

THE ASSOCIATION OF REHABILITATION PROGRAMS IN COMPUTER TECHNOLOGY

Constitution and Bylaws

(as amended ~~April 15, 2019~~)

Deleted: May 15, 2013

ARTICLE I: NAME

The name of this organization shall be the Association of Rehabilitation Programs in Computer Technology (ARPCT).

ARTICLE II: PURPOSE

The purpose of the Association of Rehabilitation Programs in Computer Technology, hereafter referred to as ARPCT, is to promote communication and support between and among programs designed to train ~~or assist~~ persons with disabilities in areas related to computer technology, ~~information processing, and personal development.~~

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ARTICLE III: PRINCIPAL OFFICE

The principal office of the ARPCT will be the mailing address of the current Treasurer.

ARTICLE IV: MEMBERSHIP

Section 1: Classes of Membership

- a) Member Program: A training program with a dedicated component for ~~persons~~ with disabilities in computer-related skills. Member Programs have access to Skillsoft ~~content through ARPCT, are eligible to participate in the Skillsoft Scholarship program,~~ and voting rights at the Annual Business Meeting.

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- b) Associate Member: An individual who is interested in supporting the purpose of the organization. No access to Skillsoft content.
- c) Foundation Sponsor: A company or an individual making significant financial or material contribution to the ARPCT.

Section 2: Eligibility for Membership

- a) Any training program, either nonprofit or for profit, that can demonstrate a dedicated component for training people with disabilities, is eligible to apply for membership as a Member Program.
- b) Any interested individual who supports the purpose of the ARPCT may apply for membership as an Associate Member.
- c) Any individual or organization making significant financial or material contributions to the ARPCT may apply as a Foundation Sponsor.

Deleted: d) Organizational Member: A business, vendor, organization or association that supports the purpose of ARPCT. Membership fee will be the same as that for Program Member. Organizational Members can attend the Annual Conference as members (but without voting rights), and do not receive benefits from Foundation Sponsors.¶

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Section 3: Membership Procedure

- a) Application for membership or sponsorship shall be made to the ARPCT.
- b) All applications for membership or sponsorship in the ARPCT shall be subject to approval by the Executive Committee.
- c) The Executive Committee may discontinue the membership or sponsorship of any individual or organization that has not continued to meet the membership or sponsorship requirements.

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ARTICLE V: ANNUAL CONFERENCE

Section 1: Description of Annual Conference

There will be an Annual Conference of the ARPCT membership during the second quarter of each calendar year, or at any other time approved by the Executive Committee. This Annual Conference will be held for the purpose of exchanging information, reports, and ideas.

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Section 2: Annual Conference Guidelines

The Executive Committee will establish and maintain guidelines for the Annual Conference procedures, site selection, and fees.

ARTICLE VI: OFFICIAL MEETINGS OF THE ARPCT

Section 1: Annual Business Meeting

- a) The Annual Business Meeting will take place during the Annual Conference. Each Member Program shall designate one person to serve as a representative to the ARPCT. This person shall represent his/her respective Member Program in all official and business dealings of the ARPCT and shall have the right to cast votes on behalf of his/her program at the Annual Business Meeting. Associate Members, and Foundation Sponsors do not have voting rights.
- b) All Members of the Executive Committee shall have one vote.
- c) A quorum for the Annual Business Meeting will be a simple majority of voting Members present.
- d) The Annual Business Meeting shall be open to all Members of the ARPCT.

Section 2: Meetings of the Executive Committee

- a) There shall be one regular meeting of the Executive Committee during the Annual Conference each year.
- b) The President shall convene regularly scheduled meetings of the Executive Committee at least quarterly and as needed.
- c) A quorum of the Executive Committee shall be a simple majority of the Executive Committee.
- d) All meetings of the Executive Committee shall be open to all members.

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Section 3: Powers of the Executive Committee

The Executive Committee shall have the power to conduct, manage, and control the affairs and business of the ARPCT. The Executive Committee shall have the power to make rules, standards and policies, not inconsistent with U.S. laws, and the ARPCT Constitution and Bylaws. They shall have the power to borrow money and incur indebtedness for the purposes of the ARPCT, and for that purpose, to cause to be executed and delivered promissory notes, bonds, debentures, deeds of trust, mortgages, pledges or other evidence of debt, securities, and property.

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Section 4: Action Without a Meeting

Any action within the powers of the Executive Committee may be taken without a meeting of the Executive Committee if a simple majority of the Executive Committee consent to the action.

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Section 5: Executive Committee Voting

- a) Each Executive Committee Member shall have one vote. No member may cast more than one vote.
- b) All decisions of the Executive Committee shall be made by a simple majority of a quorum of the Executive Committee, unless otherwise specified in these Bylaws.

Section 6: Compensation

Members of the Executive Committee shall serve without compensation.

ARTICLE VII: OFFICERS

Section 1: The Officers

The Officers of the ARPCT shall be the President, 1st Vice-President, 2nd Vice-President, Secretary and the Treasurer of the Executive Committee, and other Officers as the membership at the Annual Business Meeting or the Executive Committee may, from time to time, appoint.

Section 2: Qualifications for Office

The President, 1st Vice-President, 2nd Vice-President, Secretary, and Treasurer must each be a Member or Sponsor of the ARPCT.

Section 3: President of the Executive Committee

The President of the Executive Committee shall:

- a) be the chief executive officer of the ARPCT;
- b) have the general and actual management of the business of the ARPCT and shall see that all orders and resolutions of the organization are carried into effect;
- c) execute bonds, mortgages, and other contracts, except where the signing and execution thereof shall be expressly delegated by the Executive Committee to some other officer or agent;
- d) organize and chair all meetings of the Executive Committee;
- e) appoint all Committee Chairpersons from among the membership;
- f) perform such other duties as may from time to time be requested of him/her by the Executive Committee;

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Section 4: 1st Vice-President of the Executive Committee

The 1st Vice-President of the Executive Committee shall:

- a) serve as President in the event of the absence of the President;
- b) assist the President in organizing all organization meetings;
- c) carry out all the other tasks assigned by the President;
- d) become the President if the Office of President becomes vacant;

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Section 5: 2nd Vice-President of the Executive Committee

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The 2nd Vice-President of the Executive Committee shall:

- a) serve as President in the event of the absence of both the President and 1st Vice-President;
- b) assist the President in organizing all organization meetings;
- c) carry out all the other tasks assigned by the President;
- d) serve as Acting President if both the offices of the Office of President and 1st Vice-President should become vacant;

Section 6: Secretary of the Executive Committee

The Secretary of Executive Committee shall:

- a) attend all meeting of the organization and record all the proceedings of the meetings and distribute minutes of the said meetings;
- b) serve as a custodian of all official records of the ARPCT;

Section 7: Treasurer of the Executive Committee

The Treasurer of the Executive Committee shall:

- a) maintain records of and supervise receipt and distribution of all funds belonging to the ARPCT;
- b) prepare and distribute quarterly financial reports for Executive Committee and annual meeting;
- c) collect membership and registration dues and assist in collection of past-due memberships; maintain a database of membership information;

Section 8: Other Officers or Agents

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prepare a proposed budget and distribute to voting members in advance of Annual Business Meeting for approval by the membership at that meeting;¶

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The Executive Committee may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Executive Committee.

Section 9: Election of Officers

- a) A nominating Committee shall be appointed by the Executive Committee for the purpose of nominating at least one candidate for each Officer Position to be elected at the Annual Business Meeting. Additional nominees for each Office may be proposed during the Annual Business Meeting. All nominees must accept their nominations either in person or in writing prior to the election.
- b) At its Annual Business Meeting, the voting Members shall elect Officers for the subsequent term. Election shall be determined by the affirmative vote of a majority of the voting Members present.
- c) The Officers of the ARPCT shall hold office until their successors are chosen and qualified. Any Officer elected or appointed by the Executive Committee may be removed at any time by the affirmative vote of two thirds (2/3) of the Executive Committee.

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Section 10: Term of Office

These duly elected Officers shall serve from the end of the Annual Business Meeting at which they are elected until the end of the second subsequent Annual Business Meeting. All Officers shall serve a term of two years.

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Section 11: Vacancies

- a) A vacancy shall exist if an officer resigns prior to completing his/her term of office.
- b) In the event the Office of the President becomes vacant, the 1st Vice-President shall become the President for the remainder of the term of office. This President shall appoint another Member of the organization to serve as 1st Vice-President for the remainder of the term of office.

- c) In the event both the Offices of the President and of the 1st Vice-President become vacant, the 2nd Vice-President shall serve as Acting President until the membership at the Annual Business Meeting elects a new President and 1st Vice-President. This Acting President shall initiate said election immediately in accordance with the provisions of either Article VI, Section 2, Paragraph b or Article VI, Section 4.
- d) In the event of a vacancy in the Office of the 1st Vice-President, 2nd Vice-President, Secretary, or Treasurer, the President shall appoint Members to serve for the remainder of the term of office.
- e) The President shall notify all Members immediately whenever a vacated Office is filled by appointment. Any such appointment shall be subject to an objection by any voting Member within fifteen days of said notification. In the event an objection is made the President shall initiate an election to fill the vacated position in accordance with the provisions of either Article VI, Section 2, Paragraph b or Article VI, Section 4.

ARTICLE VIII: STANDING COMMITTEES

Section 1: Standing Committees

The Standing Committees of the ARPCT shall be Membership, Communications, and Conference Planning.

Section 2: Responsibilities of Standing Committees

- a) The Membership Committee shall be responsible for, but not limited to:
 - 1) Develop membership recruiting materials.
 - 2) Distribute organization and marketing material to prospective programs.
 - 3) Establish and maintain membership database.
 - 4) Assist in collection of past due membership fees.
- b) The Communications Committee shall be responsible for, but not limited to:

- 1) Newsletters, brochures, social media, eblasts, annual report, and organization's website.
- c) The Conference Planning Committee shall be responsible for, but not limited to:
 - 1) Coordinating, in cooperation with the Conference Host selected, the planning, implementation, agenda and evaluation of each Annual Conference.

Section 3: Committee Chairpersons

The President of the Executive Committee shall appoint Committee Chairpersons.

Section 4: Committee Members

Committee Chairpersons shall appoint Members to their respective committees.

Section 5: Special (Ad Hoc) Committees

The President of the Executive Committee shall have the power to appoint special committees and their Chairpersons as the need for such committees arises. These committees will have their areas of concern assigned to them by the President of the Executive Committee.

Section 6: Committee Organization and Operation

The Chairperson of each committee shall be responsible for the organization and operation of that committee and be responsible to the Executive Committee.

ARTICLE IX: DUES AND CONTRIBUTIONS

A Member will be billed for dues at the rate approved by the membership. Members are expected to pay their dues and failure to do so within 90 days of billing can result in removal from the association membership status and loss of access to Skillsoft content.

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ARTICLE X: LIMITATION OF LIABILITIES

Nothing herein shall constitute Members of the ARPCT as partners for any purpose. No Member or employee of the ARPCT shall be liable for the acts or failure to act on the part of any other Members, Officer, Agent, or employee of the ARPCT. Nor shall any Member, Officer, Agent, or employee be liable for acts or omissions to act arising out of willful misfeasance.

ARTICLE XI: GENERAL PROVISIONS

Section 1: Annual State of the Association Report

At each Annual Business Meeting, the President of the Executive Committee shall present a full and clear statement of the business and condition of the ARPCT.

Section 2: Verification of Financial Records

- a) The Executive Committee shall quarterly review the financial reports provided by the Treasurer, and ~~provide a financial report~~ to the membership at the Annual Business Meeting.
- b) Any Member shall be entitled to conduct an examination of all financial records and reports of the ARPCT, upon written request to the Treasurer.

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Section 3: Checks

The Treasurer or the President of the Executive committee shall sign all checks or demands for money and notes of the ARPCT within such limitations as the membership shall establish.

Section 4: Fiscal Year

The fiscal year of the ARPCT shall be the calendar year.

ARTICLE XII: DISSOLUTION

The Association of Rehabilitation Programs in Computer Technology shall use its funds only to accomplish the objectives and purposes heretofore stated. No part of said funds shall inure or be distributed to the Members, Associate Members, or Foundation Sponsors of the ARPCT. On dissolution of the ARPCT, any funds remaining shall be distributed to one or more of the regularly organized and qualified charitable, education, scientific or philanthropic organizations selected by the Executive Committee.

ARTICLE XIII: AMENDMENTS

The Executive Committee may propose Bylaws alteration or amendment to the voting Members of the organization. Notice of such amendment will be sent out to all voting Members. If no objections are received within 30 days, the Bylaws will be accepted as altered or amended.