

BYLAWS OF THE GREATER ROCHESTER NEW YORK SPINA BIFIDA ASSOCIATION

REVISED AND ADOPTED NOVEMBER 6, 1988

AMENDED: JUNE 13, 1991; MARCH 25, 1993; MAY 22, 1996; FEBRUARY 26, 1997; NOVEMBER 20, 1997;
FEBRUARY 25, 1999; FEBRUARY 13, 2001; MAY 11, 2011; MARCH 25, 2015

ARTICLE I. NAME, PURPOSES AND ADMINISTRATION OF FUNDS

SECTION 1. Name: This Corporation shall be known as: GREATER ROCHESTER NEW YORK SPINA BIFIDA ASSOCIATION, INC., (GRSBA)

SECTION 2. Purposes:

- A. Promote the well-being of all people with Spina Bifida.
- B. Educate and support persons with Spina Bifida, family members, and those working with and providing services to persons with Spina Bifida.
- C. Advocate for and encourage treatment, care, education, and socialization of persons living with Spina Bifida.
- D. Promote public awareness of Spina Bifida and promote public action on issues affecting all disabled persons.

SECTION 3. Administration of Funds: GRSBA shall receive by gift, bequest or other means, money and/or property, or any estate therein, legal or equitable, and to hold the same and expend, contribute, disburse and otherwise handle and/or dispose of the same, or the income there from for the promotion of the foregoing purposes.

ARTICLE II. MEMBERSHIP AND DUES

SECTION 1. Classes: The membership of GRSBA shall consist of two classes: Local and Honorary.

- A. **Local Member:** A Local Member shall be any individual, 18 years or older, who joins GRSBA via payment of Membership Dues. GRSBA's membership dues shall be set and approved by the Board of Directors (Directors) on an annual basis, to be voted upon and enacted as of the date of the Annual Membership Meeting.
- B. **Honorary Member:** An Honorary Member is a person who has rendered outstanding service on behalf of persons with Spina Bifida and who has been granted honorary membership by a vote of the Directors. Honorary Members shall not be required to pay the membership fee.
- C. **Dues:** The Directors shall determine the amount of annual dues and deadline, and will announce this at the Annual Meeting each year.

ARTICLE III. MEETINGS

SECTION 1. Annual Meeting, Board of Directors Meetings, and General Meetings of GRSBA

- A. Annual Meeting shall be held in May of each year at a time and place to be determined by the President and Directors.
- B. Board of Directors Meetings shall be held at times and places determined by the President and the Directors. The Directors shall meet a minimum of three times per year, in addition to the Annual Meeting.
- C. General Meetings shall be held at times and places determined by the Directors and/or the individual or committee planning that particular meeting.
- D. Notice of meetings shall be given 30 days before the date of the meeting, except in the case of Board of Directors Meetings, which shall have no such limit. Publication of meeting dates by postal mail, e-mail, and via social media to members shall constitute notice. Notice of Directors meetings may be given by telephone and/or e-mail.
- E. Unless otherwise provided in these Bylaws, Robert's Rules of Order shall determine the rules of procedure for GRSBA meetings.

SECTION 2. Voting.

- A. Issues before the local GRSBA membership shall be decided by a majority vote of the Local and Honorary Members present at either the Annual Meeting or General Meetings.
 - a. A quorum at the Annual Meeting or General Meetings shall be those Local and Honorary Members present.
- B. Issues before the Directors shall be decided by a majority vote of Directors present if the issue is to be voted upon during a Directors Meeting, or polled by a member of the Executive Committee via postal mail or e-mail

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. Voting members of the Board of Directors shall be Local or Honorary Members of GRSBA. A Director shall be a person who has exhibited an interest in the concerns, purposes, and goals of GRSBA.

SECTION 2. The Board of Directors shall be composed, at a minimum, of the current President, Vice President, Secretary, Treasurer, Association Attorney, Medical Advisor, Parent Representative, two Adults with Spina Bifida, and four Members at Large.

The Executive Committee shall be composed of the President, Vice President, Secretary and Treasurer. It shall function in place of the Board of Directors in situations where it is not possible for the Board of Directors to function and submit a written report promptly to the full Board of Directors on all actions taken in its absence.

SECTION 3. All board members shall serve a term of **2** years. The President, Secretary, Parent Representative, one Adult with Spina Bifida and two of the Members at Large shall be elected on one year. The Vice President, Treasurer, Medical Advisor, one Adult with Spina Bifida, Association Attorney, and two of the Members at Large shall be elected on the alternate year.

SECTION 4. Nominating and Electing members of the Board of Directors

- A. Members of GRSBA shall nominate Directors on an official nomination form, which will be sent by postal mail, e-mail, and/or via social media 30 days before the annual meeting.
- B. Members will return their completed nomination form to the identified Nominations Committee Chairperson through postal mail, e-mail or telephone.
 - a. The Nominations Committee Chairperson will be appointed by the Directors and may not be a person named on the current ballot.
- C. Nominations may also be submitted from the floor at the annual meeting provided that prior consent of the nominee has been secured.
- D. Nominees who are current or past members of GRSBA will be required to disclose to the Membership any outstanding obligations to the organization prior to the election.
- E. Voting shall be by ballot at the Annual Meeting by the members present.
 - a. Absentee ballots will only be accepted from current Local or Honorary Members, including Directors. Absentee ballots will be submitted to the Nominations Committee Chairperson in writing by postal mail or e-mail prior to the Annual Meeting.
- F. Ballots, including absentee ballots, will be counted by the Nominations Committee Chairperson, with one member of the Executive Committee as witness. The Executive Committee member may not be on the current ballot. The nominees receiving the greatest number of votes shall be elected to the Board of Directors positions open for election.
 - a. Names of all Members who have submitted absentee ballots will be noted and reflected in the meeting minutes.

- G. If a tie vote exists the Directors present will determine the outcome through a private vote. If a tie vote still remains, the Executive Committee will determine the outcome through a private vote. In the event that there is a tie within the Executive Committee, the President shall cast the deciding vote.
- H. All elected Directors are considered Local Members, and are required to pay annual dues by the deadline set by the Board.

SECTION 5. Meetings of the Board of Directors

- A. The Board of Directors shall meet at least 4 times per year. Meetings will be held at times and places determined by the President.
- B. A majority of Directors shall constitute a quorum. These Directors shall be present in person.
- C. Issues before the Board of Directors shall be decided by a majority vote of the Directors present. In the event of a tie, the President shall cast the deciding vote.
- D. Robert's Rules of Order shall determine the rules of procedure for Board of Directors' meetings.

SECTION 6. Issues coming before the Board for review and/or approval, that cannot wait for the regularly scheduled Board of Directors meeting, shall be brought to the Directors via e-mail, telephone, or in an additional meeting at the discretion of the President. Outcomes shall be reviewed and captured in the meeting minutes as part of the next scheduled Board of Directors meeting.

SECTION 7. Open Board of Directors' seats shall be filled mid-term by presenting the name of a nominee to the Board. A majority of the current Board members shall approve this individual. This Board member will fill the remainder of the term and be eligible for election that that term is up.

In the event that the President seat becomes vacant, the Vice President shall immediately assume the role, and will hold it for the duration of the current term. The Vice President seat will then become vacant, and is eligible to be filled following the process outlined above.

SECTION 8. A Director shall be removed from office for cause by a 2/3 majority vote of the Board of Directors. Any Director so removed has the right of appeal at the next regular meeting of the Board of Directors. The appeal cannot be tabled, but a 2/3 majority vote in favor of the appellant is required to reverse the removal vote.

SECTION 9. Responsibilities of the Board of Directors

- A. Develop plans which will provide for the continuity of GRSBA.
- B. Recommend and set policy that is compatible with the Bylaws.
- C. Review and revise GRSBA's organizational structure as needed.
- D. Manage the income and assets of GRSBA responsibly and efficiently to further GRSBA's purposes.
- E. Ratify amendments or revisions of these Bylaws.
- F. Authorize the voluntary dissolution of this corporation after such a dissolution has been approved by 2/3 of the membership voting at a general meeting called for this purpose
- G. Exercise all other corporate powers which are required to manage the affairs and property of GRSBA in a responsible manner.
- H. Approve any expenditure of greater than \$500.00.
- I. Approve recommendations of President for annual scholarship award.

SECTION 10. Responsibilities of the Executive Committee: The responsibilities of GRSBA Executive Committee include, but are not limited to the following:

A. President

- 1. Serve of Board of Directors.
- 2. Supervise the affairs of GRSBA, and reside over all GRSBA meetings.
- 3. With concurrence of the Directors, appoint members of committees or task groups that carry out GRSBA programs.
- 4. Work with the Secretary to prepare the agenda for meetings.
- 5. Serve as an ex-officio member of all committees.
- 6. Lead other Directors in establishing meaningful programs.
- 7. Co-sign for any approved expenditure of greater than \$500.00
- 8. Review Scholarship applicants.

B. Vice President

1. Serve on the Board of Directors.
2. Assume the duties of the President upon request, or in the event the President is unable to perform the duties of that office.
3. Monitor the activities of the committees or task groups assigned and perform other duties that may be assigned by the President or Board of Directors

C. Secretary

1. Serve on the Board of Directors.
2. Record the minutes of GRSBA Board of Directors' meetings. Distribute typewritten copies of meetings minutes to Directors within a reasonable time after each meeting. Prepare typewritten copies of Board of Directors' meeting minutes to be sent with agenda for next meeting.
3. Keep accurate and complete documents, records and minutes of proceedings of meetings.
4. Write all thank you notes for gifts, memorials, services provided to GRSBA. Insures that accurate records are kept.
5. Serve all notices of meetings, and work with the President to finalize meeting agendas.
6. Perform other duties that may be assigned by the President.

D. Treasurer

1. Serve on the Board of Directors.
2. Serve as the fiscal Officer of GRSBA, overseeing the management of the operating and contingency funds of GRSBA.
3. Secure or continue a bond for the treasurer position.
4. Submit financial statements to the Board of Directors at each Board Meeting.
5. Insure that accurate and complete financial records are kept.
6. File tax forms and other government forms annually or as required by law.
7. Prepare proper documentation for an audit of GRSBA's financial records, in the event that an audit is requested by the Executive Committee.

8. Perform other duties that may be assigned by the President or the Board of Directors.

ARTICLE V. COMMITTEES

SECTION 1. Standing Committees shall be provided for in these Bylaws to carry out programs and functions of GRSBA.

A. Bylaws Committee

1. Identify necessary modifications of these Bylaws and submit same to the Board of Directors for approval by majority vote of Directors present when changes are discussed and reviewed. Upon approval by the Board, revised bylaws will be made available to the Membership.
2. Conduct a thorough review of these Bylaws at least every tenth year and submit proposed modifications to the Board of Directors.

B. Nominations Committee

1. Identify nominees for Directors and Board positions. Prepare ballots, count votes, and report results of election at the annual meeting.
2. A Nominations Committee Chairperson will be determined annually by the Directors, and will oversee this committee. The Nominations Committee Chairperson will supervise the election process as described in Article IV, Section 4.

C. Newsletter Committee

1. Select content and compile the newsletter at least 3 times annually.
2. Arrange to have it copied, collated, stapled. Put address labels on, prepare for bulk mailing, and take to the Post Office

SECTION 2. Other committees may be authorized by the Directors to carry out programs and administrative functions of GRSBA. Committees may be established by majority vote of the Directors present at a Director's Meeting. The goals and terms of service for ad hoc committees will be specified at the time of the request, and noted in the meeting minutes.

ARTICLE VI. BOOKS AND RECORDS

All books and records of GRSBA may be inspected by anyone on GRSBA's membership list for any proper purpose at any reasonable time upon receipt of the written request to the Board of Directors.

ARTICLE VII. FISCAL YEAR

The fiscal year shall begin January 1 and shall end on December 31.