

**BYLAWS OF THE CORPORATION  
REHABILITATION NETWORK OF ARKANSAS, INC.**

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## **BYLAWS OF THE CORPORATION**

### **REHABILITATION NETWORK OF ARKANSAS, INC.**

#### **ARTICLE I. NAME**

The name of this Corporation is Rehabilitation Network of Arkansas, Inc., and shall do business as *Rehab Net of Arkansas*.

#### **ARTICLE II. MISSION**

The Corporation, Rehabilitation Network of AR, is a not-for-profit Corporation whose function is to organize independently owned rehabilitation facilities<sup>?</sup> and to negotiate managed care contracts with both governmental and private agencies. Furthermore, the Corporation will provide for further enhancement of the professional and business nature of the independent practitioner. The ultimate purpose of the Corporation is to allow the independent therapists to maintain and enhance their viability as health care providers in an ever changing health care environment, while maintaining quality care in a managed care setting.

#### **ARTICLE III. OBLIGATIONS**

**Section 1.** The Corporation shall enact bylaws, which in their original form and as amended, shall be approved in writing by the Board of Directors (hereto known as the Board) of the Corporation.

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<sup>?</sup> This is not based on HCFA's definition of rehabilitation facilities, but includes physical therapy, occupational therapy and speech therapy facilities.

**Section 2.** The Corporation's certificate of incorporation, in its original form and as amended, shall be approved in writing by the Board of the Corporation.

**Section 3.** The Corporation shall perform the duties and assume responsibilities, which these bylaws place upon the Corporation.

#### **ARTICLE IV. FUNCTION**

The purposes of the Corporation shall be to:

- A. Maintain and promote ethical principles, standards of conduct, and standards of practice for its members.
- B. Represent, promote, and protect the professional welfare of the independently practicing therapist.
- C. Promote the professional development of Corporation members.
- D. Promote public access to and public recognition of the unique contribution of independent therapies.
- E. Provide and promote such services as will further the objectives of the Corporation by working with other organizations, as needed.
- F. Negotiate therapy contracts for the benefit of the members.
- G. Marketing
- H. Quality Assurance, utilization review, outcome measurements, peer review.
- I. Provider contract analysis concerning issues of financial viability of considered contracts.
- J. Provide a purchasing/buying Group, if economically feasible.
- K. Will adapt, as needed, to meet the payor's requests, if economically feasible.

## **ARTICLE V. MEMBERSHIP**

### ? **Section 1. Member defined.**

? A. The member must represent a clinic ownership group (partnership, corporation, sole proprietor, or individually licensed therapist, etc.). Any ownership group may have multiple representatives active in assisting the Corporation; however, only the specified member shall have the right to vote, or to authorize a proxy vote.

### **Section 2. Membership Criteria.**

A. For an ownership group to be considered for membership in the Corporation, it

(1) must provide rehabilitation services, which include physical therapy, and/or occupational therapy, and/or speech therapy. (Revised 4-12-95).

(2) Can be a sole-proprietorship, service corporation, corporation, or partnership; or individually licensed therapist.

(3) Must have malpractice insurance with minimum policy limits of \$1,000,000.

(4) 50% of ownership group must be a physical therapist/s (members prior to 5/1/00 are exempt from this criteria). (Revised 5-1-00)

B. Each prospective member's application shall be reviewed by the Board. The Board will determine whether acceptance of the application promotes the mission and best interest of the Corporation.

C. If a member owns more than one clinic, member understands and agrees that each clinic must be certified by the Corporation. Individual approval of each clinic shall be determined and reviewed by the Board. *When a member in good standing wishes to bring in a second clinic that is not a satellite of the first, he or she may do so at a 50% reduced application fee, however they will need to pay dues for each separate entity. Satellite clinics (clinics using*

*same tax ID and having same owners) are considered to be part of the main clinic and do not require a separate application and fee.*

- D. The Corporation will refuse membership to physician owned clinics with the ability to self refer for profit.

**Section 3. Rights of members.**

- A. All members shall have the following rights:
  - (1) To attend all meetings.
- B. Only members in certain categories have the following rights:
  - (1) To make, amend and second motions – at Board of Directors meetings, Board members only; at annual meetings, all members; and
  - (2) To vote – at Board meetings, Board members only; at annual meetings, all members.

**Section 4. Good Standing – An individual member is in good standing within the meaning of these bylaws if:**

- A. The member complies with the professional and ethical standards of the Corporation and the regulatory board of the profession (i.e. code of ethics and guide for professional conduct for physical therapists, occupational therapists, or speech therapist – ethical standards as set for by the APTA, AOTA, or ASHA).
- B. The member makes timely payments (within 45 days of all dues and special assessments).
- C. The member’s license or certificate of registration to practice therapy or to act as therapist has not been suspended or revoked in any jurisdiction.

**Section 5. Resignation from Rehab Net of Arkansas.**

Upon the resignation of a member of the Corporation from the Corporation, the resigning member must give thirty (30) days written notice to the Corporation. The resigning member shall remain obligated to fulfill all active Rehabilitation Network of Arkansas contracts during the thirty (30) day period. The Corporation will notify all contracted companies of the resigning member's departure and date of said departure.

**Section 6. Disqualification Criteria.**

Member agrees that should a member accept a position as a part of the Operational Management of a competing organization, the acceptance constitutes member's voluntary resignation for Rehabilitation Network of Arkansas. Operational Management is defined as participation in the Board of Directors, Executive Committee or any other management activity involved in the operation or marketing of a competing organization. If a member chooses to resign by accepting an Operational Management position with a competing organization, member must satisfy all current contracts, as explained in Section 5 above.

**Section 7. Disciplinary Action – Members may be expelled if member is found to have:**

- A. committed a felony;
- B. conducted member's business using unethical practices as outlined by APTA, AOTA, and ASHA;
- C. acted in a manner which causes harm or deterioration to the Corporation, including paying physicians for referrals;
- D. failed to make timely payments of all dues or special assessments; or

- E. had member's license or certificate of registration to practice therapy or as a therapist suspended or revoked by any jurisdiction.
- F. The procedure for taking disciplinary action against a member is as follows:
  - (1) The member will be notified of the complaint in writing.
  - (2) The member will have 10 business days to respond from the day member receives the complaint. If the Board requires additional information, it will hold a hearing.
  - (3) If the Board determines a hearing is required, the Board will make a determination after the hearing. If a hearing is not held by the Board, the Board will make a determination after receiving the member's response.

**Section 7. Reinstatement.**

A member may be reinstated if it is found that problems leading to previous actions have been resolved to the Board's satisfaction, and upon a seventy-five percent (75%) approval of the Board. A reinstatement fee will be assessed at one hundred dollars (\$100.00) for each reinstatement application.

**ARTICLE VI. BOARD OF DIRECTORS**

**Section 1. Composition and Term**

A. The Board shall be comprised of five (5) members. The board includes the President, Vice-President, Secretary, Treasurer and one (1) member at large.

A member elected to the Board agrees not to join or to continue its involvement with any competing local organization. Member understands and agrees that member must terminate any involvement with a competing organization as a prerequisite for participating on the Board.

B. Officers – Officers are elected by the members, and will serve two (2) year terms. Elected officers shall include a President, a Vice-President, a Secretary, Treasurer and one (1) member at large. The member at large will serve a one-year term. Officers must be current members in order to serve. Officers shall be elected by receiving the most votes of the membership as long as a quorum has been achieved. A quorum for this purpose is defined as the receipt of ballots in person or by mail from a majority of the members. The function of the officers is to maintain the daily operation of the Corporation. The officers are responsible to the general membership.

**Section 2. Duties of the Officers.**

A. **The President.** The president shall serve as the official head and public spokesperson of the Corporation and the Board. The president shall have the authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by the resolution of the Board. The president will act as a neutral member of the Board in voting matters and will exercise the right to vote only to resolve a tie vote, or when vote is by secret ballot. The president shall be ex-officio member of all committees, except the Nominating committee. The president may create ad hoc committees for any matter relevant to the corporation, including a site review committee, shall appoint all committee members, and shall direct the activities of all committees. The president may also call meetings when necessary. The retiring president shall automatically become the past president and will serve on the board for one year after his term, without a vote.

B. **The Vice-President.** The vice-president shall assume the duties of the president in the president's absence, and may have other responsibilities as designated by the president. In the event of a vacancy in the office of the president, the vice-president shall succeed to the presidency for the unexpired portion of the term.

C. **The Secretary.** The secretary shall be the secretary of the Board.

D. **The Treasurer.** The treasurer shall be responsible for the finances of the Corporation. The treasurer shall be the Chairperson of the Finance Committee and prepare the Corporation's annual reports.

E. **Member at Large.** The duties of the member-at-large will be to serve as the liaison between the members and the Board. Member-at-large will serve a one year term.

### **Section 3. Duties of the Board of Directors**

A. The Board shall carry out the mandates and policies of the Corporation determined by the membership.

B. The Board shall meet not less than three (3) times annually and such other times that are necessary to conduct the affairs of the Corporation. The presence of more than one-half (1/2) of the members constitutes a quorum.

C. Membership shall fill vacancies occurring in the Board, which shall stand for the duration of the unexpired term.

D. The Board shall keep records and files of business transacted for the Corporation, and shall make a report at each annual meeting. These records shall be kept at a location as determined by the Board and shall be open to member review.

E. Between meetings of the general Corporation membership, the Board shall carry out business of the Corporation and determine policy not in conflict with these Bylaws and policies determined by the voting body of the Corporation.

**Section 4. Resignation of an Officer**

A. In the event of an Officer resigning their position before the termination of their appointed term, the President may appoint a replacement to serve in the office until the next scheduled General Election.

**Section 5. Termination of an Officer**

A. *If an officer is found to have violated the organization's ethical standards, he or she is subject to termination by the other board members. Upon the receipt of any complaints filed against a board member, the board will be required to investigate any such complaint, as they are required to investigate complaints made against any other member and afforded the same rights and privileges of other members. The officer in question will be excused from voting on matters concerning themselves.*

B. *The main purpose of Officers is to represent the membership and make decisions for the organization; therefore, it is imperative that they attend board meetings on a regular basis. Any Officer missing two meetings in a row without a compelling reason shall be terminated by a vote of the Board members and replaced at the next election.*

**ARTICLE VII. GENERAL MEETINGS**

**Section 1. Number of meetings.**

A. A minimum of one (1) business meeting open to the membership of the Corporation shall be held during the year, the time and place to be selected by the Board of Directors. Additional meetings as determined to be necessary may be called by the President.

Notice of the additional meetings shall be mailed to all members at least two weeks prior to the date of the meeting. Notice of the Annual Meeting shall be sent to all members in good standing at least four (4) weeks prior to the meeting.

**Section 2. Quorum.**

A minimum of fifty percent (50%) of the membership shall constitute a quorum in order for voting to occur at a meeting.

**ARTICLE VIII. FISCAL YEAR**

The fiscal year of the Corporation is the calendar year.

**ARTICLE IX. DUES**

**Section 1. Dues.**

A. To be determined by the Board.

**Section 2. Special Assessments.**

A. Special assessment fees may be assessed by the Board, if deemed necessary.

**ARTICLE X. NOMINATION, ELECTIONS AND VOTING BODY**

**Section 1. Nominations.**

A. Nomination for Officers: Three (3) names of active members for the offices of President and Secretary will be presented to the general membership each even numbered year for election and the office of Vice-President and Treasurer each odd numbered year.

B. Nominations for at-large-member: The general membership is responsible for the nomination of an at large member. He/she will serve a one (1) year term.

**Section 2. Elections.**

Elections will be held at the annual meeting by attendees or by proxy.

**Section 3. Voting Body.**

The voting body consists of Active members who shall have one vote.

**Section 4. Mail Vote.**

Active members who cannot attend the annual meeting shall be able to vote for positions via mail ballot and/or fax.

**Section 5. Results.**

Results of the elections shall be sent to the Corporation membership along with the minutes of the annual meeting.

**ARTICLE XI. COMMITTEES**

**Section 1. The Committee of the Corporations shall be:**

- A. Corporation Disciplinary Committee
- B. Committee of Legislative Action
- C. Committee on Membership
- D. Committee on Quality Assurance/Peer Review
- E. Conference Committee
- F. Managed Care Contract Committee
- G. Purchasing Committee

**Section 2. Duties**

- A. To make a report to the Board when requested.
- B. To perform such other duties as may be directed by the Board.

**Section 3. Tenure**

Tenure will be set at the discretion of the Board.

**ARTICLE XII. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.

**ARTICLE XIII. ETHICS**

The code of ethics as defined by the professional organizations of the occupational, physical and speech therapies (the APTA, AOTA, and ASHA) as they now exists and as they may hereafter be amended or supplemented, shall be the code of ethics of this Corporation, and said code of ethics shall be binding on the members of the Corporation as though incorporated in these Bylaws.

**ARTICLE XIV. AMENDMENTS**

**Section 1.** These Bylaws may be amended in whole or in part at any meeting of the Corporation by a two-thirds (2/3) vote, a quorum being present, provided that at least thirty (30) days prior to that meeting a copy of the proposed amendments had been mailed to members of the Corporation. The amended Bylaws must be submitted to the Board of Directors of the Corporation for approval.

**ARTICLE XV. DISSOLUTION OF THE CORPORATION**

The corporation may be dissolved by a three quarters (3/4) vote of the Board of Directors and ratified by a majority vote of the members pursuant to the dissolution statutes of the State of Arkansas.

**ADDENDUM I. ESTABLISHMENT OF INTERIM BOARD**

Upon the merger of Rehabilitation Network of Arkansas and Arkansas Preferred Therapy Providers on 2-1-99, an interim Board of Directors was established for the purpose of assisting in the merger and reorganization of the Corporation. The Interim Board was comprised of six directors; three from each of the merging groups. The Interim Board's term shall expire on 12-31-99 or upon the election of a new Board of Directors by the majority of the general membership at a General Membership Meeting, whichever comes first.

As per stated in Article X Section 1, the president and secretary will be replaced each even year and the vice president and treasurer each odd year. The member-at-large will serve one-year terms and shall be elected each year.

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## **BYLAWS ADDENDUM II**

Policies and Procedures for  
Facility Inspection for Membership  
(revised 5/1/00)

**POLICY:** FACILITY INSPECTION

**EFFECTIVE DATE:** 2000

**SUBJECT:** Guidelines used in on-site facility review, which must be met prior to membership

**Purpose:** To ensure quality of facilities participating in Rehab Net of AR

**Policy:** Initial inspections will be conducted as part of the membership process and conducted by the Executive Director/Auditor.

**Procedure:** Facility inspections will be scheduled by the UR Chair with the clinic owner and the business office manager. Guidelines are attached.

**Attachments:** Facility Inspection Checklist

## **REHABILITATION NETWORK OF ARKANSAS**

### **FACILITY INSPECTION CHECKLIST**

The following are guidelines, which may be used in on-site facility review that must be passed prior to membership admittance:

1. PATIENT CHARTS
  - 1.1 Clinical documentation is present in the file as per QUR checklist.
  - 1.2 Network patient charts maintained in secure area.
  - 1.3 Protocols exist establishing limited chart access to assure patient confidentiality.
    - \* Charts pulled will consist of five active and five discharged.
2. LICENSES
  - 2.1 Professional licenses present.

3. INDEPENDENT CONTRACTOR FILES
  - 3.1 Maintained separate from personnel file with appropriate items. (TB test)
4. PHYSICAL CLINIC INSPECTION
  - 4.1 Verification of equipment according to membership criteria.
  - 4.2 Equipment calibration verified.
    - A. Evidence of yearly calibration present
    - B. Inspection report present
  - 4.3 New Equipment
    - A. New equipment list
    - B. Record of staff inservices/training on safe use
  - 4.4 Safety features
    - A. Evacuation routing charts/exit signs
    - B. Smoke detectors and fire extinguishers
    - C. Universal precaution posted as appropriate
  - 4.5 Handicapped accessibility
    - A. Entrance/egress for wheelchair bound
    - B. Bathroom accessibility for wheelchair bound
  - 4.6 Parking policy if appropriate
    - A. Appropriate handicapped spaces
5. Written policies and procedures
  - 5.1 Safety
    - A. Fire plan
    - B. Emergency evacuation plan
    - C. Non-smoking

- D. Incident reporting
- 5.2 Infection control
- A. Universal precautions
  - B. Hazardous materials
  - C. Exposure control
- 5.3 Patient care
- A. Intake procedures, including financial responsibility and billing procedures.
  - B. Patient orientation, including cancellation/no show policy and scheduling policy.
  - C. Protocols for treatment procedures
    - Protocols/modality
    - Treatment Regimes
- 5.4 Referral Mechanisms
- A. Direct access patient processing
  - B. Phone/written referrals
  - C. Recording procedures for no shows and cancellations
    - Record reasons
    - Inform referral source within reasonable time frame
- 5.5 Quality assurance/program evaluation
- A. Internal quality assurance plan to assure systematic and ongoing monitoring of predetermined aspects of care.
  - B. Procedures to record and communicate recommendations, actions (including target dates) and follow up review.

## **BYLAWS ADDENDUM III**

### *Policies and Procedures for CEU Programs (revised 5/1/04)*

**POLICY:** *CEU Programs and Cost to Members*

**EFFECTIVE DATE:***August 2004*

**SUBJECT:** *To establish guidelines for how many free attendees each clinic can have for CEU programs offered by Rehab Net and to establish a nominal fee for additional attendees.*

**Purpose:** *Rehab Net has a fixed budget for CEU programs; therefore, it is necessary to limit cost by limiting how many members a clinic is allowed to send to the meeting at no charge. It is not the organization's desire to limit clinics from sending as many members as they would like, but to charge a small amount to any additional attendees.*

**Policy:** *Each member is allowed to send two attendees to any CEU program offered by Rehab Net free of charge. All additional attendees from the member's clinic will be charged a fee not to exceed \$100 to cover the extra expense of more attendees.*

**Procedure:** *The member will send in all registrations along with a check for all additional attendees when they register.*