



Brain Injury Association of Delaware, Inc

## Bylaws

Amended: September 5<sup>th</sup>, 2008

Adopted:

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**BYLAWS OF THE  
BRAIN INJURY ASSOCIATION OF DELAWARE, INC.**

**ARTICLE I  
NAME**

The name of the Association is the Brain Injury Association of Delaware, Inc. The acceptable abbreviation shall be BIAD, Inc. The organization may also be referred to as the *Association*.

**ARTICLE II  
MISSION**

The mission of the Association is to create a better future through brain injury prevention, research, education, and advocacy.

**ARTICLE III  
PURPOSE**

The purpose of the Brain Injury Association of Delaware, Inc.(BIAD) is to work in concert, as described below, with the Brain Injury Association of America (BIAA) to aid persons with brain injuries their families.

- a) Promoting the general welfare of individuals suffering physical, intellectual, and behavioral disabilities secondary to brain injury.
- b) Promoting efforts to prevent brain injuries.
- c) Promoting efforts to provide Delawareans with the highest standard of medical care, treatment, rehabilitation and housing for individuals with brain injury
- d) Provide educational and resource materials to support individuals with brain injuries, their families and caretakers.
- e) Provide resources to aid individuals with brain injury and their families in locating services related to areas of rehabilitation and or improving/maintaining their quality of life.
- f) Provide emotional support for individuals with brain injury, their families, and or their caretakers.
- g) Assisting in procuring benefits for individuals with brain injury and their families through public education and advocacy.
- h) Advocating and fostering research in the areas of treatment, rehabilitation, and quality of life of individuals with brain injury.
- i) Promoting public awareness in all matters related to brain injury
- j) Promoting the development of programs and facilities for the rehabilitation of individuals with brain injury.
- k) Assisting in the search for financial support for individuals with brain injury.

- l) Develop a mechanism for the on-going evaluation of available and proposed services for individuals with brain injury.
- m) Acting as a resource in the active development of volunteer and vocational opportunities for individuals with brain injury.
- n) Promote vocational and volunteer opportunities as well as related training for individuals with brain injuries.

## **ARTICLE IV** **OBLIGATIONS**

The Brain Injury Association of Delaware, Inc., must to the best of it's ability fulfill the following obligations to the Brain Injury Association of America (BIAA) in accordance with its charter:

- a) Grant membership and it's full rights and privileges to all individuals joining or renewing membership in BIAA or BIAD, Inc.
- b) Provide a list of names and address of all individuals who become members of BIAD, Inc. to BIAA monthly.
- c) Establish annual dues for members at an amount set by the Board of Directors of the Brain Injury Association of America.
- d) Submit monthly to BIAA, forty percent (40%) of dues received for membership.
- e) Cooperate with BIAA in an annual membership drive.
- f) Sponsor support groups through out the state of Delaware for individuals with brain injury and their families.
- g) Act as a central information and resource service for Delaware residents by maintaining a telephone number and mailing address which is regularly accessible and by publishing and distributing at least two (2) newsletters a year.
- h) Work for awareness in Delaware of the needs of individuals with brain injury and their families by acting as an advocacy and public action group in Delaware and by participating with BIAA.
- i) Provide opportunities for promotion of brain injury education and awareness through out Delaware.
- j) Pursue the prevention of brain injuries in Delaware.
- k) Participate in at least one fundraising effort annually in which the proceeds are split with BIAD and BIAA.
- l) Submit to BIAA, copies of its Articles of Incorporation, Bylaws, and proof of tax-exempt status and when any changes are made to BIAA or BIAD bylaws.
- m) Submit to BIAA with in thirty (30) days of election, a roster of names and addresses of the Board of Directors and officers.
- n) Submit to BIAA an annual report, the content of which is to be mutually determined with BIAA
- o) Exhibit the logo of BIAD on all letterheads and publication.

## **ARTICLE V** **OFFICES**

Section 1 - Principal Office - The principal office of the Association shall be located in state capital Dover. Alternate locations may be proved by the Board of Directors.

Section 2 - Other Offices - The Association may also have offices at such places as established by the Board of Directors.

Section 3 - Books and Records: Books of accounts of the transactions of the Association shall be kept at the principal office and shall be open for inspection as required by law.

## **ARTICLE VI** **OFFICERS**

Section 1 – Officers Listed – The officers shall be a President, two Vice-presidents, Secretary and a Treasurer.

Section 2 – Tenure – The officers shall be elected for a term of two (2) years. No officer shall serve more then two (2) consecutive terms with out a 3 year period in between. The Officer’s terms can be extended or officers can be re-elected at the discretion of the board of directors.

Section 3 – Election – The officers shall be elected, as needed, through expiration of terms or retirement by the Board of Directors at the annual meeting.

Section 4- Vacancies – Any vacancy shall be filled by the Board of Directors effective until the next annual meeting.

Section 5 – Qualifications – All officers must be members in good standing of the BIAA and BIAD, Inc.

## Section 6 - Duties

- a) The president shall preside at all meetings of the Brain Injury Association of Delaware and of the Board of Directors and shall be an ex-officio with a right to vote on all committees. The president shall make suggestions to the Board of Directors to promote the organization and its goals and shall perform such other duties as are necessary. The president will have authority over all officers of the association.
- b) The 1<sup>st</sup> Vice-President shall coordinate the activities of communities as designated by president and preside at all meetings in the absence of the president. The 1<sup>st</sup> vice-president shall report to the president and keep the president informed of all activities related to responsible areas.
- c) The 2<sup>nd</sup> Vice-President shall oversee all financial and public relations aspects related to BIAD. The 2nd vice-president shall report to the president and keep the president informed of all activities related to responsible areas.
- d) The secretary will keep a correct and permanent record of the Annual meeting and all meetings of the Board of Directors and present them as directed at any meeting. The secretary or a designee will keep current the list of names and address of the members. The secretary will issue notices of Annual meeting and of meetings of the Board of Directors. The secretary will conduct the correspondence and perform other duties as assigned by the president and the Board of Directors.
- e) The Treasurer will be the custodian of all funds of the Brain Injury Association of Delaware and shall be accountable for their safe keeping. The treasurer will keep financial records, account all receipts and disbursements and make financial reports to BIAA & BIAD, Inc. at such times as designated. All checks, drafts, and other orders for the payment of money by the chapter and all receipts for payment of money to the chapter from any sources will be issued by the treasurer or other authorized signatory as in such a manner as determined by the Board of Directors. The treasurer shall submit records for audit annually.  
The Board of Directors must approve all expenditures exceeding \$500.00 that are not granted or donated for a specific capital project. These funds may be transferred for that use if it has previously been approved by the Board of Directors

Section 7- Voting as a Director - The President shall only vote when a tie vote occurs. All other officers shall have the right to vote as a member of the Board of Directors at all meetings of the Board.

**ARTICLE VII**  
**PRESIDENT**

SECTION 1: APPOINTMENT

The Board of Directors shall, at such time as it sees fit, appoint a President as the Chief Executive Officer of the Association. The President shall be an ex-officio member of the Board of Directors.

SECTION 2: DUTIES AND POWERS

Subject to the general authority and oversight of the Board of Directors, the president shall have the authority to:

- a) Address any and all matters of the Association.
- b) Oversee the daily management aspects of the Association and its interrelationship with all other entities.
- c) Manage the staff of the Association including, but not limited to, the power to hire, terminate, and institute disciplinary action with respect to Association personnel.
- d) Oversee the day-to-day management, direction, and control of the properties, operations, and activities of the Association under the direction of the Board of Directors.
- e) Become an ex-officio member of all Board committees and task forces.

**Article VIII**  
**BOARD OF DIRECTORS**

Section 1 – Composition – The Board of Directors shall consist of at least ten (10) members in good standing of BIA Delaware, including officers.

Section 2- Tenure – All directors shall serve a term of three (3) years which are renewable. No director shall serve more than two (2) consecutive terms without a three (3) year break in between. If possible they shall be staggered with an equal number being elected from each county.

Section 3- Election – Directors shall be elected by a majority vote of members in good standing present at the annual meeting. No less than one member from each county.

Section 4 – Vacancies – Vacancies in the Board of Directors as well as additional Directors as shall be filled by a 2/3 vote of the directors present at a board meeting. These interim directors shall be subject to election at the following board meeting.

Section 5- Removal – Any director may be removed from office by a 2/3 vote of the Board members present at a special board meeting called for that purpose.

Section 6- Compensation – Directors shall receive no compensation for their services but may by resolution of the Board of Directors be compensated for specific expenses incurred while attending special meetings.

Section 7 – Non-Voting Members- Members of the Board who are not present for three (3) consecutive meetings will be classified as non-voting members and will not be permitted to vote at board meetings until reinstated by a vote of the Board. They will not be counted as members of the Board for determination of a quorum.

#### Section 8 – Power and Duties

- a) General Powers – The Board of Directors will be the governing body of the organization. The Board will carry out the mandates and policies of BIAA and BIAD, Inc., subject only to provisions of these by-laws and the charter agreement with BIAA. The Board has full and complete power and authority to perform all acts and to transact all business for and on behalf of BIAD, Inc.
- b) Specific –
  - 1) The Board has the power to act in all matters for BIAD, Inc.
  - 2) The Board has the power to hold meetings and appoint committees.
  - 3) The Board may arrange for bonding of personnel who handle funds.
  - 4) The Board shall report to BIAD, Inc. members at the Annual meeting.

### **Article IX** **Meetings**

#### Section 1 – Annual Meeting of Members

- a) Time and Place- A regular annual meeting will be held at such time and place as the Board of Directors may designate.
- b) Order of Business- The order of business shall be:
  - 1. Calling of the roll
  - 2. Proof of notice of meeting
  - 3. Reading of Minutes
  - 4. Receiving of Communications

5. Report of Officers
6. Election of Board Members
7. Unfinished Business
8. New Business

Any questions as to priority of business shall be decided by the chair without debate. This order of business may be altered or suspended at any meeting by a majority vote of those present.

- c) Notice – Notice of the meeting shall be mailed to members in good standing at their last recorded address at least fifteen (15) days but not more than 45 days before the meeting date.
- d) Quorum – The presence in person of ten (10) percent of members entitled to vote shall constitute a quorum for the transaction of business.
- e) Special Meetings- Special meetings of members may be called by the Board of Directors at their discretion or upon the written request of ten (10) percent of members in good standing. Notice of Special Meetings must be sent at least twenty (20) days prior to meeting date. No business other than the specified in the notice may be transacted at a special meeting.

## Section 2- Meeting of the Board of Directors

- a) Time- The Board of Directors shall hold a regular meeting immediately following the Annual Meeting. The board shall meet at least six (6) times a year.
- b) Quorum – A majority of voting members of the Board of Directors shall constitute a quorum. Board Members who have contacted the President, Secretary, or Treasurer and indicated absence due to compelling personal issues shall be counted as present for the purpose of the quorum.
- c) Rules of Order
  - 1) Calling of the Roll
  - 2) Reading of the minutes and financial reports
  - 3) Receiving communications
  - 4) Area and Committee Reports
  - 5) Election of officers at annual meeting
  - 6) Unfinished business
  - 7) New business
- d) Special meetings – Any officer of the Board may call a special meeting of the Board.
- e) Any action requiring a vote of the Board of Directors may be taken by mail at the discretion of the Board.

## **Article X** **Records**

- Section 1 – Financial – BIAD, Inc. shall keep current and complete records of all financial transactions
- Section 2 – Membership – BIAD, Inc. shall maintain a current membership list.
- Section 3 – Minutes - BIAD, Inc., shall keep minutes of all Board of Directors meetings.
- Section 4 – Records- BIAD, Inc. shall maintain copies of its by-laws, charter, and all other legal documents.
- Section 5 – Rights of Inspection and Privileges – All books and records of BIAD, Inc. may be inspected by any member at any reasonable time. Books and Records may be made available to others at the discretion of the President.

## **ARTICLE IX** **COMMITTEES**

### **SECTION 1                      STANDING COMMITTEES**

- A. The standing committees of the Board of Directors shall be an Executive Committee, Board Development Committee, Finance and Audit Committee, Fundraising Committee, Public Relations Committee, Prevention and Education Committee, Membership Committee, Fundraising Committee, Outreach Committee, Government Relations Committee, Conference Committee, Information Technology Committee, Public Relations Committee.
- 1) Executive Committee
- The Executive Committee shall consist of the Officers of the Board of Directors, the immediate past Chairperson, and one member of the Board of Directors selected at large by the Chairperson of the Board. The Executive Committee shall have and may exercise the authority of the Board of Directors, to act in the stead of the Board in emergent situations, when calling a special meeting of the Board would be impractical or impossible. The Executive Committee shall not be empowered to elect Directors, Officers, or members of the Executive Committee. All members of the Executive Committee shall have voting authority.

2) Board Development Committee

The Board Development chair/committee will oversee all related activities including recruitment, tracking terms, board nomination, and board training. The Committee will actively seek-out and recruit potential board members, maintain all board term records and ensure that term limits are followed as per the by-laws of the Brain Injury Association of Delaware. The Board Development Committee will provide the board of directors with appropriate board training and professional development. The Board Development Chair will keep the president and director informed of all current activities. The Committee will work closely with the president and director to ensure that all board related needs are being met.

3) Finance and Audit Committee

Responsible for identifying possible resources such as donations, fundraising, grants, and securing all resources needed for the programs. Oversee all financial resources to ensure proper use of resources and maximize its potential.

4) Prevention and Education

Provide brain injury prevention and education to all residents of Delaware. This includes providing speakers to schools, conferences, and civic groups. Develop injury prevention programs and materials. Works with outside organizations with develop working relationships in order to improve prevention efforts.

5) Membership

Develop plans to increase and maintain association membership. This includes maintaining a membership database and mailing membership applications and renewal letters.

6) Fundraising

Develop a comprehensive fundraising plan to increase funding in order to ensure the financial sustainability. This includes planning and implementing events and establishing corporate and individual sponsorships and donations.

7) Outreach

Provide outreach to persons with brain injury and families, hospitals, rehabilitation centers and related facilities through the use of the association resources center. Develop a comprehensive outreach plan to maximize effectiveness.

8) Government Relations

Work with local and state legislators to improve quality and access to services for persons with traumatic brain injury. Assist in advancing the mission of the association through continued participation in councils, task forces, and legislative initiatives.

9) Conference

Develop and implement an annual educational conference and annual meeting for the purpose educating survivors, families, professionals, legislators, educators, and other interested parties. This includes securing presenters, locations, and special events, as well as overseeing all aspects of conference and meeting.

10) Information Technology

Develop a comprehensive plan to create a state of the art website that will maximize the exposure of the association, provide current information about, brain injury, association activities, and other related resources.

11) Public Relations

Develop a comprehensive plan to improve the exposure of the association. Act as a liaison to television, radio, and print media. Prepare press releases for all association announcements and events.

- B. The chair of a standing committee shall be a member of the Board of Directors, unless otherwise specified, and shall be appointed by the Chairperson of the Board in consultation with the President.
- C. Standing committee chairs shall appoint the members of their respective committees with input from the Chairperson of the Board and the President.
- D. Each standing committee shall be comprised of not less than the committee chair and two additional members who are appropriately qualified. No standing committee shall have less than three (3) members.
- E. At each annual meeting of the Board of Directors, the Board shall confirm all chair appointments and committee compositions.
- F. All Committee shall meet at least 10 times annual.
- G. Each standing committee shall make regular written reports to the Board of Directors.

**ARTICLE XII**  
**FISCAL YEAR**

The Fiscal Year shall begin January 1st and end on December 31st of each year.

**ARTICLE XIII**  
**PARLIAMENTARY AUTHORITY**

Where not otherwise governed by the provision of these bylaws, the latest edition of Robert's Rules of Order shall govern the conduct of the business of the Association.

**ARTICLE XIV**  
**AMENDMENTS**

**Section 1.** Amendment or Repeal of Bylaws. Except as otherwise provided in this section, these bylaws may be amended or repealed by a majority vote of the Board of Directors. A majority vote of the delegates at an annual or special meeting of the Members shall be required to amend or repeal any provisions of these Bylaws relating to:

- a) The number, qualifications, or term of office of members of the Board of Directors in Article VII, Section 3;
- b) The dissolution of the corporation under Article XIV of these Bylaws.

**Section 2.** Amendment of Articles of Incorporation. Except as otherwise provided in the Articles or the Act, amendments to the Articles shall be adopted by a majority vote of the delegates at an annual or special meeting of the State Affiliate Assembly, provided notice of such meeting sets forth the proposed amendments or a summary of the changes to be effected thereby. Any number of amendments may be acted upon at one meeting.

**Section 3. Notice.** Not less than sixty (60) days written notice of any proposed amendment to these Bylaws

## **ARTICLE XV**

### **INDEMNIFICATION OF OFFICERS, DIRECTORS, AND EMPLOYEES**

#### **SECTION 1**

The Association agrees to reimburse Directors, Officers or employees of the Association for legal expenses actually and reasonably incurred by the individual as a result of their being a party to a legal proceeding by virtue of his or her position as a Director, Officer, or employee. However, the Association shall not reimburse Directors, Officers or employees (1) where the individual is liable for negligence or misconduct in the performance of his or her duties; (2) where the proceeding is unrelated to the individual's relationship to the Association; or (3) where the action is being taken by the individual against the Association or an employee, Director or Officer of the Association.

#### **SECTION 2 - EMPLOYEES, DIRECTORS, AND OFFICERS**

The Association shall indemnify any person who was or is a party, or is threatened to be made a party to or witness in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that the person is or was a Director, Officer or employee of the Corporation, if such person acted in good faith and in a manner he/she reasonably believed to be in the best interest of the Association and had no reason to believe the action was unlawful. Indemnification may include expenses (including attorney's fees); judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such suit, action, or proceeding. Such right of indemnification shall not be deemed exclusive of any other rights to which such, Director or Officer may be entitled apart from the foregoing provisions. No indemnification shall be made in respect of any claim, issue or matter as to which the individual shall have been adjudged to be liable for negligence or misconduct in performance of his or her duty, or for any claim, issue or matter in which action is being taken by the individual against the Association or any employee, Officer or Director of the Association. The foregoing provisions of this Article shall be deemed to be a contract between the Association and each, Director and Officer who serves in such capacity at any time while this Article and the relevant provisions of the Massachusetts General Not for Profit Corporation Act and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing, with respect to any state of facts then or thereafter existing, or any action, suit, or proceeding theretofore, or thereafter brought or threatened based in whole or in part upon any such state of facts.

**In Witness Whereof the Undersigned Have Signed These By-Laws**

**President**

**Date**

**1<sup>st</sup> Vice President**

**Date**

**2<sup>nd</sup> Vice President**

**Date**