws, if the revised language for all three amendments were to be accepted.

Article I – NAME

The name of this organization is the NARRTC. It was founded as and formerly known as the National Association of Rehabilitation Research and Training Centers.

Article II – PURPOSE

The purpose of this organization is to improve the quality of life and independence of life choices and the inclusion of persons with disabilities and their families through relevant research, training, technical assistance, knowledge translation, development and demonstration activities that are conducted in a comprehensive coordinated effort by current projects supported through

the National Institute on Disability, Independent Living, and Rehabilitation Research (NIDILRR).

Article III – OBJECTIVES

Within the stated purpose fall the following objectives:

- (a) To facilitate the conduct of rehabilitation research, training, dissemination, and service activities that improve the quality of life and empower persons with physical or mental disabilities.
- (b) To promote inter-center information exchange, cooperative planning of program strategies, and collaborative research and training activities.
- (c) To identify areas of investigation relevant to needs of persons with disabilities, to implement problem solutions through systematic research and service demonstrations and assure research dissemination and utilization.
- (d) To identify common training needs; to develop strategies for communication, collaboration and cooperation among centers; to assure sharing of program information, didactic methods, and learning resource materials; to meet regional and national needs for training programs and to avoid unwarranted duplication of effort.
- (e) To provide a forum for discussion, debate and development of effective plans of action toward achieving the objectives of NARRTC.
- (f) To cooperate by consultation, liaison, and collaboration with consumers and federal, regional and state representatives responsible for administering programs for rehabilitation delivery systems that benefit citizens with disabilities.
- (g) To design and recommend principles and procedure to aid federal legislative, fiscal and administrative policymakers in developing optimal and cost-effective support of research and training center activities.

Article IV – MEMBERSHIP

Recognizing that the NARRTC is an association of designated institutional projects, the NARRTC shall be composed of the following categories of general membership: PROJECT and INDIVIDUAL.

Section 1. Project Members

Active membership shall include all current NIDILRR-supported contract, grant, and cooperative agreement projects with a budget of at least \$100,000 per year, including all funding priorities

and project types such as: a) Disability and Rehabilitation Research Projects, b) Rehabilitation Research and Training Centers, c) Americans with Disabilities Act Technical Assistance Projects, d) Model Systems of Care (Brain, Burn, Spinal Cord Injury), e) Rehabilitation Engineering Research Centers, f) Small Business Innovation Research, g) Field-Initiated Projects, and h) Advanced Rehabilitation Research Training Projects. If project types are added they will be automatically included under the umbrella of “NIDILRR-supported” projects.

Each active member project shall have one vote in the meetings of the Board of Governors, such vote to be cast by the Project Director (or his or her designee) present at the time and place of meeting. Henceforth in these By-Laws, the ‘Board of Governors’ refers to the group of active Project Directors/Members who have joined the Association and have paid their dues. In the case of multi-sited projects or consortia, the single vote will be cast or delegated by the one individual who is considered the Project Director by NIDILRR.

Section 2. Individual Members.

Individual membership shall be available to those persons engaged in scientific, clinical, educational, administrative or advisory activities to the mission of NARRTC and the rehabilitation and independent living of persons with disabilities. Individual members will be accepted for membership after review by the Membership Committee and the President who together will make a determination as to whether the person is engaged in the activities described above. Individuals who have been awarded NIDILRR-supported Merit or Distinguished Fellowships shall be invited to become individual members following completion of their fellowship.

The role of individual members is advisory; final actions are taken by the Board of Governors (Members of NARRTC). Individual members shall be entitled to participate in discussion, debate and presentation at the time and place of meetings of the general membership. They shall have a right to advisory vote on nominations, resolutions, and committee reports brought before the general membership prior to final action by the Board of Governors (Members of NARRTC). They shall have full rights of membership, participation and vote in any committees to which they are duly appointed by the President.

Section 3. Active Membership.

Only those federally designated projects and individual members that pay NARRTC dues in a timely fashion shall be considered “active.” Any project or individual member that fails to pay NARRTC dues within 6 months of the initial dues notice shall be considered inactive.

Article V – BOARD OF GOVERNORS

The business of the corporation shall be managed and its corporate powers exercised by the Board of Governors (Active Members of NARRTC) with three (3) or more members, comprised of:

(a) The Director of each active member project.

(b) The Officers of the NARRTC: the President, the President-Elect, the Past-President, and the Secretary.

(c) The Chairpersons of all functioning NARRTC committees, whether standing or ad hoc.

Section 1. Voting Rights

Each of the active member centers shall have one vote to be cast by the Project Director or his or her designee. The Officers and Chairpersons shall serve ex officio without right of additional vote beyond that which they might cast by right of delegation on behalf of the active member project (active member means member in good standing with respect to the payment of dues).

Section 2. Terms of Service and Powers

The term of service for the Board of Governors for Center Directors will be for the duration of appointment as Project Director at the member project as long as the project maintains active status in NARRTC. The term of service for Officers and Chairpersons shall be for the period actively serving in elected office.

The Board of Governors (Members of NARRTC) shall have full power to establish policy and execute the programs of the NARRTC after due consideration of all committee reports and studies of recommendations and resolutions of the general membership.

Section 3. Meetings.

The Board of Governors (Members of NARRTC) and the committees thereof may hold their meetings at such places as the Board of Governors or the committee may from time to time determine. Participation in a meeting by communication methods whereby all persons can interact with each other at the same time shall constitute presence in person at a meeting.

(a) ANNUAL MEETINGS. The Board of Governors (Members of NARRTC) shall meet at each annual assembly of the NARRTC and at such other times as the President may convene the board after one month advance notice for non-emergency meetings. In urgent matters, the President may call a meeting of the Board giving whatever advance notice is possible and reasonable for due representation. A quorum shall consist of a simple majority of the active member projects represented at any annual meeting.

(b) CONDUCT OF BUSINESS WITHOUT MEETINGS. To the extent authorized by the state in which NARRTC is incorporated, any action of the Board of Governors or its committees may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board or the Committee, including by electronic mail. Such consent shall have the same effect as a vote at a duly called meeting.

- (c) TELEPHONE/VIRTUAL MEETING. To the extent authorized by the state in which NARRTC is incorporated, any meeting of the membership, Board of Governors, or committees may be held by telephone conference call or using a virtual meeting platform.

Section 4. Indemnity.

Each member of the Board of Governors and each officer of the corporation, present and future, in consideration of his or her services as such shall be indemnified by the corporation against all costs and expenses, including amounts paid in settlement (other than payments to the corporation itself), reasonably incurred by him or her in connection with any action, suit, or proceeding, civil or criminal, to which he or she may be a party (or threatened to be made a party) by reason of any action heretofore or hereinafter taken or omitted to be taken by him or her in his or her capacity as such member of the Board of Governors or officer to the greatest extent allowed by law.

Article VI – BOARD OF GOVERNORS EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Officers of the NARRTC, the Fiscal Manager, the chairs of the permanent and Ad Hoc committees, and six additional Members-at-Large who shall be elected at the Annual Meeting by the Board of Governors, from among the Project Members. Members-at-Large shall be elected for 3-year terms with right of succession to an additional term if re-elected. Terms are staggered such that two Members-at-Large will be elected each year.

The Executive Committee shall meet at least twice annually on call of the President. One of these meetings shall be at the time of the annual assembly. The Executive Committee shall exercise all powers of the Board within the policies established by the Board in order to implement the administrative affairs of the NARRTC on an interim basis throughout the fiscal year.

Article VII – OFFICERS

The officers of the NARRTC shall be a President, President-Elect, Past-President, and Secretary. The Officers shall have the rights and duties assigned to them in the succeeding Sections of this Article in addition to those which may be provided elsewhere in these By-Laws or its Rules and Regulations.

At the business meeting of the annual assembly, the represented project members shall elect by simple majority the Officers for the ensuing year. Each officer shall assume office at the conclusion of the business meeting and shall serve until a successor is duly elected. The term of office for the Past-President and President shall be two years. The term of office for the President-Elect shall be one year. The term for the Secretary shall be three years with right of succession to an additional term if re-elected. Elections for the office of President-Elect shall be held at the end of the President's first year.

At the conclusion of the annual meeting of the President's second year in office, the President-Elect shall succeed to the office of President automatically without vote and the President to the office of Past-President.

Vacancies occurring in these offices before expiration of term may be filled by appointment of the Board of Governors until the next regular annual business meeting at which time the project members shall elect successors.

In case of absence from the annual meeting by the President, or resignation prior to completion of an elected term, succession to presiding officer shall be Past-President, President-Elect, Secretary, or Board-appointed Presiding Officer pro tempore. In the event that a member of the Executive Committee is unable or unwilling to fulfill the obligations of his or her office, the President will, after consulting with the remaining members of the Executive Committee, ask that member to resign. If the Executive Committee member is unwilling to resign, the member can be required, by majority vote of the remaining members, to have that individual removed from office.

Section 1. President.

The President shall be the chief executive officer and spokesperson for the NARRTC. The following rights and duties devolve on the President:

- (a) To call and preside at all general and business meetings of the NARRTC, the meetings of the Board of Governors, and the meetings of the Executive Committee.
- (b) To communicate to the membership such matters and make such suggestions as may tend to promote and increase the usefulness and welfare of the NARRTC.
- (c) To deliver an address at the annual assembly, setting forth plans and accomplishments of the NARRTC.
- (d) To appoint Chairs and members of the Standing Committees as specifically set forth in these By-Laws and Rules and Regulations.
- (e) To appoint any such special, or ad hoc committees or task forces as deemed necessary, the duties and functions of which will not overlap on duties and functions of any committee.
- (f) To perform the function of spokesperson in all representations of the NARRTC or to delegate this responsibility specifically in each instance to a qualified individual.
- (g) To perform such other duties as are necessary to the Office of President.

Section 2. President-Elect.

The President-Elect shall serve for one year, during the second year of the President's term. The President-Elect will assist the President in the discharge of all duties delegated by the President while also seeking to obtain the greatest possible acquaintanceship with the membership affairs and individual and national trends related to NIDILRR funding. The purpose of this position is to enable effective transition to the Office of President when succession occurs.

Section 3. Past-President.

The Past-President shall serve as Chairman of the Nominating Committee and member of the Executive Committee. In the event of interim vacancy of the Office of President, the Past-President shall succeed to the Office of President until elections are held at the next annual meeting.

Section 4. Secretary.

The Secretary shall keep a correct and permanent record of the meetings and transactions of the general membership, the Board of Governors and the Executive Committee and present the same as directed at any meetings. The Secretary shall receive copies of all correspondence and reports of the association and maintain a permanent file thereof. The Secretary shall issue notices of meetings upon direction of the President, keep the membership informed of actions of the association and perform all other duties that usually pertain to the Office of Secretary including handing over all documents, papers and records to the successor to Office of Secretary.

Article VIII – STANDING COMMITTEES

The Standing Committees of the NARRTC general membership shall be the following:

(a) Nominating,	(b) By-Laws and Rules and Regulations,
(c) Program Committee,	(d) Research,
(e) Knowledge Translation (KT)/Training,	(f) Legislation,
(g) Membership	

These Standing Committees shall be appointed annually by the President, shall be so constituted as to assure beneficial representation of all interests of the general membership, and shall embody a rotational system in such manner as to assure both continuity and renewal of their composition and activities. The Standing Committees shall be empowered to deliberate, formulate plans and submit all reports for consideration by the Board of Governors and final executive action by the President. The Standing Committees shall be empowered to circulate and

present reports of their deliberations to the general membership at the time of the annual assembly and/or by other less formal means of communication.

Section 1. Nominating Committee.

The Committee shall consist of at least three (3) members in good standing of the organization including the Chairperson who shall be the Past-President. The other members shall be appointed by the President. The term of service for the members shall be one year. The Committee shall, at the annual business meeting for the association, present a slate of nominees for the offices of President-Elect, Secretary, and Members-at-Large as appropriate in accordance with Article VII of these By-Laws.

Section 2. By-Laws and Rules and Regulations Committee.

The Committee shall consist of at least three (3) members in good standing of the organization so appointed that annually one new member shall be appointed by the President to serve a three-year term except that in the first year of enactment of these By-Laws, three members shall be appointed to serve respectively for one-, two-, or three-year terms. The Chairperson shall be appointed by the President from among the Committee members to serve during the tenure of the appointing President. It shall be the duty of the Committee to:

- (a) Preserve these By-Laws, and any Rules and Regulations appended to but not part of these By-Laws, to ensure integrity with the purpose of the association, legality and internal consistency.
- (b) Identify discrepancies between policies adopted and the By-Laws, Rules and Regulations and make appropriate recommendations to the President.
- (c) Receive recommended revisions for consideration in amendment.
- (d) Develop, prepare and present desired modification in appropriate form for membership action.

Section 3. Program Committee.

The Committee shall consist of at least three (3) members in good standing of the organization appointed by the President for a term of one year or, in the case of delayed appointments, until the close of the annual meeting following their appointment. The appointees shall be representative of the various interests within the association.

The Chairperson shall be appointed by the President and will plan for, organize, supervise, and make all necessary arrangements for the annual NARRTC meeting. These include program logistics (e.g., securing venue, room block, assistive technology, accessibility, catering, and assisting in organizing rooms), program tasks (e.g., putting out the call for proposals, finding and recruiting keynote speakers, selecting and organizing presentations, assisting in room assignments and scheduling), and managing program activities during the meeting (e.g., running

registration, connecting presenters with technical assistance, arranging for speaker introductions and meeting announcements) Program chair duties may be shared between co-chairs, as approved.

Format and content shall be determined by the Committee to meet the broad spectrum of purposes and professional interest of the membership and constituents served by the Association.

Section 4. Research Committee.

The Committee shall consist of at least three (3) members in good standing of the organization appointed by the President following nomination of a slate of candidates by the Directors of Research or designates in annual assembly. They will serve for one year or, in the case of delayed appointments, until the close of the annual meeting following their appointment. Committee members may be reappointed for as many as five years in succession but must be off Committee one year before eligible for another term. The Chairperson shall be nominated by the Committee itself and will be duly appointed by the President. The Chairperson shall be a member of the Board of Governors and Executive Committee during the term of appointment of Chairperson. The Chairperson may be reappointed for as many as three successive years but must vacate the chair for one year before being reappointed. The Research Committee shall have responsibility for recommending, by annual report, to the Board of Governors and the President, policies and activities that will assure that the objectives stated in Article III of these By-Laws are met. When approved by Board of Governors' action, the Committee will be responsible directly or by delegation to see that programs and activities are successfully conducted.

Section 5. Knowledge Translation (KT)/Training Committee.

The Committee shall consist of at least three (3) members in good standing of the organization appointed by the President, following nomination by the Directors of KT/Training or designates in the annual assembly. They will serve for one year or, in the case of delayed appointments, until the close of the annual meeting following their appointment. The Chairperson shall be nominated by the Committee and duly appointed by the President. The Chairperson shall be a member of the Board of Governors and Executive Committee during the term of appointment as Chairperson. Committee members may be reappointed for as many as three years in succession but must be off the Committee for one year before becoming eligible for another term. The Chairperson may be reappointed for as many as three successive years but must vacate the Chair for one year before being reappointed. The KT/Training Committee shall have the responsibility for recommending, by annual report, to the Board of Governors and the President, policies and activities that will assure that the Objectives stated in Article III of these By-Laws are met. When approved by the Board of Governors' action, the Committee will be responsible directly or by delegation to see that programs and activities are successfully conducted.

Section 6. Legislation Committee.

The Committee shall consist of at least three (3) members in good standing of the organization appointed by the President. The appointees shall be representatives of the various constituent interests within the Association. The Chairperson shall be appointed by the President from the

list of Committee appointees. The Chairperson shall be appointed for a period of one year and may be reappointed for as many as three successive years but must vacate the Chair for a minimum of one year before reappointment to another term. The Committee shall keep informed with respect to laws, court decisions, administrative rules, and proposed and pending legislation relating to rehabilitation research, training, services, manpower, facilities, financing and healthcare delivery services as they relate to the Objectives of the Association. It shall maintain liaison with appropriate Federal and private sector agencies responsible for health legislation, policy or regulations. On approval of the Board of Governors, specified representatives of the Association and the Committee will be requested by the President to appear as official spokespersons for the NARRTC to testify in matter of rehabilitation legislation. The Committee shall report to the Board of Governors and the membership on a regular and timely basis.

Section 7. Membership Committee.

The Membership Committee shall consist of at least three (3) members in good standing of the organization appointed by the President for a term of one year or, in the case of delayed appointments, until the close of the annual meeting following their appointment. The appointees shall be representative of the various interests within the association. The Chairperson for the Membership Committee shall be determined by the President. The Membership Committee Chair shall solicit dues and shall keep current a standing register of active project members and have available a copy of the roster containing names, addresses and telephone numbers. The Committee shall focus on the recruitment of new members and the broad purposes and interests of the NARRTC membership and constituents served by the Association.

Article IX – SPECIAL AD HOC COMMITTEES

The President shall have the power and responsibility to appoint any additional ad hoc committees required to serve the Association's needs. The tenure of ad hoc committees is for the term of office of the President who appoints the committee. The ad hoc committees shall be provided a specific charge by the President at the time of appointment and will report all findings and recommendations to the President for consideration by the Board of Governors. An ad hoc committee may become a standing permanent committee only by amendment of By-Laws.

Article X – ANNUAL MEETING

The NARRTC shall meet in annual assembly of the membership at which time a business meeting shall be held for the purpose of: 1) election of members to succeed officers and 2) conducting the affairs of the Association in accordance with its stated purpose and these By-Laws. An informational, education, discursive and problem-solving program should be an integral part of the Annual Meeting. The time and place should be set by the Board of Governors for at least one year in advance so that adequate planning and arrangements can be developed. The membership shall receive timely notice of business meetings, which shall be conducted in accordance with Robert's Rules of Order.

Article XI – RULES AND REGULATIONS

Section 1. For the purpose of establishing detailed procedures for effective adherence to the intent and directive of these By-Laws, there shall be appended to these By-Laws, but not an integral part thereof, Rules and Regulations which shall be developed by the By-Laws and Rules and Regulations Committee to respond to circumstances of need, time and place.

Section 2. Introduction, ratification and amendments to the Rules and Regulations can be accomplished at any regular business meeting of the membership of the NARRTC by the affirmative vote of at least two-thirds of the Project Directors (or his or her designee) present and voting. The proposed rule, regulation or amendment to the Rules and Regulations must be disseminated in writing or read to project members on a day previous to the day on which the rule or regulation is voted on. The President of NARRTC may, from time to time, as needed, ask for an electronic vote from the Board of Governors (Members in good standing of NARRTC) outside of the annual meeting. Electronic voting will be accomplished by contacting each active member in good standing of NARRTC outlining the proposed rule, regulation, or amendment and requesting an electronic vote

Article XII – BUSINESS OFFICE, EXECUTIVE DIRECTOR AND STAFF

At such time as the Board of Governors determines a need and the NARRTC is able to finance a Central Office for the conduct of the affairs of the Association, these By-Laws allow for developing such an office. This includes employment of staff, acquisition of facility and financing operations in accordance with responsible fiscal policy. The will of the membership expressed by approval of a new provision within the Rules and Regulations is required before establishing such an office and setting standards and limitations for the activities of the office.

Section 1. Fiscal Manager.

The office of Treasurer was eliminated and the duties assigned to a Fiscal Manager, to be appointed by the President and approved by the Executive Committee. The Fiscal Manager shall be custodian of all funds of the association and shall be accountable for their safekeeping as well as maintain the organization's legal obligations as a non-profit organization. This position shall be compensated at a rate established by the Executive Committee. The Fiscal Manager serves as a member of the Executive Committee and shall:

- (a) Receive funds submitted to pay any dues, fees, and all other money due the association, give appropriate receipts and disbursements, submit records for audit annually by the Board of Governors or its agent, and make a full and comprehensive report of finances of the association to the Board of Governors and general membership at the annual assembly.
- (b) Pay out money on behalf of the Association's obligations in the following ways: i) the Fiscal Manager shall have the authority to apply for and maintain a credit card in the

association's name and to use that credit card for duly approved expenses in relation to the annual meeting or approved expenses for the operation of the association; ii) the Fiscal Manager shall have the authority to pay for expenses via an electronic funds transfer, check, or credit card as long as those expenses have been approved by the President. An email approval from the President to pay an expense constitutes an approval. A second signature for payment of expenses is not required.

- (c) The Fiscal Manager shall also maintain a good and sufficient insurance policy for the safekeeping of the funds of the organization.
- (d) Fiscal Manager shall prepare and maintain relevant tax documents and file appropriate reports on behalf of the organization.
- (e) The Fiscal Manager shall be responsible for maintaining the organization's 501(3)(C) status with the IRS as well as required non-profit status filings and reports required by the jurisdiction where NARRTC is registered.
- (f) The Fiscal Manager shall prepare the organization's books and financial status for review by the President on a quarterly basis.
- (g) Receive, disburse, and prepare full financial reports on gifts and grants which may be forthcoming to the association after full audit by the Board of Governors or its agent.

Article XIII – AMENDMENT OF BY-LAWS

These By-Laws may be amended in whole or in part at any annual business meeting by a two-thirds affirmative vote of Project Directors (or his or her designee) present and voting, provided that the proposed amendment has been presented with notice in writing to all voting members at least 30 days prior to the annual business meeting. The President of NARRTC may, from time to time, as needed, ask for an electronic vote from the Board of Governors (Members in good standing of NARRTC) outside of the annual meeting. Electronic voting will be accomplished by contacting each active member in good standing of NARRTC outlining the proposed rule, regulation, or amendment and requesting an electronic vote.

Article XIV – DISSOLUTION OF NARRTC

- (a) In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive public purpose.
- (b) Notwithstanding any other provision of these By-Laws, this corporation shall not carry on any other activities not permitted by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any

future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any corresponding provision of any future Internal Revenue law.

(c) Notwithstanding any other provisions of these By-Laws, the purposes for which the corporation is formed are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Revised, April 2025