



BYLAWS

ARTICLE I NAME

The name of this organization is the Brain Injury Association of Arkansas. The trade name shall be the Brain Injury Alliance of Arkansas. For purposes of this document, the Brain Injury Association of Arkansas shall be referred to as BIAAR.

ARTICLE II PURPOSE

The purpose of the Brain Injury Association of Arkansas is dedicated to improving the lives of individuals affected by brain injuries, as well as their support system. Our mission is to be a guiding voice that expands awareness, enhances the quality of life, and create a better future for brain injury survivors and care partners in Arkansas. We provide comprehensive support, empowering individuals to thrive beyond adversity, and fostering a community of resilience and compassion.

The Association seeks to:

Advocate

- a) To achieve recognition of brain injury as a lifelong, chronic condition.
- b) Raise awareness of the challenges medically, socially, and economically to brain injury survivors and their support system.

Support

- a) Create and promote brain injury and caregiver support groups in all areas of Arkansas.
- b) Offer a safe and understanding environment where survivors and caregivers can connect with others who have experienced similar challenges, gain emotional support, exchange practical advice, and learn coping strategies.

- c) Support group goals are to reduce feelings of isolation, foster a sense of community that is resilient and compassionate, and empower survivors to take an active role in recovery.

ARTICLE III POWERS

The Association shall have the power to exercise all rights and powers conferred by the laws of the state of Arkansas upon Nonprofit Corporations, including but not limited to, all enumerated general powers set out in the Arkansas Nonprofit Corporation Act.

ARTICLE IV FISCAL YEAR

The fiscal year of the Association shall be January 1 to December 31, unless otherwise determined by the Board of Directors.

ARTICLE V FINANCE, CONTRACTS, LOANS, DEPOSITS AND PETTY CASH

SECTION 1 EXECUTION OF INSTRUMENTS, CONTRACTS, LOANS AND DEPOSITS

All Association instruments and documents including but not limited to checks, drafts, or other orders for payment or other evidence of indebtedness in the name of the Association shall be signed or countersigned, executed, verified or as acknowledged by such officer/s or agents of the Association and in such manner shall from time to time be determined by resolution of the Board of Directors. The Board of Directors may authorize any officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general and confined to specific instances. No loans shall be contracted on behalf of the Association unless authorized by a resolution of the Board of Directors. Such authority may be confined to a specific dollar limit determined from time to time by resolution of the Board of Directors and shall otherwise be confined to specific instances.

All funds of the Association not otherwise employed shall be deposited from time to time in the credit of the Association of such banks as the Board of Directors may select.

SECTION 2 OPERATING ACCOUNT

The Board by resolution, may authorize the monthly transfer of a predetermined amount into the operating checking account from which only the signature of the President or Executive Director will be necessary to disburse funds. This account may be used to pay such fixed expenses as rent, salaries, taxes, utilities, and other operating expenses as the Board may allow. The Board shall require the Executive Director to give an accounting of the operating account on a regular basis. The Executive Director is not authorized to sign for expense checks totaling over \$1,000 without Board approval and debit card transactions over \$100 require Board approval.

SECTION 3 LOANS TO OFFICERS

No loans shall be made by the Alliance to any officer or director of the Association.

SECTION 4 PETTY CASH

Petty Cash is available for minor expenses.

1. Petty cash shall be reconciled on the last day of each month in a Petty Cash report. This involves comparing the cash on hand with recorded transactions to ensure accuracy.
2. Petty Cash shall always be secure. It shall be kept in a locked drawer, safe, or cash box to prevent unauthorized access or theft.
3. All expenditures made from Petty Cash must be supported by receipts. This ensures proper documentation and accountability for funds spent.
4. The maximum amount of cash available in the Petty Cash fund is \$250. Petty Cash amount can be raised to \$500 for a special event or fundraising activity.
5. Petty Cash can be used for approved expenses such as office supplies, postage, cleaning supplies, and small donor gifts (donor gifts not to exceed the value of \$30).
6. When using Petty Cash, it is important to record each transaction accurately. This includes the date, amount, purpose and recipient of the transaction.
7. Any discrepancies or shortages should be reported immediately to the President or Executive Director who is custodian of the Petty Cash fund.
8. Regular audits shall be conducted to ensure proper use and management of Petty Cash. This can be done by an internal auditor/treasurer.
9. All Petty Cash receipts shall be signed by two (2) Board members, Executive Director or staff member. Petty Cash should be presented at each Board meeting.

ARTICLE VI BOARD OF DIRECTORS

The Board shall consist of no fewer than seven (7) members, each member shall be at least eighteen (18) years of age and a resident of Arkansas. The Board shall consist of no more than 45% professionals, one brain injury survivor and one family member of a brain injury survivor. An employee of BIAAR may not be a Board member.

Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

The Executive Committee of the Board of Directors is the President, Vice President, Secretary and Treasurer.

SECTION 1 TERM OF OFFICE

The elected officers of the Alliance are the President, Vice President, Secretary, and Treasurer and shall be elected for a term of two (2) years. They shall hold office until their successor has been duly elected and qualified. Officers may be elected for a second consecutive term. No officers may hold the same office for more than two (2) consecutive terms.

Immediate Past President may fill a Board seat for two (2) years immediately after his/her presidency without being elected.

SECTION 2 NOMINATION AND ELECTION OF OFFICERS

Nominations may be made by any interested party, but only current Board members are eligible to be nominated as officers. Board members do not need to be present at the time of nomination. The Secretary or his/her designee shall confirm the nominations by contacting each nominee to obtain their acceptance of the nomination and their intent to serve if elected.

SECTION 3 PROCEDURE FOR MEETING PROSPECTIVE BOARD MEMBERS

1. The Board shall schedule an informal meeting to meet prospective Board members. During the meeting, the Board of Directors shall introduce themselves and provide an overview of their role. The prospective Board member shall be given the opportunity to ask questions about BIAAR.
2. The informal meeting will allow the current Board to evaluate whether the prospective member is a good fit for BIAAR and at the end of the meeting shall discuss the next steps with the prospective member and communicate a timeline for decision making.
3. After the informal meeting, the Board shall have an open discussion regarding the prospective member and vote to approve or not approve. An open discussion may be held virtually to ensure all members can participate. If approved, the prospective member shall be provided with a formal invitation to join the Board and any necessary orientation materials. If not approved, the Board of Directors shall communicate the decision and provide feedback to the prospective members.

SECTION 4 ESSENTIAL DUTIES

1. Actively participate and share information about brain injury awareness activities in a member's local community.
2. Regularly attend Board meetings and contact the President if unable to attend. Failure to provide notification of a planned absence in advance shall be considered an unexcused absence. Two or more unexcused absences in a calendar year may result in dismissal from the Board.
3. Be a member of at least one committee.

SECTION 5 PERFORMANCE OF DUTIES

A director shall perform his/her duties as a member of any committee which he/she may serve in a manner that he/she believes to be in the best interests of the Association. In performing his/her duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by persons and groups listed in paragraphs (a), (b), and (c) in this section.

A person who performs his/her duties shall not have any liability by reason of being or having been a director of the Association. Those persons and groups on whose information, opinions, reports and statements as a director is entitled to rely on are:

- a) One or more officers or employees of the Association whom the director reasonably believes to be reliable and competent in the matters presented
- b) Counsel, public accountants or other persons or advisory groups as to matters which the director reasonably believes to be within such person professional or expert competence; and
- c) A committee of the Board upon which the director does not serve, duly designated in accordance with the provision of the Articles of Incorporation and the Bylaws, as to matters within its designated authority, which the committee director reasonably believes to merit confidence.

SECTION 6 TERMINATION, EXPULSION, REMOVAL

Any member which fails to meet financial obligations to BIAAR which are approved by the Board shall be terminated from membership with no action required by the Board of Directors.

Any director or officer who is absent two (2) consecutive meetings of the Board of Directors during any twelve (12) month period may be asked by the Secretary to submit written excuses for such absences. Such a reason shall be reviewed by the Board at its next meeting to determine whether this director or officer shall remain on the Board.

Any member may be suspended or expelled from membership for good cause by a two-thirds (2/3) majority 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. The director/officer being considered for removal shall not participate in the vote.

SECTION 7 RESIGNATION

A director or officer may resign at any time by giving written notice to the Executive Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt. Acceptance of the resignation shall not be necessary to make it effective.

SECTION 8 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 remainder of the vacant position's term. The officer who fills the vacancy shall be eligible for election for two (2) consecutive terms thereafter.

SECTION 9 COMPENSATION

All board member positions at BIAAR are non-compensated. BIAAR actively seeks individuals that are passionate about serving the brain injury community and making a positive impact in the lives of the affected in Arkansas. BIAAR may reimburse a member of the Board for reasonable expenses incurred in connection with their service to BIAAR.

SECTION 10 RESUMPTION OF ASSENT

A director who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have consented to the action taken unless his/her dissent is entered in the minutes of the meeting or unless he/she shall file his/her written dissent by registered mail to the Secretary immediately after the adjournment of the meeting. Such a right to dissent shall not apply to a director who voted in favor of such action.

SECTION 11 CONFLICT OF INTEREST

BIAAR acknowledges that conflicts of interest may arise. Each member of the Board shall avoid undisclosed conflicts of interest and refrain from influencing the Board's action on a matter in which the director is financially interested. It is the policy of BIAAR that the member shall declare any conflict in an open meeting prior to discussion or action on that issue. Directors shall avoid participating in any decision or voting on any matter which poses a conflict of interest.

SECTION 12 PROXY VOTING

Members must be in attendance in person or virtually to vote, except that an email vote will be valid unless at least one member objects. Proxy voting is not permitted.

ARTICLE VII OFFICERS DUTIES AND POWERS

PRESIDENT

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

The President shall preside at all Board meetings, the membership and Executive Committee and shall have other powers and duties as may be assigned to him/her by

the Board, provided they are not inconsistent with these Bylaws. The President shall appoint all committee chairpersons. Upon completion of the President's term, a transition will be made to the office of Past President, and he/she will sit on the Executive Committee.

PRESIDENT ELECT

The President Elect shall sit on the Executive Committee and shall perform duties as, from time to time, may be assigned to him/her by the President or by the Board of Directors. The President Elect shall, in the absence of the President or in the event of his/her inability/refusal to act, resign, or death, perform all duties of the President, and when so acting shall have all powers and be subject to all restrictions of the President. The President Elect shall be a member of the Fund Development Committee and shall perform other duties as may be assigned by the Board of Directors.

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 and keep a register of the postal address of each member and furnished to each member. The Secretary shall be a member of the Governance Committee and shall perform other duties as may be assigned by the Board of Directors.

TREASURER

The Treasurer shall report on the financial matters and transactions of the Association as recorded in the books of the Association. The Treasurer shall require that all money of the Association be deposited in the name of the Association and that the Association's books of accounts 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 other duties as may be assigned by the Board of Directors.

EXECUTIVE DIRECTOR

The Executive Director shall be the Chief Executive Officer of the Association and subject to the control of the Board of Directors, shall in general supervise all business and affairs of the Alliance. The ED is responsible for the implementation of policies made by the Board of Directors. The ED shall have the authority to carry out the day-to-day activities involved in implementing the programs of the Association. This authority includes, but is not limited to hiring, supervising, and terminating staff and handling routine financial matters. The ED shall on a regular basis report to the Board of Directors on Association activities, including information regarding programmatic, financial and staff matters, and shall provide services to all committees of the Board of Directors. The ED shall be a non-voting member of the Board of Directors and all Board committees and may attend all functions of the Board and any subsidiary and shall not be excluded from any meetings or function except for Executive sessions of the Board

to discuss matters relating to the ED's performance and/or contract. The ED shall be evaluated annually by a designated committee of the Board of Directors.

ARTICLE VIII COMMITTEES

SECTION 1 STANDING COMMITTEES

The standing committees of the Board of Directors shall be the Executive Committee, Membership Committee, Finance and Audit Committee, Fund Development Committee, and Strategy and Planning Committee.

The chairperson of a standing committee shall be a member of the Board of Directors and shall be appointed by the President in consultation with the Executive Committee.

Every director shall be a member of at least one standing committee.

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.

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 President, 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 MEMBERSHIP COMMITTEE

The Membership Committee shall continually identify and recruit candidates for nomination to the Board and shall recommend a slate of individuals for election as directors and officers. The committee shall oversee the orientation of new directors and conduct a year-round training program for the Board. The committee 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 for 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 the chair of the committee.

SECTION 5 FUND DEVELOPMENT COMMITTEE

The Fund Development Committee shall work in cooperation with all directors and BIAAR'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.

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 the Association looks towards the future in carrying out its mission and goals. The committee shall ensure that the Alliance adheres to its guiding principles and reflects quality and best practices 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 committee and task force chairs in consultation with the President. Committee and task force chairs shall not be required to the directors or attend Board meetings; however, each committee and task force shall furnish written reports of its activities to the Board.

ARTICLE IX MEETINGS

- A. Regular meetings shall be called by the President. Notice of the meeting specifying the business to be conducted shall be provided to directors ten (10) business days in advance of the meeting. Such notice shall be given by the Secretary in a timely manner.
- B. The Board of Directors meets a minimum of four (4) times annually, with at least two (2) being face-to-face meetings. Virtual meetings are acceptable for face-to-face meetings.
- C. 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.
- D. Special meetings to consider business of an urgent nature may be called by the President. Notice of special meetings may be made by electronic transmission.
- E. Fifty-one percent (51%) of directors constitute a quorum. A quorum must be present and vote to carry out any action concerning litigation, or action amending Bylaws, Articles of Incorporation, or approving dissolution of the Brain Injury Association of Arkansas.
- F. 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 by these means is deemed to be present at the meeting.

- G. Any action requiring or permitted to be taken by the Board of Directors under these Bylaws may be taken without a meeting if all directors consent in writing. The written consents shall be filed as the minutes of the proceedings.
- H. Each member of the Board shall be entitled to one (1) vote. In the case of a tie vote, the President shall cast the deciding vote.
- I. The Secretary shall record the minutes of each meeting and shall distribute a copy to each member of the Board within ten (10) days after the meeting.

ARTICLE X AMENDMENTS TO THE BYLAWS

These Bylaws may be amended by a majority vote of members of the Board of Directors present at the meeting where the proposed amendment is to be acted upon, provided that the proposed amendment has been submitted to the Board in writing at least thirty (30) days prior to the meeting.

ARTICLE XI INDEMNIFICATION

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

ARTICLE XII DISSOLUTION

Upon dissolution of the Brain Injury Association of Arkansas, with a majority vote of the Board of Directors, the funds and assets of BIAAR, after payment of all obligations shall be equally distributed to a brain injury related nonprofit of the Board of Directors choosing.