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11/26/07

Brain Injury Alliance of South Dakota Bylaws (Approved as of
March 27, 2004)

• **ARTICLE 1 - NAME AND LOCATION**

Name: The name of this organization is the Brain Injury Alliance of South Dakota.

Jurisdiction: Brain Injury Alliance of South Dakota shall have exclusive jurisdiction for the entire state of South Dakota.

Principle Office: The principle office of Brain Injury Alliance of South Dakota shall be established by the Board of Directors.

Other Office: Brain Injury Alliance of South Dakota may also have offices at such other places as the Board of Directors may from time to time establish.

Books and Records: There shall be kept at the office of Brain Injury Alliance of South Dakota correct books of account of the activities and transactions of Brain Injury Alliance of South Dakota or at such other place as the Board of Directors establishes.

• **ARTICLE 2 - MISSION AND GOALS**

The mission of Brain Injury Alliance of South Dakota is to educate the public, advocate to improve the quality of life for persons with brain injury and their families, and to support programs to prevent brain injury.

In that connection, the goals of Brain Injury Alliance of South Dakota include, but are not limited to the following:

- (a) To promote the welfare, rights and dignity of individuals with brain injury;
- (b) To educate and increase public, family, professional and survivor awareness of the incidence and the consequences of brain injury;
- (c) To serve as an information and resource center for survivors of brain injury, their families and friends, and providers and professionals in the field of brain injury treatment and rehabilitation;
- (d) To provide a network of support for persons with brain injury, their family and friends, including advocacy for public policy, rehabilitation programs and services for persons with brain injury, from coma to community;
- (e) To promote and foster the empowerment of persons with brain injury through active participation in Brain Injury Alliance of South Dakota and the community.

• **ARTICLE 3 - MEMBERS**

Classes of Memberships: The memberships of Brain Injury Alliance of South Dakota

shall consist of "General Members".

General Members: The general members of the Brain Injury Alliance of South Dakota shall be those persons, firms or corporations who shall apply for membership and pay annual dues as provided in these bylaws. General members shall have full voting privileges.

Term of Membership: Membership shall commence upon acceptance of membership dues and delivery of a receipt therefore to the applicant. Membership shall be effective for the fiscal year of the Alliance. If dues are not renewed by June of each year, nonrenewing members will be removed from the membership list. If annual dues are paid as of October 1st or later, they will be applied to the following year. Memberships are renewable from year to year by payment of annual dues.

Termination/~xpulsion: The Board of Directors may terminate the membership of any member for failure to pay annual dues within a reasonable time after such dues are due and payable. Termination shall be effective upon delivery of notice thereof to the member by the President. Any member, who shall violate any provision of these bylaws or do any act injurious to Brain Injury Alliance of South Dakota, or who refuses or neglects to comply with any rule, regulation, resolution, order or direction of the Board of Directors, or of a duly authorized committee thereof, may be expelled from Brain Injury Alliance of South Dakota. Any member whom the Board of Directors proposes to expel shall be given notice not less than thirty (30) days in advance of the meeting of the Board of Directors at which the matter of expulsion shall be considered and shall be given an opportunity to be heard by the Board of Directors prior to a vote being taken. No member shall be expelled except by a two-thirds (2/3) vote of the Board of Directors.

Voting Rights: Except as provided herein, all persons, firms or corporations, who are members in good standing -meaning their membership dues are current -of Brain Injury Alliance of South Dakota shall be entitled to vote. The secretary shall certify the roster of members eligible to vote at a meeting. All members so certified shall be entitled to vote in the election of Directors at the regular annual assembly of members. All votes for Directors shall be by written ballot. Each member shall be entitled to one vote for each position to be filled on the Board of Directors.

Dues: Except as provided above, members shall pay annual membership dues in an amount to be fixed from time to time by the Board of Directors. Dues shall be payable annually at the beginning of the fiscal year.

Non-acceptance of Dues: The President of Brain Injury Alliance of South Dakota shall accept or cause Brain Injury Alliance of South Dakota to accept any dues so received, unless (s) he determines that acceptance of the applicant as a member would or might be detrimental to the best interests of Brain Injury Alliance of South Dakota. In that case, the President shall cause the application to be placed before the Board of Directors of Brain Injury Alliance of SD at its next meeting, and the Board of Directors shall direct whether the dues shall be accepted or the application shall be rejected and the dues returned to the applicant.

• ARTICLE 4 - OFFICERS

Officers: The officers of Brain Injury Alliance of South Dakota shall be a President, Vice-President, Secretary and Treasurer or Secretary/Treasurer.

Tenure: Tenure of office, for all officers except the Treasurer or Secretary/Treasurer, shall be limited to two (2) consecutive one-year terms. To the extent possible, terms of directors shall be staggered.

Election: The Board members of Brain Injury Alliance of South Dakota shall elect all officers at their first meeting following at the Brain Injury Alliance of South Dakota annual meeting.

Vacancies: Any vacancy shall be filled by appointment by the Board of Directors until the next regular election, and the term of office shall expire at the end of the original term.

Qualification\$: All officers must be due paying members in good standing of Brain Injury Alliance of South Dakota. The President must have served on the Board of Directors at least one year prior to election.

Duties -

- (a) President: The president shall preside at all meetings of Brain Injury Alliance of South Dakota and of the Board of Directors and shall be a member ex officio with a right to vote on all committees except the Nominating Committee. The President shall, at the annual meeting of Brain Injury Alliance of South Dakota and such other times as the President deems proper, communicate suggestions as may, in the President's opinion, tend to promote and increase the usefulness and welfare of Brain Injury Alliance of South Dakota and shall perform such other duties as are necessarily incident to the Office of President. The President shall be a member of the Executive Committee.
- (b) Vice-President: The Vice-President shall preside at Brain Injury Alliance of South Dakota and Board meetings in the absence of the President, and shall perform such other duties as are requested by the President. The Vice-President shall be a member of the Executive Committee.
- (c) Secretary: The Secretary shall perform the following functions -Keep a list of members of Brain Injury Alliance of South Dakota and their addresses; issue notices of meetings of Brain Injury Alliance of South Dakota and of the Board of Directors upon direction of the President; take the minutes and keep a correct and permanent record of the meetings of Brain Injury Alliance of South Dakota, the Board of Directors and the Executive Committee and present the same as directed at any meeting; conduct the correspondence of the Brain Injury Alliance of South Dakota and maintain copies of such correspondence; and perform the duties as may be assigned by the President. At the expiration of each term of office, the Secretary shall provide all documents and papers to the successor Secretary. If there is paid staff in Brain Injury Alliance of South Dakota they shall assist in the performance of these functions. The Secretary shall be a member of the Executive Committee.
- (d) Treasurer: The Treasurer shall be custodian of all funds of Brain Injury Alliance of South Dakota and shall be accountable for all receipts and disbursements, and

make financial reports to Brain Injury Alliance of South Dakota members at such times as are designated. All checks, drafts, and other orders for payment of money by Brain Injury Alliance of South Dakota from any source will be issued by the Treasurer or other person authorized in such a manner as may be determined by the Board of Directors. The Treasurer shall submit records for audit annually. At the expiration of each term of office, the Treasurer shall provide all money, papers, records books, or other property belonging to the Brain Injury Alliance of South Dakota to the successor Treasurer. If there is paid staff in Brain Injury Alliance of South Dakota they shall assist in the performance of these functions. The Treasurer shall be a member of the Executive Committee.

(a) ARTICLE 5 - BOARD OF DIRECTORS

Composition: The Board of Directors shall consist of no less than five (5) and no more than nine (9) members in good standing of Brain Injury Alliance of South Dakota. The Officers will serve as ex officio members of the Board of Directors.

Tenure: Each director shall serve for a term of two (2) years. To the extent possible, terms of directors shall be staggered.

Election: Directors shall be elected by a simple majority of the general membership at the annual meeting.

Vacancies: Any vacancy in the Board of Directors shall be filled by a two-thirds (2/3) vote of the remaining Directors and the person filling such vacancy shall serve for the remainder of the original term of office of the vacant position. A notice of resignation by a Director shall be given in writing to the President.

Removal: Each Director shall attend all authorized meetings of the Board. Failure to attend one-half (1/2) of authorized Board meetings shall be cause for removal from the Board, upon a two-thirds (2/3) vote of the Board members present at such meeting. Prior to such action being taken, the President will attempt to contact absent members to inquire as to their interest in and ability to serve on the Board. Once a decision has been made to remove a member from the Board, written notice of a Director's removal from the Board will be given to that Director within two weeks after this decision is made.

Compensation: A Director shall receive no compensation for service on the Board, but by resolution of the Board may be compensated for expenses incurred while conducting business of/for Brain Injury Alliance of South Dakota.

Powers and Duties -

General: The Board of Directors shall be the governing body of Brain Injury Alliance of South Dakota. The Board will carry out the mandates and policies of Brain Injury Alliance of South Dakota subject to (i) the provisions of the bylaw and (ii) all resolutions, motions, policies and procedures adopted by Brain Injury Alliance of South Dakota members at an authorized meeting of Brain Injury Alliance of South Dakota, the Board of Directors or Executive Committee. The Board shall have full and complete power and authority to perform all acts and to transact all business for and on behalf of Brain Injury

Alliance of South Dakota.

Specific: (1) The Board is authorized to employ an Executive Director, authorize other positions, and to establish compensation arrangements for employees; (2) The Board is authorized to hold meetings and appoint Committees; (3) The Board shall arrange for the bonding of Brain Injury Alliance of South Dakota personnel who handle funds; (4) The Board shall report to Brain Injury Alliance of South Dakota members at the annual meeting.

(b) ARTICLE 6 - OTHER OFFICIALS

Executive Director: The Executive Director will not be an officer of Brain Injury Alliance of South Dakota, but will have general and specific duties as determined by the Board of Directors. The Executive Director will serve, ex-officio, as a member of the Board of Directors, but shall not vote on any matters pertaining to the job criteria and compensation of the Executive Director. The Executive Director will be responsible for maintaining the office operations of Brain Injury Alliance of South Dakota and overseeing the day-to-day operations of Brain Injury Alliance of South Dakota assisting in the development and maintenance of local support groups and/or chapters of Brain Injury Alliance of South Dakota; recruiting, employing, and evaluating staff personnel; assisting the Chairpersons in establishing and effectuating their goals; assisting in development and maintenance of the appropriate public image; and assisting in formulation, implementation and evaluation of the policy and programs of Brain Injury Alliance of South Dakota.

(c) ARTICLE 7 - MEETINGS

Meeting of Association Members -

- (a) Time: Brain Injury Alliance of South Dakota will hold at least one meeting annually. Other meetings may be called as authorized by the Board of Directors.
- (b) Notice: Notice of all meetings shall be mailed to Brain Injury Alliance of South Dakota members at their last recorded address at least fifteen (15) days before the meeting date.
- (c) Quorum: The presence of ten (10%) percent of members or twenty (20) members, whichever is less, shall constitute a quorum for transaction of business.

Meetings of Board of Directors-

- (a) Time: The Board of Directors shall hold regular meetings. The Board, or its Executive Committee, shall meet at least four times a year.
- (b) Notice: Notice of a Board meeting shall be sent to each Director at least seven (7) days prior to the meeting date.
- (c) Quorum: One-third (1/3) of the Board of Directors shall constitute a quorum for the transaction of business. One member of the Executive Committee must be

present.

- (d) Meeting Agenda: An agenda for Board meetings shall be provided in the notice.
- (e) Special Meetings: Any officer of the Board may call a special meeting of the Board.
- (f) Special Arrangements: Any action requiring a vote of the Board of Directors may be taken by telephone and followed with written confirmation; and such decision or action shall be confirmed if at least a quorum is available to vote and majority vote controls.

• ARTICLE 8 - COMMITTEES

Executive Committee: The Board of Directors shall elect annually from its voting members at least four (4) persons, with a maximum as determined by the Board, who together with the President, Vice-President, Treasurer, and Secretary, shall constitute an Executive Committee. It will act on behalf of the Board when the Board is not in session. Two-thirds (2/3) of the Executive Committee shall constitute a quorum for the transaction of business. Records of all Executive Committee decisions shall be sent to all members of the Board.

Nominating Committee: At least ninety (90) days prior to the annual meeting, the Board of Directors shall elect a Nominating Committee. This committee will present, at least thirty (30) days prior to the annual meeting, the names of qualified individuals whom it recommends for election to positions (Board of Directors and Officers) that are vacant, or will be vacant, at the close of the annual meeting. The Nominating Committee will nominate at least one person for each position to be filled. However, any member may nominate from the floor.

Program Committee: This committee would study and make recommendations to the Board of Directors concerning the nature and scope of Brain Injury Alliance of South Dakota's programs and services. It may establish sub-committees to coordinate efforts in the area of: vocational rehabilitation, transitional living facilities/hospice, long-term and/or independent living facilities, human services, and resource information.

Public Relations Committee: This committee would assure the establishment of a sound public relations program, both within the organization and the community, and the state legislature. It would be responsible for the preparation and distribution of a Brain Injury Alliance of South Dakota Newsletter to be published at least twice a year. The Committee would receive direction and approval from the Board of Directors, which has ultimate control of all Brain Injury Alliance of South Dakota relations with the news media.

Finance Committee: This committee would plan the budget, based on available resources, and would engage in soliciting new sources of funding and coordinating fund raising efforts. It would also be responsible for formulating Brain Injury Alliance of South Dakota's one-year and three-year plans, which are to be evaluated and revised on a yearly basis.

• ARTICLE 9 - RECORDS

Financial: Brain Injury Alliance of South Dakota shall keep current and complete records of all financial transactions.

Membership: Brain Injury Alliance of South Dakota shall maintain a current list of all members.

Uniform Procedures for Associations: Brain Injury Alliance of South Dakota will establish reasonable and accurate bookkeeping and administrative procedures. It shall maintain copies of its bylaws, and all other legal documents.

Policies and Procedures: Brain Injury Alliance of South Dakota may establish, through its Board of Directors or Executive Committee, written policies and procedures to govern the operation of Brain Injury Alliance of South Dakota.

Rights of Inspection and Privileges: All books and records of Brain Injury Alliance of South Dakota may be inspected by any member for any proper purpose at any reasonable time. Books and records of Brain Injury Alliance of South Dakota will be made available to non-members in the interest of Brain Injury Alliance of South Dakota, when approved by the Board of Directors.

• ARTICLE 10 - FISCAL YEAR

The Fiscal Year of Brain Injury Alliance of South Dakota shall run from January 1 to December 31 .

• ARTICLE 11 - ROBERT'S RULES OF ORDER

Robert's Rules of Order (revised) will apply to Brain Injury Alliance of South Dakota actions unless otherwise provided by the bylaws.

• ARTICLE 12 - AMENDMENTS TO BYLAWS

These bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors providing that the proposed amendment has been submitted in writing at least thirty (30) days prior to the meeting at which it is to be acted upon.