

ASTRA

Arizona State Therapeutic Recreation Association
an Arizona Non-Profit corporation

Since 1989



The Spirit of the Southwest

Organizational By-Laws

Written 1992
Updated 1994 PGA
Updated 2007 BAD

BY-LAWS
of the
ARIZONA STATE THERAPEUTIC RECREATION ASSOCIATION
an Arizona Non-Profit corporation
Since 1989
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ARTICLE I
Identification and Affiliation

The name of this organization is the Arizona State Therapeutic Recreation Association (ASTRA), having been deemed Chapter Affiliate status with the American Therapeutic Recreation Association (ATRA), a District of Columbia non-profit corporation and a tax-exempt organization under Section 501(c) (6) code.

ARTICLE II
Territorial Limitations

ASTRA's territorial service area will be the entire state of Arizona.

ARTICLE III
Purpose

ASTRA is established to further the objectives set forth in ATRA's Articles of Incorporation by serving as an advocate for Recreational Therapy in order to promote the health and well-being of the public through service, education, research and the promotion and development of professional standards in Recreational Therapy.

ASTRA's purpose is to ...

- Promote and advance the public's awareness and understanding of the Recreational Therapy profession
- Promote the professional standards in Recreational Therapy
- Advocate for the advancement of services to individuals in need of Recreational Therapy
- Support and conduct research and demonstration efforts in order to improve the delivery of Recreational Therapy services for the public

- Provide educational opportunities to improve the delivery of quality Recreational Therapy services
- Contribute and support the building of a strong national organization and a strong national advocacy program for the future of the Recreational Therapy profession
- Maintain open lines of communication with the national organization and leadership including providing written reports to the Chapter Affiliate Council's Mid-Year and Annual conference meetings

ARTICLE IV ASTRA's Mission Statement

ASTRA's mission statement:

ASTRA is a membership driven organization established to promote professional excellence in Therapeutic Recreation by ...

- Increasing public awareness and understanding of the profession
- Developing professional standards
- Advocating for excellence in educational and clinical arenas
- Enhancing the Knowledge base of professionals through educational opportunities
- Promoting research based practice

ASTRA supports the ATRA "Vision of Greatness", through empowerment of the members by encouraging grassroots participation. The voice of each member is represented and valued, and becomes a vehicle for professional growth. Collectively our voices will advocate for the profession to find the standard for the future.

ARTICLE V Membership

Section 1

Membership Classifications: ASTRA shall have two membership classifications: Individual and Organizational.

A. **Individual Members** shall be:

- a. **Professional Members** – Professional members are defined as individuals who hold current professional credentials from the National Council for Therapeutic Recreation Certification (NCTRC).
- b. **Associate Members** – Associate members are defined as individuals who do not hold current professional credentials

from the National Council for Therapeutic Recreation Certification (NCTRC).

- c. **Student Members** – Student members are defined as individuals interested or currently enrolled in a Recreational Therapy education program.
- B. **Organizational Members** shall be any organization or agency interested in supporting and promoting the Recreational Therapy profession.

Section 2 Members in Good Standing

- A. **Individual Members** - An individual, who meets the qualifications for membership per the appropriate classification, has paid the appropriate fees and agrees to uphold the standards and ethics of ASTRA, is a member in good standing.
- B. **Organizational Members** - An organization, who meets the qualifications for membership per the established criteria, has paid the appropriate fees and agrees to uphold the standards and ethics of ASTRA, is a member in good standing.

Section 3 Rights and Privileges of Members in Good Standing

- A. **Individual Members**
 - a. Each Individual Member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.
 - b. All Members shall receive regular membership services including publications and reduced registration fees at conferences.
 - c. All members shall be entitled to receive notices of all membership meetings and to attend said meetings.
 - d. Only Professional, Associate and Student Members may serve on the Board of Directors of ASTRA.
 - i. The offices of President, President-Elect, Past-President, Secretary, Treasurer and one Member At-large shall be reserved for Professional Members in good standing.
 - ii. One additional Member At-large may be filled by any category of Individual Members.

B. Organizational Members

- a. Organizational Members shall have no voting rights, however, they shall be entitled to all other rights and services as may be designated by the Board of Directors, and shall be entitled to receive notices of all membership meetings and to attend said meetings.

**Section 4
Membership Dues**

ASTRA's Board of Directors shall determine the membership dues structure. The membership period will be one calendar year with renewal periods occurring in the spring and fall.

**Section 5
Termination and Reinstatement of Membership**

- A. Membership shall be Terminated for the following reasons:**
 - a. Non-payment of dues after sixty days of delinquency
 - b. Failure to meet any of the membership qualifications as delineated in this Article V, Section 1
- B. Reinstatement of Membership shall be granted when:**
 - a. Payment of membership dues is received

**Section 6
Meeting of the Members**

- A. Annual Meeting of the Members** - The annual meeting of the members shall be held yearly at a date and time designated by the Board of Directors. The annual meeting will be used to transact business properly brought before the meeting.
- B. Special Meeting of the Members** – A special meeting of the members, for any purpose, may be called by the Board of Directors, the President or one-tenth of the voting members.
- C. Meeting Notice** - Notice shall be provided to all members in good standing at least thirty days prior to the meeting. The method used to communicate the meeting shall be determined by the President.
- D. Meeting Quorum** – Voting members present at any duly called membership meeting shall constitute a quorum.
- E. Voting** – Every member in good standing shall possess one vote in matters coming before the membership. Voting may be completed by any method determined appropriate by the President.

ARTICLE VI Board of Directors

Section 1 Conduct of Business

All of ASTRA's business and affairs shall be managed by the Board of Directors.

Section 2 Board Composition

The Board of Directors shall consist of the following positions: President, President-Elect, Past-President, Secretary/Treasurer, and two Members At-Large. All Directors shall be members in good standing with both of the following organizations: ASTRA and ATRA.

Section 3 Office Nominations

ASTRA shall solicit nominations of two or more candidates for each upcoming board vacancy. Each candidate shall complete and submit, in writing, an ASTRA Intent to Serve Form and an ASTRA Candidate Information Form. In addition to both ASTRA forms, each candidate shall submit a current resume. All forms shall be submitted to the board at least ninety days prior to the election date.

Section 4 Method of Election

The Board of Directors shall be elected by the Individual Members entitled to vote. Election methods shall be determined by the Board of Directors to occur annually in the fall. New offices may be created and filled at any meeting of the Board of Directors at the discretion of the Board of Directors, and any newly elected Directors shall serve until the next election period, at which time the members shall elect those officers to serve during the next term.

Section 5 Board Meeting Procedures

- A. **Board Meetings** –
 - a. Board meetings shall be held at times and locations as determined by the President with a minimum of three meetings per year.
 - b. A request for special meetings of the board may be issued the by President or by written request from four board members.
- B. **Meeting Notice** - A minimum of fourteen days notice must be provided in the event of any board meeting including a special meeting. The method used to communicate the meeting schedule shall be determined by the President
- C. **Meeting Quorum** - The presence of the majority of the Board of Directors shall constitute a quorum at any meeting of the Board.
- D. **Voting** - Each Board Position shall possess one vote in matters coming before the Board. Voting may be completed by any method determined appropriate by the President. All tie votes shall be broken by the President.
- E. **Meeting Minutes** - Minutes of all Board of Director proceedings shall be documented and maintained by the Secretary/Treasurer. Minutes shall not be disclosed to any person other than the Board Members except by direction of the Board of Directors.
- F. **Board Decisions** - The act of a majority of the Board Members present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6 Compensation

Board Members shall not receive any stated salaries for their services.

Section 7 Resignation and Removal of Board Members

- A. **Resignation** - Any Director may resign from his/her office as Board Member at any time by providing a written notice of resignation to the President.
- B. **Removal** - Any Director may be removed from office by a two-thirds vote of the Board Members whenever, in their judgment, such Director has become unable, unfit or unwilling to perform the duties of his/her office.

Section 8 Position Vacancies

Any vacancy occurring in the Board of Directors may be filled by majority vote of the Board Members. Any Director so chosen shall hold office until the next scheduled election. If due to death, resignation or otherwise, ASTRA has no directors in office, any member may call a special meeting of the members for the purpose of electing the Board of Directors.

Section 9 Gifts

The Board of Directors may accept on behalf of ASTRA any contribution or gift.

Section 10 Contracts

The Board of Directors, except as limited in the Articles of Incorporation or these By-Laws, may authorize any officer to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, ASTRA. No officer shall have the power or authority to bind ASTRA in any contract or engagement, to pledge its credit or render it liable.

Section 11 Board Committees

The President or the Board shall establish Board Member lead committees as needed to further the mission of ASTRA. The ASTRA Committee Manual describes and highlights traditional Board Committees.

ARTICLE VII Board Member Positions

Section 1 Elective Officers and Qualifications

The elective officers of ASTRA shall be the President, President-Elect, Past-President, Secretary/Treasurer and two Members At-Large positions. The President, President-Elect, Past-President, and Secretary/Treasurer shall be elected from among the Professional Members.

- A. **President** responsibilities
 - a. Preside at all meetings of the Board of Directors
 - b. Have general supervision over ASTRA's affairs
 - c. Sign or countersign all certificates, contracts and other ASTRA instruments, as authorized by the Board
 - d. Produce reports to the Board of Directors as well as the mid-year and annual reports to ATRA's Chapter Affiliate Council.
 - e. Perform all such duties as are incident to his/her office or as are required by the Board of Directors.
 - f. The President shall be an ex officio, non-voting member of all committees.
 - g. The Board of Directors reserves the right to rescind any delegated authority.
- B. **President-Elect** responsibilities
 - a. Act in place of the President in his/her absence or disability
 - b. Perform such other duties as the President or Board of Directors may designate
 - c. When acting as President of ASTRA, the President-Elect shall have all the power and authority of the President.
 - d. Contrary to anything else contained herein, the President-Elect shall automatically succeed to the position of President one year following his/her election as President-Elect.
- C. **Past-President** responsibilities
 - a. Complete any supportive actions as requested by the President.
 - b. Contrary to anything else contained herein, the President shall automatically succeed to the position of Past-President one year following his/her position as President.

- D. Secretary/Treasurer responsibilities**
- a. To be the Secretary/Treasurer of all meetings of the Board of Directors
 - b. To act as custodian of the minutes of all corporate meetings and proceedings
 - c. To keep all other records of the Board of Directors and of ASTRA
 - d. To issue notices as may be required by the Articles of Incorporation and By-Laws
 - e. Supervise the custody of the funds and securities
 - f. Maintain full and accurate accounting of all receipts and disbursements
 - g. Maintain all funds and properties to be deposited in such depositories as may be designated by the Board of Directors
 - h. Disburse funds as ordered by the Board of Directors
 - i. Provide a financial report at all regular meetings or whenever the Board may require it
 - j. To perform such other duties as the Board of Directors from time to time shall prescribe
- E. Members At-Large responsibilities**
- a. The Members At-Large shall be elected from among the Professional Members, with the exception that up to one Member-at-Large, only, may be filled by an Associate or Student Member.
 - b. All Members At-Large shall participate in deliberation on corporation matters, contribute to formulating decisions, assist in carrying out recommended actions, monitor committee functions and make reports as required.

Section 2

Terms of Office

The President, President-Elect and Past-President shall hold office for a period of one year beginning on the day of induction and ending on the next induction day. At this time, the President becomes the Past-President and the President-Elect becomes the President. The total term of office is three years.

The term of office for the Secretary/Treasurer position is two years. The Secretary/Treasurer will be elected on even years.

The term of office for both Member At-Large positions is two years. During the first year of office, the position is responsible for

Marketing and during the second year of office, the position is in charge of Membership.

An individual may be re-elected into the same position for two consecutive terms. Individuals are eligible for election into another board position immediately after vacating their current position.

ARTICLE VIII Standing Committees

The President or the Board shall establish standing committees as needed to further the mission of ASTRA. Chairpersons of such committees may be Professional, Associate or Student Members of ASTRA and shall be appointed by the President with the approval of the Board of Directors.

ARTICLE IX Liaisons

ASTRA shall develop formal and informal liaisons with other organizations whose purposes are consistent with ASTRA's mission. This may include collaborative relationships with other organizations that assist in promoting the purposes of ASTRA.

ARTICLE X Indemnification of Members, Officers, Directors, Employees and Agents

Section 1 Indemnification Clause

The indemnification of members, directors, officers, employees and agents of ASTRA shall be governed in accordance with the following provisions:

- A. ASTRA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of ASTRA, by reason of the fact that he/she is or was a member, director, officer, employee or agent of ASTRA or is or was serving at the request of ASTRA as a member, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney fees, and against judgments, fines and

amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted, or failed to act, in good faith and in a manner he reasonably believe to be in or not opposed to the best interests of ASTRA and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment order settlement or conviction or upon a plea of no contest or its equivalent shall not of itself create a presumption that the person acted or failed to act other than in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of ASTRA and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

- B. ASTRA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of ASTRA to procure a judgment in its favor by reason of the fact that he/she is or was a member, director, officer, employee or agent of ASTRA or is or was serving at the request of ASTRA as a member, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprises against expenses, including attorney fees, but excluding judgments and fines, and, except as hereinafter set forth, amounts paid in settlement, actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit, if he/she acted, or failed to act, in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of ASTRA and except that no indemnification may be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to ASTRA unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The court in which any such action or suit was brought may determine upon application that, in view of all circumstances of the case, indemnity for the amounts paid ins settlement is proper and may order indemnity for the amounts so paid in settlement and for the expenses, including attorney fees, actually and reasonably paid in connection with such application, to the extent the court deems proper.

- C. To the extent that a member, director, officer, employee or agent of ASTRA has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph 1 or 2 of this Article, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses, including attorney fees, actually and reasonably incurred by him/her in connection therewith.
- D. Any indemnification under paragraph 1 or 2 of this Article, unless ordered by a court, shall be made by ASTRA only as authorized in the specific case upon a determination that indemnification of a member, director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in paragraph 1 or 2 of this Article. Such determination shall be made by any of the following:
- a. By a majority vote of the Board of Directors quorum consisting of directors who were not parties to the action, suit or proceeding
 - b. If such quorum is not obtainable, in a written opinion of independent legal counsel appointed by a majority of the disinterested directors for that purpose
 - c. If there are no disinterested directors, by the court or other body before which the action, suit or proceeding was brought or any court of competent jurisdiction upon the approval of an application by any person seeking indemnification, in which case indemnification may include the expenses, including attorney fees, actually and reasonably paid in connection with such application
 - d. By act of the members
- E. Expenses, including attorney fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by ASTRA in advance of the final disposition of the action, suit or proceeding upon receipt of any undertaking by or on behalf of the member, director, officer, employee or agent to repay the amount if it is ultimately determined that he/she is not entitled to be indemnified by ASTRA as authorized in this Article.
- F. The indemnification and other benefits provided by this Article or otherwise provided by law are not exclusive of any other rights to which those benefited may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office.

- G. ASTRA shall have power to purchase and maintain insurance on behalf of or insure or cause to be insured any person who is or was a member, director, officer, employee or agent of ASTRA or is or was serving at the request of ASTRA as a member, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of this status as such, whether or not ASTRA would have the power to indemnify him/her against such liability under this Article. As used in this paragraph, "insurance" includes retrospectively rated and self-insured programs.
- H. No retrospectively rated or self-insured program under bullet point "G" of this Article providing coverage for directors and officers shall include coverage for any of the following:
- a. An action based on or attributable to the person gaining in fact any personal profit or advantage to which he/she was not legally entitled.
 - b. An action for the return of any remuneration paid to the person without the previous approval of the members, which is held by the courts to have been illegal.
 - c. An action for an accounting of profits in fact made from the purchase or sale by the person of securities of ASTRA within the meaning of § 16(b) of the Securities Exchange Act of 1934 and amendments of that act or similar provisions of any statute.
 - d. An action brought about or contributed to by the dishonesty of the person. A person is protected under the terms of this section as to any claims on which suit may be brought against him/her by reason of any alleged dishonesty on his/her part, unless a judgment or other final adjudication establishes that acts of active and deliberate dishonesty committed by the person with actual dishonest purpose and intent were material to the cause of action adjudicated.
- I. The indemnification and other benefits provided by or granted pursuant to this Article continue as to a person who has ceased to be a director, officer, employee or agent and inure to the benefit of the heirs, executors and administrators of the person.

Section 2 Definition of Terms

For purposes of subsection A of this Article, "agent" includes any uncompensated person or volunteer performing services within the scope of his/her authority on behalf of ASTRA.

ARTICLE XI Fiscal Year

ASTRA's fiscal year shall be the twelve-month period from October 1st through September 30th.

ARTICLE XII Seal

The ASTRA seal shall be circular in form with the name of the organization on the circumference and the words "Incorporated" and "Arizona" and the year "1992" appearing thereon.

ARTICLE XIII Books and Records

ASTRA shall keep accurate and complete books of all meeting minutes and other board related reports identifying the actions of the Board of Directors and their corresponding committees. ASTRA shall keep the names and addresses of the all members in good standing.

Each member entitled to vote, upon written demand stating the purpose of the examination, may examine, in person or by agent or attorney, at any reasonable time for any proper purpose ASTRA's relevant books and records of account, minutes and record of members and directors and may make copies of or extracts from the books, records or minutes.

ASTRA hereby incorporates herein the following provisions of as a part of these by-laws:

- A. Any officer or agent who, or a corporation which, denies any member entitled to vote or his/her agent or attorney the right established by this section to examine and make copies of or extracts from ASTRA's books and records of account, minutes and record of members shall be civilly liable to such member in an amount not to exceed five hundred dollars, in addition to any other damages or remedy afforded him/her by law.

B. It shall be a defense to any action under this section that the person suing has within two years sold or offered for sale any list of members of such corporation or any other corporation or has aided or abetted any person in procuring any list of members for any such purpose or has improperly used or permitted to be used any information secured through any prior examination of the books and records of account or minutes or record of members of such corporation or any other corporation or was not acting in good faith or for a proper purpose in making his demand.

ARTICLE XIV Construction of Terms and Headings

Words used in these By-Laws shall be read as the masculine or feminine gender and as the singular or plural, as the context requires. The captions or headings in these By-Laws are for convenience purposes only and are not intended to limit or define the scope or effect of any By-Law provisions.

ARTICLE XV Amendments

The By-Laws may be amended upon a vote of two-thirds of the Board of Directors or, if initiated by the membership, by a majority vote of the members in good standing present at the meeting. All amendments or changes to the By-Laws must be submitted to ATRA's Chapter Affiliate Council for approval per the Approval of Chapter Bylaws Amendments policy 11.1.

ARTICLE XVI Organizational Dissolution

In the event that this organization is dissolved, either voluntarily or involuntarily, following the distribution of those assets required to compensate for services rendered, all remaining assets shall be distributed to ATRA's American Therapeutic Recreation Foundation.

