

# **TREHAB**

# **BY-LAWS**

AMENDED – July 29, 2015

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# **TREHAB BY-LAWS**

(As Amended – July 29, 2015)

## **Objective of Organization**

To provide comprehensive treatment and rehabilitation services for appropriate individuals.

To provide ancillary services to clients' families.

To serve as coordinator to ensure all appropriate community services available are provided to clientele.

To provide social, environmental, and occupational assistance programs as may benefit the residents of **Trehab's** service area.

To seek to develop and implement programs to promote and provide decent and affordable housing for low and moderate income persons in **Trehab's** service area.

## **ARTICLE I - BOARD OF DIRECTORS**

### **Section 1. Number of Directors**

Trehab Corporate Board of Directors shall consist of fifteen (15) members. It shall be constituted in accordance with eligibility requirements mandated by the various funding sources.

### **Section 2. Eligibility for Membership**

The composition of the Corporate Board of Directors shall be in compliance with applicable state and federal regulations governing grantees of the various funding sources.

If specific membership composition of the Corporate Board is required by other funding sources, compliance will be attained by Board action.

**Section 3. Membership**

- A. One-third shall be public officials or their representatives.
- B. One-third shall be selected from the general community areas served by Trehab. The Board shall make every effort to insure a representation of those interests which are most closely associated with the Trehab's program emphasis.
- C. One-third shall represent low income populations of the area served. The Board members elected in this category must reside in the services area of Trehab.
- D. The Board will use a democratic selection procedure for selecting low –moderate income representatives Board Members. The specific Procedure will be approved by the Board.

**Section 4. Vacancies**

Vacancies occurring in the membership of the Board shall be filled by the Board for the unexpired period. The selection shall be in accordance with regulations governing the initial appointment to the vacated membership position.

**Section 5. Removal**

A member of the Board may be removed for any of the following reasons:

- I. Failure to attend five consecutive meetings without an acceptable reason.
2. Behavior/action which is detrimental to the purpose and/or best interests of Trehab.

## **ARTICLE II- MEETINGS**

### **Section 1. Frequency**

The Board shall meet not less than quarterly.

Meetings of the Executive Committee shall satisfy the requirements of Board meetings pursuant to the definition of "Board of Directors" or "Board" under Section 5103 of the Non Profit Corporation Law of 1988, the Executive Committee having been authorized by these by-laws (see Article VI below) pursuant to Section 5731 of the Non Profit Corporation Law of 1988 to exercise all of the power and authority of the Board of Directors except those withheld under Section 5731(a)(2).

### **Section 2. Location**

The site of meetings shall be determined by a majority of the Board membership.

### **Section 3. Meeting Notice**

Notice of all meetings shall be published no more than 30 days prior to the meeting. The publication of the notice shall comply with the criteria set forth in the Sunshine Act 65 P.S., 273 "Public Notice".

### **Section 4. Special Meetings**

Special meetings of the Board may be called by the President upon written request of at least five members or at President's discretion. The Executive Director is to notify all members, in writing, at least one (1) week prior to the date of any special meeting.

**Section 5. Quorum**

A quorum for the purpose of conducting business shall be the majority of the Board membership or a majority of the Executive Committee when the Executive Committee meets.

**Section 6. Annual Meeting**

The Annual Meeting of the Corporate Board shall be held in October to elect officers and Board Members. In the event of an unavoidable postponement of the Annual Meeting, the existing Officers and members shall continue to serve until the meeting is held.

**Section 7. Open Meetings**

All regular Board meetings shall be open to the public. The Board members may be called to a working session prior to any public meeting for the purpose of personnel discussions, real estate negotiations, contract negotiations, legal consultation, and any matter which by law must remain confidential.

**Section 8. Reimbursement of Expenses**

The members shall serve without compensation other than reimbursement for travel and an allowance toward cost of meals in connection with called meetings and other authorized Board business.

**Section 9. Rules**

The rules contained in Robert's Rules of Order Revised shall govern the Board in all cases to which they are applicable and not inconsistent with these By-Laws.

### **ARTICLE III - POWERS AND RESPONSIBILITIES OF THE DIRECTORS**

The Corporate Board of Directors shall:

1. Approve policies governing the organizational principles, Board functions, administrative procedures, financial, programmatic procedures and personnel practices, including employment and termination. These policies or policy changes may be initiated by the Board, or based on recommendations by the Executive Director,
2. review operating and financial statements, reports, minutes, keeping informed of executive and staff operation and committee actions,
3. confirm, modify or reject staff or committee proposals,
4. counsel and provide group judgment in response to plans or administrative decisions,
5. consider, discuss and make decisions concerning current issues or problems which come to its attention. This responsibility may include but not be limited to consideration of staff recommendations, changes in funding levels, contractual obligations program objectives, matters pertaining to fiscal administration, or course of action to be taken with funding sources or local authorities, and major change in program structure,
6. perform its legal responsibility to carry out purposes as set forth in the Constitution and By-Laws, fulfill its fiduciary responsibility as a non-profit corporate body, approve the execution of contracts and other legal documents, consider, discuss and make decisions regarding performance of Board members which may be detrimental to the purposes of the organization,

7. adopt or revise By-Laws, regulations and operating procedures,
8. review and approve or revise operating budgets, annual plans, and other matters relating to sound fiscal oversight,
9. serve as trustee for property,
10. be familiar with all programs operated by the organization and authorize periodical evaluations of programs,
11. ensure that a corporate audit is completed for each fiscal year, and that the audit indicates compliance with sound fiscal and programmatic management principles, or specific corrections necessary,
12. approve the selection of performance standards for the Executive Director in accordance with policies and procedures as applicable to all employees,
13. ensure direct adherence to affirmative action and nondiscrimination regulations and approve corporate plan annually,
  
14. maintain appropriate contacts with the general public and specific interest groups, both public and private, to further the objectives of the organization in serving the counties from which the Board is responsible to provide programs and services,
15. ensure and protect the integrity of the organization by strict adherence to the highest ethical standards on the part of each member. Specifically, Board members must avoid any possible conflict of interest or appearance thereof; Board members may not accept any compensation, directly or in kind, for any service as a Board member of the organization, except for reimbursement for meals and travel when involved in Board related activity; and Board members are responsible to maintain the same standards regarding confidentiality as is expected by the staff.

**ARTICLE IV - OFFICERS****Section I. Titles**

The officers of the Board shall be as follows: President, Vice-President, and Secretary-Treasurer. Additional officers as the Board deems desirable and necessary may be named.

**Section 2. Nomination and Election**

Nomination and election of the Officers of the Board shall be accomplished at Bi-Annual Meeting for Election of Officers. All officers will serve for a term of two (2) years or until their successors are elected.

**Section 3. Vacancies**

Should a duly elected officer resign, nomination and election of the successor shall be accomplished at the next regular meeting of the Board of Directors.

**ARTICLE V - POWERS AND RESPONSIBILITIES OF THE OFFICERS****Section 1. President**

- (1) The President shall: be the principal officer and preside at all meetings of the Directors and insure that all orders and resolutions of the Board are carried out,
- (2) may execute on behalf of the Board, all bonds, mortgages, and contracts of the organization, and insure that other Officers and Board members are properly performing their responsibilities,
- (3) be an Ex-Officio member of all Standing and Ad Hoc committees and serve as the principal officer of the Executive Committee,
- (4) represent Trehab in contractual agreements, meetings with funding authorities, and in other board-related matters which

- may occur between Board meetings,
- (5) be responsible for the general direction of the activities of the Executive Director, and shall be responsible for the evaluation of the Executive Director's performance on an annual basis.

**Section 2. Vice President**

The Vice-President shall: perform the duties of the President in the event of the President's absence, serve as a member of the Executive Committee, and shall assist the President in such duties as the President shall delegate.

**Section 3. Secretary-Treasurer**

The Secretary-Treasurer shall:

- (1) ensure that minutes of all meetings are kept and distributed to the Board members,
- (2) perform duties of the President in the event of the absence of both the President and Vice-President,
- (3) ensure that all financial records are maintained accurately and transactions executed in accordance with sound fiscal policies.

**ARTICLE VI - COMMITTEES**

**Section 1. Standing Committees**

There shall be the following Standing Committees:

(1) Executive Committee

The Executive Committee should be composed of the Board officers (President, Vice-President and Secretary/Treasurer), the Executive Director (who shall be a nonvoting member of the Executive Committee) and at least five members selected from the

Board. The Executive Committee shall have and may exercise all of the power of the Board of Directors .This Committee shall act as the Personnel Committee and shall develop, in conjunction with the Executive Director, for Board approval, standing personnel policies and practices for the organization. The Committee shall consider personnel matters as referred by the President or Executive Committee or Executive Director, and recommend and/or approve changes to the organization's Personnel Policies. The Executive Committee may also function as the Audit Committee.

(2) Nominating Committee

The Nominating Committee shall be composed of three (3) members of the Board appointed by the President as soon after election as is practicable. All members shall serve for a term of (1) year and until their successors shall be appointed. The Nominating Committee will develop criteria for selection of candidates to the Board, in compliance with regulations of the several funding sources, and evaluate board members as possible candidates for officer positions. The Nominating Committee will recommend to the Board a slate for election of Board Members and Officers at annual meetings and at such times as a vacancy exists, in accordance with By-Laws.

(3) Audit Committee

The Audit Committee shall be composed of not less than three (3) persons with financial expertise to meet with and oversee audit function within the Agency to insure compliance with financial management regulations.

## **ARTICLE VII - THE EXECUTIVE DIRECTOR**

### **Section 1. Selection**

The Executive Director shall serve as the Chief Executive Officer.

This person shall be recommended by the Personnel Committee to the Board and shall be appointed by majority vote of the latter.

### **Section 2. Responsibilities of the Executive Director**

The Executive Director shall be responsible for the following:

- (1) the overall direction and administration of the several program components of Trehab,
- (2) the development and implementation of policies and procedures as required by regulations mandated by the organization's funding sources and the Trehab Board,
- (3) the development of policies and procedures to enhance the development of constructive relationships with other agencies, public and private, within the service areas, as well as professionals in allied fields,
- (4) the coordination of efforts with other agencies with the aim of integrating services and existing resources, public and private, to further the common objectives, and insure full and effective utilization of resources to serve the public,
- (5) the development of methods for qualitative and quantitative evaluation of Trehab's services and programs to improve effectiveness of the total resources involved,
- (6) the development of programs, in coordination with the staff and Board, to inform the general public and specialized segments therein of the nature of the services of Trehab, with view to providing a continuing public education program and gaining support and cooperation to enhance its effectiveness.
- (7) the fiscal management of the organization, and in cooperation with the staff, the preparation of fiscal year budgets for various

- programs, integrating staff and resources as possible,
- (8) the supervision and/or overall direction of staff, and administration and interpretation of general organization and personnel policies and procedures,
  - (9) the development and provision of in-service training programs for the staff as funding and workload will permit,
  - (10) the development and administration of personnel policies, in close coordination with the Board of Directors,
  - (11) maintaining current knowledge of needs of areas served, funds available, will improve and expand services to areas served and develop proposals accordingly, providing technical assistance and guidance to the Board in determining programmatic expansion or revision,
  - (12) represent Trehab in contacts with funding authorities and other agency executives,
  - (13) the maintenance of consistent and regular contacts with the Board of Directors on specific subjects as indicated by board assignments, at board meetings,
  - (14) advising Board on overall policy matters, program management and projection of long range plans,
  - (15) serving in an advisory capacity to public authorities within the areas served, and
  - (16) serving as member or advisor to boards and committees in allied fields in order to serve the community or areas involved as a volunteer in accordance with Trehab's policy of providing a multiplicity of services as indicated, to those residents and organizations in the counties in which Trehab is a service provider.

**Section 3. Removal**

The Executive Director may be removed for any of the following reasons:

1. Failure to attend Corporate Meetings without an acceptable reason.
2. Behavior/Action which is detrimental to the purpose and/or best interests of the Agency. The Executive Committee shall be responsible for this determination. In the event of a need for action, the Executive Committee shall make a recommendation to the full Board where a decision will be made.

## **ARTICLE VIII - FINANCE**

### **Section 1. Fiscal Year**

The corporate fiscal year shall be July 1 through June 30.

### **Section 2. Contributions**

Any contributions, bequests and gifts for the purposes of the organization shall be accepted or collected only by the Executive Director or the President of the Board and a receipt shall be furnished.

### **Section 3. Approved Signatures**

All checks and orders for payment of money shall bear the signatures of one of the officers and the Executive Director.

### **Section 4. Financial Reports**

Financial reports will be prepared by direction of the Executive Director. The Executive Director will also maintain other records as necessary for efficient administration of the several programs and in accordance with contractual obligations to funding sources.

### **Section 5. Budget**

The annual budgets of estimated income and expenditures by program shall be approved by the Board of Directors.

**Section 6. Audits**

An annual corporate audit (Single Audit) will be conducted in accordance with regulations of the funding sources at the end of each fiscal year.

**ARTICLE IX - AMENDMENTS****Section 1. Procedure**

Amendments to these By-Laws may be approved by a simple majority of the Directors present at any regular Board Meeting, provided that the following conditions have been met:

- A. The proposed Amendment has been read at the preceding regular Board Meeting, and included in the Minutes thereof.
- B. A copy of the proposed Amendment has been submitted, in writing, to each current Board Member ten (10) days before the meeting at which action to adopt it is proposed.

**Section 2. Modification**

Proposed Amendments may be modified and adopted at the meeting provided that the modification is germane to the Amendment as originally proposed.

**ARTICLE X - DISSOLUTION**

In the event that this Organization shall terminate its activities and business, its dissolution shall be carried out in accordance with all applicable state and federal regulations which govern the several programs operated by Trehab at the time of dissolution and in accordance with applicable IRS Regulations.

*AMENDED – Amended and approved 7/29/15*