

AMENDMENT: June 30, 2011

**BY-LAWS
of the
*BRAIN INJURY ASSOCIATION OF NEW JERSEY, INC.***

ARTICLE I - NAME

The name of the organization is the *BRAIN INJURY ASSOCIATION OF NEW JERSEY, INC.*, herein also referred to as The Association or BIANJ.

ARTICLE II - PURPOSE AND MISSION

The purposes of The Association are: (1) those purposes enunciated in the Certificate of Incorporation and (2) so far as may be consistent with said purposes in the Certificate and the independence of this organization, the support of the purposes and goals of the *Brain Injury Association of America, Inc. (BIAA)*, a similar national organization.

The Mission Statement of The Association is: Our mission is to support and advocate for individuals affected by brain injury and raise public awareness through education and prevention.

ARTICLE III – MEMBERSHIP

1. Membership is open to individual members of the public, families, business entities, and organizations who shall have paid annual dues in an amount established by the Board.
2. Membership will not be denied to individuals who are unable to afford the annual dues.
3. Members are entitled to:
 - a. Participation and leadership on member committees
 - b. Nomination and election to the Board of Trustees

ARTICLE IV - BOARD OF TRUSTEES

1. The Board of Trustees is responsible for the overall policy and strategic direction of The Association and member committees. Day-to-day staff operations are under the leadership of the President and CEO. Specific duties of the Board include:
 - a. Development, review and approval of the Association's strategic plan
 - b. Approval of the Association's budget
 - c. Appointment and dissolution of committees as needed to execute the strategic plan

- d. Review and revision of Association By-laws
 - e. Hiring of the President and CEO
 - f. Bonding of Association staff who handle assets
2. The board shall have no fewer than 15 members and no greater than 24 members. A minimum of one-third (1/3) of the members of the Board of Trustees shall be persons with brain injury or their family members. The elected Chairperson of the Council for the Head Injured Community (CHIC) will be a Trustee. The Board receives no compensation other than reasonable expenses.
 3. Trustees will be elected into three-year terms by a two-thirds majority of all standing Trustees. Following the completion of each term, Trustees are eligible for reelection by a two-thirds majority vote of the remaining Trustees not eligible for reelection.
 4. Resignation from the Board must be in writing and received by the Secretary or Chairperson.
 5. Trustees will be removed from the Board due to more than two unexcused absences from Board meetings in a year. A Trustee may be removed for other reasons by a three-fourths vote of the remaining Trustees.
 6. A vacant Trustee position may be filled by a two-thirds majority vote of Board members in attendance and voting at a meeting of the Board of Trustees. A Trustee filling such a vacant position shall complete the existing term of the vacant position, at which time the position will be filled through standard election.
 7. All Trustees must maintain a membership in The Association during their entire term.

ARTICLE V – OFFICERS AND DUTIES

1. The Officers of The Association shall be: a Chairperson, a Chairperson-Elect, up to three (3) Vice Chairpersons, a Secretary, a Treasurer, and the Past Chairperson.
2. The term of the Chairperson and the Chairperson-Elect, shall be two (2) years. The Chairperson and Chairperson-Elect are limited to a single term; a Chairperson is not eligible for election as Chairperson-Elect. The term of all other officers shall be one (1) year without term limits.
3. All officers, except the Chairperson and Chairperson-Elect shall be elected annually by the full Board. The Chairperson-Elect shall become Chairperson when the Chairperson's term ends.
4. A Chairperson-Elect shall be elected by the full Board in an odd-numbered year at the fall meeting of the Board.
5. An Officer may resign at any time by notifying the Secretary or Chairperson in writing. An Officer may be removed at the recommendation of the Board Executive Committee by a three-fourths vote of the full board.

6. Any vacancy in an officer position, other than the Chairperson, may be filled by a two-thirds vote of the Trustees *in attendance* at a meeting of the Board of Trustees duly called and held. An officer filling such a vacant position shall serve the remaining term. After which time the position shall be filled by a vote of the Board.
7. The Chairperson-Elect becomes Chairperson immediately upon the resignation or removal of the sitting Chairperson. If the Chairperson resigns or is removed with greater than 18 months remaining in his or her term, the incoming Chairperson will complete that term only. The vacant Chairperson-Elect position will be filled within 6 months by a two-thirds vote of the full Board.
8. The Chairperson shall convene regularly scheduled Board meeting, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Chairperson-Elect; Vice Chairpersons in order of seniority on the Board; Secretary; Treasurer and shall be an ex-officio member of all committees. The Chairperson shall report on behalf of the Board of Trustees.
9. The Chairperson-Elect shall chair committees on special subjects as designated by the Chairperson. Vice Chairpersons shall have duties as assigned by the Chairperson.
10. The Secretary will keep a correct and permanent record of The Associations Board of Trustees meetings, which shall be available at the next such meeting, and shall present same upon request by a member of The Association.
11. The Treasurer shall be responsible for insuring that all funds of The Association are accounted for and for insuring that financial records are kept in proper order. Financial reports shall be presented to The Association or other persons at such times as are designated by the Board of Trustees.
12. The Past Chairperson shall be the immediate preceding Chairperson of The Board of Trustees. When the immediate preceding Chairperson is unable to serve, the most recent preceding Chairperson who is able will serve in that position. The duties of the Past Chairperson shall be determined by the Chairperson.

ARTICLE VI - MEETINGS OF THE BOARD OF TRUSTEES

1. The Board of Trustees shall meet at least four (4) times during the year.
2. Each member of the Board will receive written notice at least ten (10) days prior to any meeting.
3. One-half (1/2) of the voting members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board. If less than one-half (1/2) of the Board members are present either in person or by conference call at said meeting, a majority of the Board members present may adjourn the meeting without further notice.

4. An action of a majority of the Board members present at a meeting at which a quorum is present shall be an action of the Board of Trustees.
5. The order of business for the Board of Trustees shall be determined by the Chairperson of The Board.
6. A special meeting of the Board may be called at any time by the Chairperson or upon the written request of at least five (5) members of the Board sent to the Secretary or a designated representative. Notice of the special meeting will be communicated by the Secretary, the Chairperson or a designated representative to all members of the Board of Trustees by mail or telephone.

ARTICLE VII - COMMITTEES AND COUNCILS

1. The Board will appoint member committees as needed to achieve the strategic goals of the Association. Each member committee will have a Board liaison and a staff liaison to be the interface between the Board, the staff, and that committee. Member committees will elect their own committee chairs at their discretion.
2. There will be three standing subcommittees of the Board: The Executive Committee, the Finance Committee, and the Governance Committee. The Chairperson of the Board will appoint the chair of the Governance Committee.
3. The Executive Committee is comprised of the Officers of the Board. They shall meet at the discretion of the Chairperson. Responsibilities of the Executive Committee include:
 - a. Annual evaluation of the President and CEO's performance
 - b. Determining the President and CEO's salary and other compensation
 - c. Approving any material changes in the Association's budget
 - d. Acting on behalf of the full Board of Trustees on matters of extreme urgency with the exception of:
 - i. Removing Trustees or Officers
 - ii. Filling vacancies on the Board of Trustees
 - iii. Hiring or dismissing a President and CEO, or
 - iv. Dissolving the Association

The Executive Committee will report all actions taken to the full Board of Trustees at the next scheduled Board meeting.

Either the Chairperson or Chairperson-Elect and one-half (1/2) of the other members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the committee. If a quorum is not present at said meeting, a majority of the Executive Committee members present may adjourn the meeting without further notice.

4. The Finance Committee is chaired by the Treasurer and includes at least three other board members. The Finance Committee is responsible for:
 - a. Overseeing and ensuring the transparency of fiscal processes

- b. Developing and reviewing financial reports with staff and the Board, and
 - c. Preparing the annual budget with staff
5. The Governance Committee is chaired by a member of the Executive Committee and appointed by the Board Chairperson. It shall consist of at least five (5) members of the Board of Trustees. This committee is responsible for:
- a. Reviewing and recommending revisions to the Association's by-laws as directed by the Chairperson
 - b. Conduct annual evaluations of the Board
 - c. Organize the annual Board retreat
 - d. Present candidates for Trustee or Officer positions to the Board
6. The Association shall establish a working committee named the BIANJ Council for the Head Injured Community, also known as CHIC. It is the mission of CHIC to champion and publicize the advocacy, rights, and needs of people who have survived a brain injury.

Members of CHIC shall be those members of The Association who identify themselves as a person with a brain injury when applying for or renewing their membership.

The Chairperson and other officers of CHIC shall be elected for a term of no more than three (3) years by the CHIC members in accordance with procedures approved by the Board of Trustees.

7. The Board of Trustees may approve other committees, as it deems advisable. All such committees shall report regularly to the Board of Trustees, and shall remain in effect until dissolved by the Board.

ARTICLE VIII - TRUSTEES EMERITUS

- 1. A former member of the Board of Trustees who has made outstanding personal contributions to the purposes and goals of The Association extending over at least ten (10) years may be elected as a Trustee Emeritus for life.
- 2. Election to Trustee Emeritus requires a nomination by two Trustees, and election by a two-thirds (2/3) vote of the members present at a meeting of the Board of Trustees.
- 3. Trustees Emeritus may attend Board of Trustees meetings and participate in any deliberations, but they may neither vote nor move resolutions.

ARTICLE IX - OPERATIONS

- 1. The fiscal year of The Association shall run from July 1 to June 30.
- 2. Robert's Rules of Order Latest Edition, Scott, Foresman and Company will apply to all The Association meetings unless otherwise specified in the By-laws.

3. Indemnification: The Association shall indemnify every corporate agent as defined in, and to the full extent permitted by Section 15A:3-4 of the New Jersey Nonprofit Corporation Act, and to the full extent otherwise permitted by law.

ARTICLE X – AMENDMENTS

1. The Governance Committee may propose changes to the By-laws at least forty-five (45) days before a Board Meeting.
2. The By-laws may be amended by a three-fourths vote of the full Board, provided that the proposed amendment has been distributed to the Board at least thirty (30) days prior to the time which it is to be acted upon.

ARTICLE XI – PRESIDENT AND CEO AND STAFF

1. The President and CEO, professional, clerical and other staff shall be employed in accordance with the personnel policies established by the Board of Trustees.
2. The President and CEO is hired by the Board. The President and CEO has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The President and CEO will attend all Board meetings, report on the progress of The Association, answer questions of Board members and carry out duties described in the job description. The Board can designate other duties as necessary.
3. Any currently employed staff member is not eligible for membership on the Board of Trustees.

Last Amended: 10/24/2007