BRAIN INJURY ASSOCIATION OF DELAWARE

JOINED VOICES, SHARED JOURNEYS

BYLAWS OF THE BRAIN INJURY ASSOCIATION OF DELAWARE

Revised 11/22/2022

ARTICLE I
ORGANIZATION

The name of the Association is the Brain Injury Association of Delaware. The acceptable abbreviation shall be BIADE. It shall be a nonprofit organization incorporated under the laws of the State of Delaware.

ARTICLE II
MISSION

The Brain Injury Association of Delaware, affiliated with the Brain Injury Association of America, is a not-for-profit organization whose mission is to create a better future for all through brain injury prevention, education, advocacy, and support.

ARTICLE III
OBLIGATIONS

The Brain Injury Association of Delaware (BIADE) must, to the best of its ability, fulfill the following obligations to the Brain Injury Association of America (BIAA) in accordance with its Affiliate Agreement:

1. Submit dues to BIAA, in accordance with the Annual Affiliate Agreement.
2. Submit a signed Affiliate Agreement to BIAA as required by BIAA.
3. Accept the automatic transfer of National Brain Injury Information Center (NBIIC) calls from all area codes within Delaware and comply with the policies and procedures set forth in the NBIIC Collaboration Manual.
4. Annually report to BIAA its accomplishments and goals, business metrics, and the names and contact information for its governing Board in an approved form/format and shall advise BIAA whenever BIADE intends to communicate with a federal policymaker independent of BIAA.
5. BIADE shall send one or more representatives to BIAA's annual training conference. The first representative shall be registered free; all other representatives shall pay a registration fee established by BIAA.
6. BIADE shall enroll one or more representatives in BIAA's password-protected Intranet, who shall be responsible for responding to news and announcements posted by BIAA, including circulating appropriate information to BIADE staff, volunteers, and members, and shall, as appropriate, contribute content for sharing with other affiliates through the site.

ARTICLE IV
OFFICES

The principal office shall be determined by the Corporate Board of Directors. Books of accounts of transactions of BIADE shall be kept at the principal office and shall be available as required by law.

BIADE may have other offices at such places as established by the Corporate Board of Directors.

ARTICLE V
OFFICERS

Section 1: Officers – BIADE Officers shall consist of a President, Vice-President, Secretary, and Treasurer elected by the Corporate Board.

Section 2: Tenure – Elected Officers shall serve a two (2) year term with no officer serving more than two (2) consecutive two (2) year terms in the same position without a 3-year tenure on the Corporate Board in between. A quorum of the Corporate Board can extend an Officer's term or allow his/her re-election at the Corporate Board's discretion.

Section 3: Election – The officers shall be elected at the BIADE Annual meeting or as needed, including in the cases of term expiration or resignation, by the Corporate Board, with appropriate notice. Each officer, including a director, elected or appointed to fill a vacancy, shall hold office **until the expiration of the term for which elected or appointed and until a qualified successor is elected**.

Section 4: Vacancies – Any vacancy shall be filled at any time by the Corporate Board of Directors effective until the next annual meeting.

Section 5: Qualifications – All officers must be paid members in good standing of the BIAA and BIADE, Inc. (A member in good standing is defined as a member whose dues are current, paid in full, and who has not had three (3) or more unexcused absences in any calendar year.)

Section 6: Duties

a) The President shall preside at all Executive and Corporate meetings of the Brain Injury Association of Delaware, and the Corporate Board of Directors of the Brain Injury Association of Delaware. The President shall be an ex officio member of all committees with the right to vote. The President shall have the general powers and duties of supervision and management usually vested in the office of the President and shall make suggestions to the Corporate Board of Directors to promote the organization and its goals.

b) The Vice-President shall oversee the activities of the committees and keep the president informed of all activities related to responsible areas. The Vice-President shall oversee all financial and public relations aspects related to BIADE.

c) The Secretary will keep a correct and permanent record of the Annual Meeting and all meetings of the Corporate Board of Directors and all Executive Committee meetings to present them as directed at any meeting. The Secretary or his/her designee will maintain a current list of BIADE members complete with contact information. The Secretary will issue meeting notices for all meetings of the Corporate Board of Directors, Advisory Board, and the Annual meeting. The Secretary will conduct the correspondence and perform other duties as assigned by the President and the Corporate Board of Directors.

d) The Treasurer is the principal financial officer of the Corporation and is responsible for all funds and assets of the organization; the Treasurer or other authorized signatory as determined by the

Corporate Board of Directors is responsible to disburse BIADE funds in a manner determined by the Corporate Board, obtaining and maintaining proper vouchers and receipts for all disbursements; the Treasurer shall report on the receipts and disbursements of all BIADE accounts at meetings of the Corporate Board of Directors and, upon request of the Corporate Board, make such reports available as required or requested. Authorized signatories are defined as one or two Corporate Board members as chosen by the Executive Committee and the Executive Director. The Treasurer shall submit records for an internal audit annually. The President or Vice-President must approve all expenditures exceeding $500.00 per month that are not granted or donated for a specific capital project or approved in the annual budget. The Treasurer may transfer funds for that use if previously approved by the Corporate Board of Directors.

Section 7: **Voting as a Director -** All officers who are a member in good standing shall have the right to vote as a member of the Corporate Board of Directors at all meetings of the Corporate Board.

ARTICLE VI

EXECUTIVE DIRECTOR

Section 1: The Corporate Board hires the Executive Director. The Executive Director is responsible for the day-to-day responsibilities of the organization, including carrying out the organization's goals and policies. The Executive Director will attend and provide a report on the activities of the organization at all Corporate and Advisory Board meetings. The Executive Director will oversee the management aspects of BIADE including managing the staff. The Executive Committee and the Corporate Board can designate other duties as necessary.

Section 2: In the absence of an Executive Director, and subject to the general authority and oversight of the Corporate Board of Directors, the President shall have the authority to act in place of an Executive Director.

ARTICLE VII

CORPORATE BOARD OF DIRECTORS

Section 1: Composition – The Corporate Board of Directors shall consist of at least ten (10) members in good standing of BIADE, including officers, but no more than 25 members, not including Advisory Board members. Advisory Board members may attend all open Board meetings but shall not have voting rights. The Corporate Board may also appoint Members Emeritus, in recognition of service to the organization.

Section 2: Tenure – All Directors are eligible to serve two (2) consecutive 3-year renewable terms in an official capacity before either choosing to become a member of the Advisory Board or taking a three (3) year break. The Corporate Board shall, if possible, maintain an equal membership from each county. This section does not apply to Members of Emeritus.

Section 3: Election – Directors shall be elected by a majority vote of current Corporate Board members in good standing. Elections will be held as terms expire and need to maintain 10-25 Corporate Board members.

Section 4: Removal – Any director may be removed from office by a 2/3 vote of the Corporate Board members present at a duly noticed special board meeting called for that purpose.

Section 5: Compensation – Directors shall receive no compensation for their services but may at the discretion of the Corporate Board of Directors be reimbursed for specific expenses incurred while attending special meetings or functions.

Section 6: Non-Voting Members – Any Corporate Board Director who fails to pay their dues or who misses three (3) consecutive meetings will not be permitted to vote until reinstated by a vote of 2/3 of the members present at a Corporate Board meeting and will not be counted as members of the Corporate Board for determination of a quorum. This section shall not apply to Members Emeritus.

Section 7: Power and Duties

a. General Powers – The Corporate Board of Directors is the governing body of the organization authorized to carry out the mandates and policies of BIAA and BIADE subject only to the provisions of these by-laws and the charter agreement with BIAA. The Corporate Board has full and complete power and authority to perform all acts and to transact all business for and on behalf of BIADE.

b. Specifically, The Corporate Board –
   1. has the power to act in all matters for BIADE.
   2. has the power to hold meetings and appoint committees whose actions must be approved by the Corporate Board.
   3. may arrange for the bonding of personnel who handle funds.
   4. shall report to BIADE members at the Annual Meeting and produce an Annual Report of BIADE activities.

ARTICLE VIII
MEETINGS

Section 1: **Meetings of Members**

a. Time and Place - A regular annual meeting will be held at such time and place as the Corporate Board of Directors may designate.

b. Notice – Notice of the meeting shall be sent to members in good standing at their last recorded contact information at least fifteen (15) days but not more than 45 days before the meeting date.

c. Quorum – The presence in person of ten (10) percent of members entitled to vote shall constitute a quorum for the transaction of business.

d. Special Meetings - Special meetings of members may be called by the Corporate 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 the meeting date. No business other than that specified in the notice may be transacted at a special meeting.

Section 2: **Meeting of the Corporate Board of Directors**

a. Time - The Corporate Board of Directors shall meet at least six (6) times a year.

b. Quorum - A majority of voting members of the Corporate Board of Directors shall constitute a quorum.

c. Special meetings – Any officer of the Corporate Board may call a special meeting of the Corporate Board of Directors.

d. Any emergency or necessary action, falling outside the time for a scheduled meeting of the Corporate Board, requiring a vote of the Corporate Board of Directors, may be taken by alternate means including mail, telephone, or email at the discretion of the Corporate Board.

ARTICLE IX
RECORDS

Section 1: **Financial** – BIADE shall keep current and complete records of all financial transactions including Statements of Cash Flow, Profit and Loss Statements, and Balance Sheets. Statements shall be presented to members at each Corporate Board meeting.

Section 2: Membership – BIADE shall maintain membership lists for at least five (5) years.

Section 3: **Minutes -** BIADE shall keep minutes of all Corporate Board of Directors meetings.

Section 4: **Records -** BIADE 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 BIADE 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 X
COMMITTEES

Section 1: **Standing Committees**

a. The standing committees of BIADE shall be:

- Advocacy Committee
- Events & Communications Committee
- Executive Committee
- Board Development Committee
- Strategic Planning Committee
- Finance and Audit Committee
- Fundraising & Grants Committee
- Support Group Committee

1. Advocacy Committee

The Advocacy Committee shall consist of a Chair and at least two Corporate Board members. This committee reports to the Corporate BIADE Board of Directors. The Advocacy Committee's responsibilities are to:

- Recommend an Annual Advocacy Agenda (including public policies, priorities, and action plans) for presentation to the BIADE Corporate Board of Directors (with requests for approval as needed).
- Research and align with BIAA's National priorities as much as possible. ● Prepares fact sheets and opinion papers as needed.
- Research local and state key stakeholders to identify potential partners and allies. ● Develops relationships with elected officials to discuss emerging issues related to brain injury.
- Determine processes and systems for information dissemination.
- Recommend participation in coalitions and campaigns related to BIADE's mission and programs.
- Recommend specific spokesperson(s) for advocacy-related items and keep the Corporate Board apprised of statements to the media.
- Implements advocacy training for the Corporate Board of Directors and committee members as needed.

2. Events & Communications Committee

The Events & Communication Committee will serve as ambassadors to promote community awareness by providing support, education, and resources to serve our brain injury survivors. This committee will oversee BIADE's Annual Educational Conference and any event that helps increase brand awareness and community involvement to further the BIADE mission and vision. This committee reports to the BIADE Corporate Board of Directors. Responsibilities include:

- Developing committee goals to achieve "friend" raising and unique event goals for the coming year.
- Planning and conducting special events on behalf of BIADE, including evaluating their viability and effectiveness.
- Working with other organizations, volunteers, and committee members to maximize brand awareness for BIADE through Special Events such as BIADE Annual Conference. ● Planning and soliciting sponsorship for BIADE Annual Conference and other special events planned throughout the year.
- Review the evaluations of ongoing events and the BIADE Annual Conference to determine if they should continue and, if so, how they may be improved.
- Identifying opportunities for additional projects that will provide further funds for BIADE and enhance BIADE's visibility within the community.
- Working toward achieving the goals set by the Corporate Board and Executive Director of BIADE.

This committee may collaborate with other BIADE Committees as needed. Subgroups may be formed to help plan and implement special events such as the BIADE Conference. Subcommittees shall be provided with a specific mandate and report back to the committee. This committee reports to the BIADE Corporate Board of Directors.

3. Executive Committee

The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, and two members of the Corporate Board of Directors selected at large by the President of the Corporate Board. The Executive Committee shall have and may exercise the authority of the Corporate Board of Directors, to act in the stead of the Corporate Board in emergent situations only when calling a special meeting of the Corporate Board would be impractical or impossible. All actions or decisions rendered by the Executive Committee in an emergent meeting shall be conveyed to the Corporate Board as soon as practical. **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.

4. Board Development Committee

The purpose of Board Development Committee is responsible for maintaining and developing the board governance structure and volunteer leadership, including the nomination of officers. Responsibilities of the Board Development Committee are to

- Maintain and monitor the effectiveness of the board governance structure.
- Strengthen the committee structure and process.
- Maintain an active board prospect pipeline according to the skills/expertise needed.
- Identify volunteer non-board members for committee membership.
- Meet with prospective board members and recommend candidates to the board.
- Recommend a slate of officers and board members to the board annually.
- Effectively onboard new board members.
- Ensure that existing board members are engaged and active and fulfilling their responsibilities.

5. Strategic Planning Committee

6. Finance and Audit Committee

Although the Executive Director is primarily responsible for identifying potential resources such as donations, fundraising, and grants, and for securing all resources needed for the programs, the Executive Director and Committee members will work in conjunction with the Treasurer to oversee all financial resources to ensure proper use of resources and maximize potential. The Treasurer will review and present financial reports at each Corporate Board meeting and be responsible for providing financial information annually for internal audit and to CPA's annually for tax reporting. The primary function of the Finance and Audit Committee is to ensure that BIADE is operating within the financial resources it needs to fulfill its mission. This committee reports directly to the BIADE Corporate Board of Directors. The responsibilities of this committee are to:

- Prepare a budget for each fiscal year to be approved by the Board.
- Create a comprehensive set of "Financial Policies" with accompanying "Staff Procedures" to streamline approvals needed by the entire Corporate Board.
- Review the income and expenses throughout the year in conjunction with the approved budget while fulfilling a fiduciary responsibility to the organization.
- Review any unbudgeted expenses, assess the availability of alternate funding or budget cuts, and make appropriate recommendations to the Corporate Board.
- Work with a bookkeeper to aid in all necessary yearly financial filings.

- Prepare quarterly committee written reports (from the preceding quarter).
- Prepare bimonthly reports to be shared at the BIADE Corporate Board meetings.
- Maintain appropriate financial records.
- Monitor and proactively address the strategic plan goals and objectives.

7. Fundraising & Grants Committee

This committee is primarily responsible for identifying, cultivating, and building relationships with key stakeholders, including high-profile board members and directors of foundations who provide grant funding to nonprofits in Delaware. This committee reports directly to the BIADE Corporate Board. Responsibilities include:

- Providing support for seeking external funding through private foundations that serve the interests of the BIADE.
- Review board lists, trustees, and staff of private foundations in Delaware provided by the Executive Director of Development Director of the BIADE to identify relationships with essential leadership.
- Work with the BIADE to build relationships with foundations in Delaware by:
  - Identifying new prospects.
  - Making Introductions.
  - Attending foundation presentations (virtually/in person) with the BIADE staff when necessary.

8. Support Group Committee

- The chair of any standing committee shall be a member of the Corporate Board of Directors unless otherwise specified, and shall be appointed by the Corporate Board.
- Standing committee chairs shall appoint the members of their respective committees with input from the Corporate Board.
- Each standing committee shall be composed of the committee chair and at least two additional members who are appropriately qualified.
- At each annual meeting of the Corporate Board of Directors, the Corporate Board shall confirm all chair appointments and committee members.
- All Committees shall meet at least two times annually, as specified, and/or as needed. g. Each standing committee shall make regular written reports to the Corporate Board of Directors.

ARTICLE XI
FISCAL YEAR

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

ARTICLE XII
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 Corporate 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 Corporate 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, provided notice of such meeting sets forth the proposed amendments or a summary of the changes to be affected thereby. Any number of amendments may be acted upon at one meeting.

Section 3. Notice. A minimum of thirty (30) days' written notice of any proposed amendment to these Bylaws is required.

ARTICLE XIII

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 the 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 the 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 Title 6, Subtitle II, Chapter 19 of the Delaware Code known as the Delaware Uniform Unincorporated Nonprofit Association 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

Andrew Braune November 15, 2022
Name Date
President

Marc Kidwell November 15, 2022
Name Date
Vice President