

BRAIN INJURY ASSOCIATION OF NEW YORK STATE BY-LAWS

Revised and Approved:

Board of Directors: 05/06/ 22

Approval by Membership: 06/09/22

1. NAME

The name of the corporation shall be:

THE BRAIN INJURY ASSOCIATION OF NEW YORK STATE

here-in-after referred to as the “State Association.” The word “Association” and the acronyms “BIANYS” and “BIA-NYS” and the name “BRAIN INJURY ASSOCIATION of New York State” may also be used when appropriate to stand for the full name of the state Association.

2. ADDRESS AND SERVICE AREA

The office address of the state Association shall be:

5 Pine West Plaza, Suite 506, Albany, NY 12205

The area served by this Association shall be the entire state of New York. The office address may be changed from time to time by a majority vote of the Board of Directors.

3. FISCAL YEAR

The fiscal year of the state Association shall begin on January 1st and shall end on December 31st of the same year.

4. CORPORATE SEAL

The corporate seal of the state Association shall consist of two concentric circles within which shall be the official name of the state Association.

5. STATEMENT OF PURPOSE

The mission of the Brain Injury Association of New York State is to support, educate and advocate for people and families impacted by brain injury and to minimize brain injury through prevention. In that connection, the goals of the Association include but are not limited to the following:

5.1.1 Promoting the welfare, rights and dignity of individuals with brain injury.

5.1.2 Promoting an increased awareness of the incidence and consequences of brain injury.

5.1.3 Providing an information and resource center for individuals with brain injury, their families and friends, and providers and professionals in the field of brain injury treatment and rehabilitation.

5.1.4 Providing education and training to professionals, providers as well as individuals with brain injury, their

family and friends in the field of brain injury treatment and rehabilitation.

5.1.5 Providing a network of support for individuals with brain injury, their family and friends.

5.1.6 Fostering and assisting the establishment of rehabilitation programs and services for individuals with brain injury.

5.1.7 Promoting the development of standards of quality care and ethical practices in the field of brain injury.

5.1.8 Advocating public policy which recognized and addresses the challenges faced by individuals with brain injury, their families and care providers and promotes prevention.

5.1.9 Supporting and promoting research on all aspects of brain injury, as well as research on innovation, prevention, treatment, rehabilitation and lifelong care.

5.1.10 Creating and supporting activities and legislation aimed at prevention of brain injury and fatalities.

5.1.11 Promoting the creation of grassroots support and activities which are consistent with the goals of the Association.

The phrase "individuals with brain injury" as used in these by-laws shall mean all individuals regardless of age, sexual orientation, national origin, disability, gender, cultural background, race or creed who have sustained an injury to the brain subsequent to birth.

6. MEMBERS

6.1 Eligibility

6.1.1 Any individual who is concerned about the problems and rights of persons with brain injury may become a member of the Association. There is no restriction on the number of individuals in a family who may be members

6.1.2 The state Association shall maintain, at its headquarters, a current list of all members of the state Association.

6.2 Dues

6.2.1 Membership categories and dues for each category shall be established from time to time by the Board of Directors. Dues shall be paid annually to the state Association at the anniversary date of the members. Dues for new members of the association will be prorated based on the date the initial membership was received. The state Association will invoice members for annual dues on the member's anniversary date.

6.2.2 When in the judgment of the Executive Director it seems appropriate to do so, in accordance with policies developed by the Membership Committee, membership dues may be reduced based on an individual's ability to pay. All individual members shall have the same rights of membership regardless of the amount of dues paid.

6.3 Annual Meeting of Members

6.3.1 The state Association shall hold an annual meeting with the members at such time and at such place within the State of New York as the Board of Directors may designate. Those members attending shall constitute a quorum for the transaction of business.

6.3.2 Notice of time and place of such annual meeting of members shall be given or in the Association newsletter or in the annual conference brochure or by first class mail or electronically not less than ten (10) nor more than fifty (50) days before the meeting date; notice shall be given not less than thirty (30) nor more than sixty (60) days before such date.

6.3.3 In the event that a national emergency, state emergency, or other unforeseen circumstance prevents the occurrence of the membership voting at the annual meeting, the annual meeting and/or membership voting on all matters requiring membership vote may be rescheduled to a later date and/or by other means and/or in another forum as deemed appropriate by the Board of Directors. In the event that the Board of

Directors deems it necessary to reschedule the annual meeting and/or membership voting under these circumstances, the slate of officers as comprised at that time will remain unchanged until the annual meeting and/or membership vote occurs

6.4 Voting

6.4.1 Each individual and current Association member shall have one (1) vote on any matter brought to the membership of the state Association for action.

6.4.2 Any membership category that encompasses more than one (1) person, e.g., a family or an organization, is entitled to one (1) vote.

6.4.3 Every member of the Association in good standing and eligible to vote shall be eligible to vote at a meeting of the membership.

6.4.4 Any member in good standing entitled to a vote at a meeting of the membership may vote by proxy by designating a board member as proxy in writing. The proxy must be received by the state Association's office at least seven (7) days in advance of the scheduled meeting date on a proxy form designated by the Board of Directors.

6.5 Special Meetings of the Members

6.5.1 Special meetings of the members of the state Association may be called by the Board of Directors at their discretion or upon the written request of at least thirty (30) percent of the members in good standing. Notice of special meetings may be by electronic or first class mail not less than ten (10) nor more than fifty (50) days before the meeting date. Notice of a special meeting shall also state the purpose(s) for which the meeting is called.

7. DISTRICTS

7.1 Districts

7.1.1 For purposes of representation in the state Association, the state of New York shall be divided into seven (7) voting districts ("District(s)"). The counties to be included in each District are to be as shown on county listing.

7.2 Chapters

7.2.1 A Chapter of the state Association may be formed with at least five (5) members of the state Association in good standing who agree to abide by these by-laws and who sign the Letter of Intent and enter in the Chapter Agreement. The Chapter Agreement shall specify the relationship of the Chapter to the state Association and the obligations each has to the other. The terms of the Chapter Agreement shall be determined by the Board of Directors of the Association. The Chapter Agreement shall also specify the terms and conditions of any revenue sharing arrangement between the Association and a Chapter. That agreement shall be uniform among all the chapters. (See Chapter Guidelines in the Procedure Manual for greater detail).

7.2.2 The Chapter shall be directly accountable to the state Association and its Board of Directors. The Chapter may not act in the name of the state Association without specific written permission.

7.2.3 The Chapter shall hold elections at least every year for Chapter Chairperson and any other officer it deems necessary, and shall submit the names and addresses of such people to the Board of Directors through the state office. The Chapter shall fill any vacancy which shall develop among its officers.

7.2.4 All current members of the state Association who are members of the Chapter shall have the right to vote on Chapter affairs and in Chapter elections.

7.2.5 The state Association shall provide guidelines and polices for the conduct of Chapter affairs. The Chapter must agree to follow the guidelines and policies. (See Chapter Guidelines in Procedure Manual for further details).

7.2.6 The state Association shall provide written guidelines and policies for the disbanding, either

voluntarily or by vote of BIANYS Board, of a Chapter. (See Chapter Guidelines in the Procedure Manual for further detail).

8. THE BOARD OF DIRECTORS

8.1 Board Composition

8.1.1 The governance of the state Association, the direction and management of its work and the control of its property shall be vested in a Board of Directors of up to twenty—five (25) members consisting of:

....up to nineteen (19) directors at large elected by the Board of Directors with primary consideration being the skills and other qualities the nominee can bring to the Board

....seven (7) District Board Members, one individual elected from each District by the members of the Association residing in such districts. All members elected as District Board Members shall be individuals who have experience brain injury or family members of individuals who has experienced brain injury. District Board Members shall be elected by vote of the membership within the respective District, and shall be responsible for sharing the needs and activities of the District with the Board of Directors, representing the District at Board activities and serving at the representative of the Board at chapter meetings. District Board Members have the responsibility to communicate regularly with, and report to the Board of Directors on the activities of the Chapters in their district. Each individual board member is entitled to one vote.

8.1.2 At all times, a minimum of 28%, of the Board of Directors shall be individual and/or a family member of an individual with a brain injury. All Board Members must be members in good standing of the state Association.

8.2 Terms of Office

8.2.1 Each Board member elected will serve a term of three (3) years, unless s/he is completing the remainder of a term as provided in Article 9. No Board member may serve more than three (3) consecutive terms, or nine (9) consecutive years, except as noted in Article 9.2.2 below.

8.3 Election and Appointment of Members of the Board of Directors

8.3.1 Election of District Board Members. The members of the Association in each voting district shall elect from their membership a member of the Board as the District Board Member for such district. After such elections, the name of such board Members shall be transmitted to the state Association at least thirty (30) days prior to the annual meeting. Elections shall be conducted in accordance with procedures established the Board of Directors.

8.3.2 Election of At-large Board Members. At-large Board Members are elected by the Board of Directors in accordance with procedures established by the Board of Directors.

8.3.3 All Board members shall begin their terms as Board members on July 1st, with the exception of Board members elected to fill vacancies (see Section 8.4 below).

8.4 Board of Directors' Vacancies

8.4.1 Vacancies of District Board Members. Any vacancy which develops for any reason among the District Board Members shall be filled for the remainder of the terms.

8.4.2 Vacancies of At-large Board Members. Any vacancy which develops among at-large Board Members shall be filled by the Board of Directors for the remainder of the term. In filling any vacancy, the Board shall endeavor to duplicate the qualities which were represented by the former Board Member(s) but need not do so if this shall be impractical.

8.5 Participation and Attendance

8.5.1 At-Large and District Board Members are expected to participate actively in the work of the Board by serving on at least one (1) committee which regularly contributes to the work of the Board and (2) by maintaining regular attendance at committee and Board meetings.

8.5.2 To ensure maximal productivity and efficiency of the Board of Directors, absent extenuating circumstances, Board members are expected to participate in five board meetings and one board retreat each fiscal year. One board meeting will be held in an alternate location within New York State each fiscal year.

While in-person attendance at all meetings is highly desirable, phone attendance is permissible in the following situations: a) a board member's personal and/or professional commitments prevent in-person attendance; b) weather-related issues prevent in-person attendance; or c) combined travel and meeting time cannot be reasonably completed within a ten hour day.

Meetings will be announced well in advance via email sent by the Executive Director. It is the responsibility of each Board Member to confirm his/her planned attendance well in advance of the meeting, and to specify if attendance will be in person or via teleconference and/or the extenuating circumstances that precludes attendance at the upcoming board meeting. For individuals requiring financial support for travel costs for in-person attendance, a) reimbursement will be limited to the standard IRS automobile mileage rate with tolls or actual public transportation cost and, if necessary, overnight accommodations at the New York lodging rate established by the General Service Administration and b) for budgetary purposes, requests for reimbursement must be discussed and approved by the Executive Director in advance of a given meeting and c) receipts must be submitted within fourteen (14) days of the completion of travel.

Any board member who fails to attend, either in person or via teleconference of more than two (2) of the previous four (4) board meetings and/or the annual board retreat, without advanced notification, shall be deemed to have resigned from the Board of Directors. The resulting vacancy shall then be filled for the unexpired term as provided for in Article 8.4.

8.5.3 Subject to board seat availability and in order to address specific needs of the Board, the Board of Directors may invite former board members who have completed their third consecutive term of office to continue on the board for one additional year of service. Such extensions must be voted on, and approved, by the Board on an annual basis.

8.6 Meetings of the Board of Directors

8.6.1 There shall be four board meetings and a board retreat of the Board of Directors during each fiscal program year. These meetings shall be held on the dates and at the time and place(s) to be determined in advance by the Board of Directors.

8.6.2 A special meeting of the Board of Directors may be called by the President or upon a petition to the President signed by any seven (7) members of the Board of Directors stating the need for such a special meeting. No action may be taken at a special meeting of the Board of Directors which was not previously included on the agenda for the special meeting.

8.6.3 A special meeting may be called by the Chair of the Governance Committee if any immediate action requires open discussion. The agenda will be set by the Chair and notice can be as short as 24 hours.

8.6.4 Fifty-One (51) percent of the duly elected and seated members of the Board of Directors shall constitute a quorum for meetings of the Board. Proxies may not be used by Board Members in order to vote at Board meetings.

8.6.5 At any meeting of the Board of Directors or committee thereof, at which a majority of seated Board Members is present, the vote of a majority of the Directors present at the time of the vote shall be the act of the Board or the committee. Any action required or permitted to be taken by the Board of Directors under these by-laws may be taken without a meeting if all of the Directors consent in writing. Such consent may be conveyed

electronically by e-mail. The written consents shall be filed with the minutes of the proceedings. Any one (1) or more members of the Board or a committee may participate in any meeting of the Board (or a committee) by conference telephone, or similar communication equipment, allowing all participants to hear each other. Participation by these means shall constitute actual presence at the meetings.

8.7 Notice of Meetings

8.7.1 The Board of Directors shall meet four times per year. The dates of the regular Board meetings shall be established at the last meeting of the previous year, and shall be confirmed at the Board meeting prior to the next scheduled date. Notice of the regularly scheduled meetings of the Board of directors shall be mailed by first class mail or conveyed electronically to each member no later than three (3) weeks prior to the date of the meeting. Notice of special meetings of the Board of Directors shall be made by first class mail or electronically no later than ten (10) days prior to the date of the meeting, and shall include an agenda listing the issues to be acted upon at the special meeting.

8.8 Removal of Board Members

8.8.1 Except as otherwise provided by statute, any District or At-Large Member of the state Association Board of Directors may be removed for cause at any time by a resolution passed by two-thirds of the seated Board of Directors provided that such Board Member, prior to his or her removal, shall have received a copy of the charges against him or her, delivered by electronic email or mail at his or her address appearing on file with the state Association at least ten (10) days prior to the adoption of such resolution, and has been provided an opportunity to be heard at a meeting of the Board of Directors of the state Association called for such purposes. A removal of a either a District or At-Large Board Member of the state Association Board of Directors for cause shall be filled as provide for in Article 8.4 above.

8.9 Conflict of Interest and Code of Conduct Policies

8.9.1 The Board of Directors shall review, and attest to both the Association's Conflict of Interest (COI) and Code of Conduct (COC) policies at its yearly December Board meeting. Potential conflicts of interest (COI) and/or conduct (COC) will be discussed as outlined in the policies (see Conflict of Interest Policy and Code of Conduct Policy in Procedure Manual). Final decisions re: potential COI and/or COC will be documented in the Board meeting notes with final outcomes of the discussion noted. All Board Members shall faithfully adhere to this and all other policies adopted by the Board of Directors.

8.9.2 In the absence of fraud, COI, no contract or transaction between the state Association and its Board of Directors or officers or any other corporation or entity in which such director or officer is a director or officer, or is financially interest, shall be valid or voidable for this reason alone or by reason that the director or officer was present at the meeting of the Board, or of a committee thereof, which approved such contact or transaction, provided that the fact of such common directorship, officership or financial or other interest is disclosed to the Board or committee, and that the Board or committee approves such transaction or contract by a vote sufficient for such purpose without the vote of such interested director. Such director may, however, be counted in determining the presence of a quorum at such meeting. No such contact or transaction shall be void or voidable if the fact of such common director, officership or financial interest is disclosed to the members of the Board entitled to vote and the contract or transaction is approved by vote of the members of the Board of Directors.

8.10 Acts of the State Association

8.10.1 No member shall, without the approval of the Board of Directors in consultation with the Executive Director, provide either verbal or written communication in the name of the state Association except as authorized in these by-laws.

8.11 Compensation of Board Members

8.11.1 Board members shall receive no compensation for their service, but may be reimbursed for reasonable

and customary expenses in connection thereof, according to procedures adopted by the Board of Directors (see Section 8.5.2).

9. BOARD OFFICERS

9.1 Election of Board Members

9.1.1 The Board of Directors shall elect from its members the following officers: President, 1st Vice President, 2nd Vice President, Treasurer, and Secretary.

9.1.2 While it is desirable that the officers be as evenly spread among the districts as possible, the Fore-most consideration in nominating any officer shall be the skills and other needed qualities that the nominee will bring to the office.

9.1.3 The duties of officers shall be those that normally pertain to the office together with any other duties which may be assigned to them by these by-laws or from time to time by the Board of Directors or by the President, in consultation with the Executive Director. In the event of temporary absence of the President, the order of acting for an absent President shall be (1) 1st Vice President, (2) 2nd Vice President, (3) Treasurer, (4) Secretary, (5) a person temporarily appointed by a majority of the seated Board of Directors.

9.2 Terms of Office

9.2.1 The term of office for each officer shall be three (3) years, and no individual shall serve in the same office for more than six (6) consecutive years. Individuals whose term of office has ended or whose eligibility for office has expired are eligible to return to the Board of Directors as District or At-Large Members in accordance with Article 8.2.1.

9.2.2 In the event that a board member is elected President prior to the conclusion of their 3 consecutive year terms and/or 9 consecutive years, he or she shall be allowed to subsequently serve up to 2 consecutive 3-year terms in the role of President. This may temporarily result in a 26 member.

9.3 Officer's Vacancies on the Board

9.3.1 The Board of Directors shall fill any vacancy developing among the officers.

9.4 Attendance

9.4.1 As members of the Board, officers are subject to the same attendance and participation requirements as are the other board members as specified in Article 8.

9.5 Removal of Board Members

9.5.1 Any officer elected or appointed by the state Association Board of Directors may be removed from that office by the Board with [or without] cause. A two-thirds (2/3) vote of a majority of the seated Board members is required.

10. BOARD COMMITTEES

10.1 The state Association shall have three standing committees, each of which shall be comprised of at least three (3) Board members: an Executive Committee, a Resource Management Committee, a Governance Committee. Additional committees may be created by the President, in collaboration with the Executive Director, with the consent of the Board. Committee chairs and committee members shall be appointed annually by the President except for the chair of the Governance Committee, who shall be elected by the Board, and the Resource Management Committee which will be chaired by the Treasurer. Committee meetings shall be called by committee chairs as frequently as necessary to carry out committee responsibilities. Minutes shall be recorded at all committee meetings. Written committee reports are

provided to members at the next scheduled Board of Directors meeting. (See the Procedure Manual for descriptions of roles and responsibilities of each committee.)

10.1.1 There shall be an Executive Committee of six (6) members consisting of the President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, and chair of the Governance Committee. The Executive Director is an additional non-voting member of the Executive Committee. The Executive Committee shall be empowered to act on behalf of the Board between Board meetings and shall meet at the call of the President. The Executive Committee shall not be empowered to elect the Director or Officers, amend these bylaws, dissolve the state Association, hire or fire the Executive Director or take any actions prohibited by statute or law. Decisions of the Executive Committee shall be binding on the state Association as if they were made by the full Board. Four (4) members of the Executive Committee shall constitute a quorum at any meeting of the Executive Committee. Any action of the executive committee may be overruled, however, at the next Board meeting except decisions impacting the rights of third parties.

10.1.2 The Executive Committee shall regularly review the work of all other committees and chapters and annually review the Association's performance on its corporate goals, program goals, and progress on the strategic plan, making recommendations for Board action as necessary.

10.1.3 The Executive Committee shall conduct an annual performance review of the Executive Director and determine annual compensation and benefits.

10.1.4 The Resource Management Committee shall review the Association's financial and human resources policies and recommend revisions as needed. It shall review, monitor, and make recommendations concerning the Association's budget and review the Form 990. It shall hear employee grievances which cannot be resolved by the Executive Director, as stated in the Association's Personnel Manual and shall reports its action to the Board. It shall approve wage and salary guidelines and approve personnel requests outside of budgeted positions. (See the Personnel Manual for additional information).

10.1.5 The Board of Directors shall elect from its members a Governance Committee of not less than three (3) nor more than five (5) persons. The Board shall elect the chair of the Governance Committee. The Governance Committee shall identify current and future needs of the Board in terms of expertise and skills needed to make it effective. It shall make these characteristics known to the membership of the Association in preparation for annual Board elections. The Governance Committee shall receive recommendations from the membership and will recruit candidates for election to the Board as specified by these by-laws. The Committee will activate a Nominations subcommittee for recruitment and nomination purposes whenever vacancies arise in the Executive Committee. (See the Personnel Manual for specific nomination procedures).

The Committee may evaluate the performance and contributions of current Board Members and provide such information to the membership within the district and to the Board, if such information is available and is requested. In addition, the Governance Committee shall develop and implement training to assure that all Board members have the information and skills necessary to be effective Board members, develop and implement an orientation for new Board members, develop a plan for the orderly succession of Board officers, and conduct a periodic review of the by-laws and suggest revisions as necessary.

10.1.6 The Governance Committee shall, prior to the Board meetings, make nominations for at-large directors and officers to replace members or officers whose terms are nearing completed and/or to fill vacancies. Such nominations shall be made by a majority vote of the Governance Committee. The Committee may nominate more than one (1) person for any office of the Association. Nominations may also be made by board members at the meeting in which elections are held.

10.1.7 The primary goal of the Advisory Committee is to provide a way for survivors to communicate with the Board of Directors. It consists of at least six but no more than ten brain injury survivors. These individuals should represent all BIANYS districts. The Advisory Committee reports to the President and works with the Executive Director and Staff to provide leadership, governance and guidance in their development and implementation of

the BIANYS strategic plan. The Chair of the Advisory Committee is a voting member of the BIANYS Board of Directors. The President of the BIANYS Board of Directors serves in an ex-officio capacity on the Advisory Committee. Once approved by the BIANYS Board of Directors each member of the Committee serves a 3-year term and is eligible for re-appointment for an additional term upon a vote of the BIANYS Board of Directors.

10.1.8 The Investment Committee shall provide guidance and oversight and will abide by the board approved Investment Policy to set standards for investment options through the recommended portfolio. The committee will meet regularly with the investment firm chosen by the board to assess risk and return. Recommendations for changes to the investment committee will be formally introduced to the board for discussion and approval prior to any change.

11. ANNUAL AUDIT

11.1 The Board of Directors shall require an annual independent audit of the Association's financial records at the conclusion of each fiscal year. The Executive Committee shall recommend an auditing firm to the Board of Directors for Board approval.

12. INDEMNIFICATION OF BOARD MEMBERS

12.1.1 To the fullest extent permitted by law, the current and former officer, directors, and other authorized employees of the State Association shall be defended, indemnified, and held harmless against all costs, damages, and expenses actually and personally incurred by or imposed upon them in connection with the defense of any action, suit, or proceeding, or any other matter having to do with their acts or conduct in the capacity of director, officer, or other authorized employee of the state association.

13. PARLIMENTARY AUTHORITY

13.1.1 For any issue which may arise and which is not ruled by these by-laws, the current edition of Robert's Rules of Order shall govern.

14. AMENDMENT TO BY-LAWS

14.1.1 Amendments to these by-laws shall be made by the affirmative vote of two-thirds (2/3) of the membership present and voting at any meeting. A minimum of thirty (30) days written or electronic notice shall be given of any such action, said notice to include the proposed text of the amendment.

14.1.2. A proposed amendment shall not be presented to the membership for a vote until and unless the proposed amendment has been approved by the Board of Directors by a two-thirds (2/3) vote of the Board members present and voting.

14.1.3 These by-laws take immediate effect upon passage by the general membership.