

**BYLAWS
OF
BRAIN INJURY ASSOCIATION OF AMERICA, INC.**

**Adopted April 12, 2012
Revised July 17, 2012
Revised May 23, 2014
Revised August 21, 2014
Revised December 5, 2014
Revised December 5, 2017**

ARTICLE I NAME

The name of the organization is Brain Injury Association of America, Inc. (hereinafter, Association).

ARTICLE II PURPOSES

The purposes of the Association are to advance brain injury awareness, research, treatment, and education and to improve the quality of life for individuals with brain injury, caregivers and professionals.

ARTICLE III OFFICES

The principal office shall be as determined by the Board of Directors. Books of accounts of transactions of the Association shall be kept at the principle office and shall be available for inspection as required by law. The Association may have other offices at such places as established by the Board of Directors.

ARTICLE IV MEMBERSHIP

Section 1 Qualifications

Any individual or corporation interested in furthering the purposes of the Association is eligible for General Membership in the Association upon application and payment of assessments made in accordance with the guidelines prescribed by the Board of Directors. General Members that meet eligibility requirements may participate in a Section of the Association and may receive other benefits of membership but shall have no voting rights within the Association.

Section 2 Termination of Membership

Any member that fails to meet financial obligations to the Association in accordance with the policies and procedures approved by the Board of Directors shall be dropped from membership with no action required by the Board of Directors. Any member may be censured, suspended or expelled from membership for good cause by a two-thirds (2/3) vote of the Directors present and voting, subject to the member being provided the opportunity to receive notice of the reason for such action and provide a written response to such notice.

ARTICLE V SECTIONS

Section 1 Establishment

The Board of Directors may establish Sections encompassing the special interests of members of the Association to operate as functional work groups within the Association in compliance with applicable law and these Bylaws.

Section 2 Membership

A Section may establish classes of membership and may admit individual or corporate members in accordance with the criteria and upon such form or forms developed by the Section and approved by the Board of Directors.

Section 3 Programs and Services

A Section may establish an annual plan of programs and services to be provided to its members and shall submit the plan and a proposed budget for approval by the Board of Directors.

Section 4 Fees, Dues and Assessments

A Section may establish for approval by the Board of Directors a schedule of application fees, annual dues or periodic assessments and policies and procedures for collection of payments by its members.

Section 5 Governance and Operations

A Section may establish a structure and policies and procedures for its governance and operations, including the election of a Section Chairperson and other subordinate office holders, the formation of committees and task forces, the conduct of meetings, and other matters unique to the Section with the approval of the Board of Directors.

Section 6 Reporting

A Section shall submit regular, written reports of its activities to the Board of Directors.

ARTICLE VI BOARD OF DIRECTORS

Section 1 Authority

The Board of Directors shall have and exercise all powers necessary to effect any and all of the purposes for which the Association is formed. The Board of Directors shall determine the policies, programs and operations of the Association and shall receive, account for and expend funds and shall acquire and dispose of real or personal property for corporate purposes. The Board of Directors shall have authority to hire and terminate the employment of the President of the Association. The Board may delegate any of its authority unless prohibited by these Bylaws or by law.

Section 2 Qualifications

All Directors shall be fully engaged in the Association's mission and shall collectively lead the organization in the most customer-directed, professional and cost-effective manner possible. Each Director shall make a financial contribution to the Association and shall have responsibility for fund raising for the Association. No Director may use his/her position on the Board for personal profit. The Board shall maintain an ethics policy.

Section 3 Number, Election and Term

- A. There shall be a minimum of fifteen (15) Directors recommended by the Governance Committee and elected by the Board of Directors at the Annual Meeting of the Board.
- B. Directors shall be elected for an initial one-year term and may be re-elected for two (2) additional terms of three years. Terms are in effect at the first regular meeting of the Board following the election.
- C. The Past Chairperson of the Board shall be a voting Director until he/she is succeeded.
- D. The Board may appoint honorary Directors at any regular meeting. Such Directors shall be listed in the Association's roster of Board members and shall receive notices and may attend and participate in all meetings of the Board except that honorary Directors may not introduce motions, cast votes or chair a standing committee of the Board. In the event the National Medical Director and the Chairperson of the Research Committee are not elected as Directors, each shall serve as honorary Directors until a successor is appointed.

Section 4 Removal

Any Director who has two (2) unexcused consecutive absences from regularly scheduled Board meetings may be removed from the Board of Directors. Any Director, including an honorary Director, may be removed for cause by two-thirds (2/3) vote of the Directors present and voting at a regular or special meeting of the Board, with the Director being considered for removal not participating in the vote. The Board of Directors may fill any vacancies on the Board.

Section 5 Meetings

- A. Regular meetings shall be called by the Chairperson. Notice of the meeting, specifying the business to be conducted, shall be provided to Directors five (5) business days in advance of the meeting. Such notice may be made by any means.
- B. The last regular meeting of the calendar year shall be the Annual Meeting of the Board of Directors. At such meeting, Directors and Officers of the Board shall be elected, committee

assignments shall be confirmed, and other such appropriate business of the Association shall be conducted.

- C. Special meetings to consider business of an urgent nature may be called by the Chairperson or the President with less than five (5) business notice. Notice of special meetings may be made by electronic transmission.
- D. The presence of a majority of Directors constitutes a quorum. As long as a quorum is preserved, the majority of Directors present and voting carries any action of the Board, except where provided otherwise by law or by these Bylaws. A two-thirds (2/3) vote of the Directors present and voting shall be necessary to carry any action concerning litigation, or any action amending these Bylaws or the Articles of Incorporation, or approving the dissolution of the Association.
- E. Any or all Directors may participate in or conduct a regular or special meeting by any means of communication in which all participants may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present at the meeting.
- F. Any action requiring or permitted to be taken by the Board of Directors under these Bylaws may be taken without a meeting if all of the Directors consent in writing. The written consents shall be filed as the minutes of the proceedings

ARTICLE VII OFFICERS

Section 1 Number, Election and Term

The elected Officers of the Association are the Chairperson, Vice Chairperson, Secretary, and Treasurer as elected by the Board of Directors from among the membership of the Board for a one-year term. No Officer may hold the same office for more than two (2) consecutive terms. Each Officer shall maintain his/her position until a successor is elected. Terms shall take effect on the first day of the calendar year following the election.

Section 2 Chairperson

The Chairperson shall be the principal volunteer Officer of the Association and shall preside at and control the conduct and operation of all meetings of the Board of Directors. The Chairperson may sign any legal document on behalf of the Association that the Board of Directors authorizes. The Chairperson shall lead the Officers of the Association in an annual review of the performance of the President of the Association. The Chairperson shall report the findings and recommendations of the evaluation to the Board of Directors. The Chairperson

shall be an ex-officio member of all committees and task forces of the Association and shall perform such other duties as may be assigned by the Board of Directors.

Section 3 Vice Chairperson

In the absence of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson and when so acting, shall have all the powers of and restrictions upon the Chairperson. When authorized by the Board of Directors or the Chairperson, the Vice Chairperson may sign any legal document on behalf of the Association. The Vice Chairperson shall be a member of the Fund Development Committee and shall perform such other duties as may be assigned by the Board of Directors.

Section 4 Secretary

The Secretary shall be responsible for assuring all notices to Directors are given in a timely manner and that a true and accurate record is kept of all meetings of the Board of Directors. When authorized by the Board of Directors or the Chairperson, the Secretary shall sign any instrument on behalf of the Association. The Secretary shall be a member of the Governance Committee and shall perform such other duties as may be assigned by the Board of Directors.

Section 5 Treasurer

The Treasurer shall report on the financial matters and transactions of the Association as recorded in the books of the Association provided for that purpose. The Treasurer shall require that all monies of the Association be deposited in the name of the Association and that the Association's books of account shall be audited by an independent Certified Public Accountant selected by the Board of Directors. The Treasurer shall be a member of the Finance and Audit Committee and may perform such other duties as may be assigned by the Board of Directors.

Section 6 Voting as a Director

All Officers shall have the right to vote as Directors at all meetings of the Board.

Section 7 Vacancies

If a vacancy occurs among the elected Officers for any reason, the Board shall at its next regular or special meeting fill the position for the unexpired portion of the term. The Officer who fills the vacancy shall be eligible for election for two (2) consecutive terms thereafter.

Section 8 Removal

An Officer may be removed for cause by two-thirds (2/3) vote of the Board of Directors present and voting, at any regular or special meeting of the Board with the Officer being considered for removal not participating in the vote.

Article VIII PRESIDENT

Section 1 Appointment

The Board of Directors shall, at such time as it sees fit, hire a President as the Chief Executive Officer of the Association. The President shall be an Officer of the Association, a non-voting member of the Board of Directors and may participate in all Sections, committees and task forces in an ex-officio capacity.

Section 2 Duties and Powers

Subject to the general authority and oversight of the Board of Directors, the President shall have the authority to address any and all matters of the Association and may sign any legal document on behalf of the Association. The President shall manage the daily operations, property and staff of the Association and shall have and exercise the power to hire, terminate, and institute disciplinary action with respect to Association personnel.

Section 3 Performance Evaluation

The President shall participate in an annual review of his/her performance as conducted by the Officers of the Association. The Chairperson shall report the findings and recommendations of the evaluation at the Annual Meeting of the Board of Directors.

ARTICLE IX COMMITTEES AND TASK FORCES

Section 1 Standing Committees

- A. The standing committees of the Board of Directors shall be an Executive Committee; Governance Committee; Finance and Audit Committee; Fund Development Committee; and Strategy and Planning Committee.
- B. The chairperson of a standing committee shall be a member of the Board of Directors and shall be appointed by the Chairperson of the Board in consultation with the President.
- C. Every Director shall be a member of at least one standing committee.

- D. Standing committees shall meet quarterly or more often as may be required to accomplish their tasks. Each committee may establish its own procedures consistent with the Bylaws of the Association.
- E. Standing committees shall report to the Board of Directors at each regular meeting of the Board.

Section 2 Executive Committee

The Executive Committee shall consist of the Officers of the Board of Directors, the immediate Past Chairperson, and the chairpersons of the standing committees. The Executive Committee shall have and may exercise the authority of the Board of Directors 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 or Officers, amend these Bylaws or dissolve the Association.

Section 3 Governance Committee

The Governance Committee shall continually identify and recruit candidates for nomination to the Board and shall annually recommend a slate of individuals for election as Directors and Officers. The committee shall oversee the orientation of new Directors and conduct year-round training programs for the Board. The committee shall lead an annual performance assessment of the Board. The Secretary shall serve as a member of the committee.

Section 4 Finance and Audit Committee

The Finance and Audit Committee shall review, monitor and make recommendations concerning the finances of the Association. The committee shall recommend the selection of an independent Certified Public Accountant for approval by the Board and shall ensure that an external audit of the financial operations of the Association is completed annually. The committee shall recommend and oversee policies pertaining to the Association's reserve funds and investments and shall ensure compliance with all registration and reporting of the Association's activities as prescribed by law or these Bylaws. The Treasurer shall serve as a member of the committee.

Section 5 Fund Development Committee

The Fund Development Committee shall work in cooperation with all Directors and the Association's staff to secure funds from external sources by identifying and analyzing the interests and needs of potential donors, grantors and customers, promoting new and existing programs and services, and selling products of the Association.

Section 6 Strategy and Planning Committee

The Strategy and Planning Committee shall monitor and report to the Board progress in the implementation of the strategic plan to assure that the Association looks toward the future in carrying out its mission and goals. The committee shall ensure that the Association adheres to its guiding principles and reflects quality and best practice in its work.

Section 7 Other Committees and Task Forces

The Association may establish and operate committees or task forces to carry out the mission and goals of the Association. The Chairperson of the Board shall appoint committee and task force chairpersons in consultation with the President. Committee and task force chairpersons shall not be required to be Directors or attend Board meetings; however, each committee and task force shall furnish written reports of its activities to the Board.

ARTICLE X AMENDMENTS

Amendments to these Bylaws may be made at any meeting of the Board of Directors by two-thirds (2/3) vote of Directors present and voting.

ARTICLE XI DISSOLUTION

A two-thirds (2/3) vote of the Directors present and voting shall be required to dissolve the Association. In the event of dissolution, the funds and assets of the Association, after payment of all obligations, shall be distributed as prescribed by law.

ARTICLE XII INDEMNIFICATION

Directors, Officers, and other authorized employees or agents of the Association shall be indemnified against claims for liability arising in connection with their positions or activities on behalf of Association to the full extent permitted by law.

ARTICLE XIII FISCAL YEAR

The fiscal year for the Association is the calendar year.