

BYLAWS OF THE VIRGINIA BRAIN INJURY COUNCIL

ARTICLE I. VISION

The vision of the Virginia Brain Injury Council is that Virginians and their families who experience disability due to brain injury will build a quality of life of their choosing.

ARTICLE II. MISSION

The mission of the Virginia Brain Injury Council is to promote accessible, affordable, and appropriate services for Virginians with brain injury and their families by advising the lead state agency for brain injury, the Department for Aging and Rehabilitative Services.

ARTICLE III. PURPOSE

A. The purpose of the Virginia Brain Injury Council (which hereinafter may be referred to as "Council") is to advise the Commissioner of the Department for Aging and Rehabilitative Services (which hereinafter may be referred to as "DARS"), the lead state agency for brain injury in Virginia, on the needs of Virginians with brain injury and to make recommendations to the Commissioner regarding the development and delivery of brain injury services in the Commonwealth of Virginia.

B. The Council is charged by the Commissioner of DARS to:

- i.* Provide recommendations to DARS on the disbursement of state general funds appropriated for brain injury services, including priorities and criteria for the use of funds;
- ii.* Serve as the advisory body to Virginia's federal Health Resources and Services Administration Traumatic Brain Injury Grant when such funding is awarded to DARS; and
- iii.* Carry out other duties and activities related to brain injury as requested or approved by the Commissioner.

ARTICLE IV. MEMBERS

The Virginia Brain Injury Council shall consist of voting and non-voting member positions. Voting and Non-Voting Members may make motions, nominate At-Large Members and Officers, and participate in the work of the Council by serving on committees.

A. Voting member positions. Voting members have the ability to vote on matters brought before the Council as described in Article VIII of these bylaws. Voting member positions include *Standing Members, At-Large Members, Officers, Family Ombudsman, and Special Designee Members* (if they are not designated to represent a state agency) as described below:

- i. *Standing Member Positions* are permanent members of the Council representing the Brain Injury Association of Virginia (BIAV), the Virginia Alliance of Brain Injury Services Providers (VABISP), and the Family Ombudsman. The Family Ombudsman may be designated by the Council, while the BIAV and VABISP representatives are designated by each organization. If a Standing Member is elected to an Officer position, the organization or, in the case of the Family Ombudsman the Council, may choose to designate another person to serve in the Standing Member position. Standing Member representatives are subject to the termination clause as defined in Article IV, Section C of these bylaws.
- ii. *At-Large Member Positions* are appointed by the Commissioner of DARS from a slate approved by the Council in accordance with Article VI, Section B of these bylaws.
- iii. *Officer Positions* include Chair, Vice Chair, Secretary, and Immediate Past Chair and are elected by Council members in accordance with Article VI, Section C of these bylaws. The Council elects individuals to fill the three (3) Officer positions of Chair, Vice Chair, and Secretary from among eligible Council members, while the Officer position of Immediate Past Chair is filled automatically by the Chair whose term is expiring.
- iv. *Special Designee Member Positions* are appointed by the Commissioner of DARS at his or her discretion. Special Designee Members may or may not be individuals who are eligible to vote, depending upon their affiliation.
- v. *Composition:* The composition of the voting members of the Council shall consist of a minimum of thirteen (13) positions, designated ideally as follows:
 - a) At least six (6) positions shall be survivors (a person who has sustained a brain injury), family members, caregivers, or representatives of a person with a brain injury; of these six, at least two (2) individuals shall be survivors.
 - b) At least two (2) positions shall be individuals who are licensed, registered, or certified healthcare professionals;
 - c) At least one (1) position shall be an individual who is an employee or current member of the Board of Directors of an organization or program that receives state general funds appropriated by the Virginia General Assembly and administered through DARS for brain injury services;
 - d) At least one (1) position shall be an individual affiliated with a hospital or health-care system;
 - e) At least three (3) positions shall be individuals who are not employees or current members of the Board of Directors of an organization or program that receives state general funds appropriated by the Virginia General Assembly and administered through DARS for brain injury services;

B. Non-voting member positions, which are considered advisory in nature, are established and appointed by the Council and may be added or abolished at any time by a two-thirds majority vote of Council members eligible to vote. Non-voting members may include state agency representatives (particularly from within the Commonwealth of Virginia's Secretariat of Health and Human Resources), legislators, and other advisory or ad hoc members as determined by a two-thirds majority vote of the Council.

C. Termination of membership. Any member (Standing, At-Large, Officer, Family Ombudsman, Special Designee) who misses two consecutive meetings shall be notified by the Chair or designee that his or her membership status is at risk of termination. Any member who misses three (3) consecutive meetings may be terminated at the third missed meeting at the discretion of the Executive Committee. The Chair or designee shall notify the individual in writing that his or her membership on the Council has been terminated.

ARTICLE V. OFFICERS

A. The Officers of the Virginia Brain Injury Council are the *Chair*; *Vice Chair*; *Secretary*; and *Immediate Past Chair*. When an At-Large or Special Designee member assumes an officer position they will serve the full term of the Officer position and not that of the At-Large position which they are vacating.

B. The duties of the Officers are as follows:

- i. The *Chair* shall be the principal executive Officer of the Council and will in general oversee and guide its activities. He or she will preside at all meetings and will sign any correspondence related to the business of the Council. The Chair serves as the chief liaison with DARS and will maintain ongoing communication with the Commissioner of DARS and other staff as appropriate.
- ii. The *Vice Chair* shall perform the duties of the Chair in his or her absence or inability to act. The Vice Chair will also perform the duties of the Chair during meetings in which the Chair temporarily recuses him/herself from a specific item of business. When a vacancy for the Officer position of Chair exists mid-term due to resignation or termination, the Vice Chair shall move immediately into the Chair position.
- iii. The *Secretary* shall be responsible for all duties incident to the office of Secretary, including scheduling / notification of quarterly meetings and preparation of minutes, reports, and other written correspondence necessary to the business or activities of the Council. The Secretary also serves as the Chair of a Bylaws Committee should one be appointed by the Chair. The Secretary maintains ongoing communication with DARS staff as appropriate.
- iv. The *Immediate Past Chair* shall provide consultation and assistance to the newly elected Chair, and also serves as a member of the Executive Committee. The Immediate Past Chair offers his or her knowledge and expertise regarding the operation and activities of the Council.

ARTICLE VI. NOMINATIONS AND ELECTIONS

A. Nominations and Elections Committee. In July of each year, the Chair will appoint a three or five-member Committee from among Council members eligible to vote to fill At-Large and Officer position vacancies.

- i. A Committee member may be nominated for an Officer position.
 - ii. If a member of the Nominations and Elections Committee is nominated for an Officer position and accepts the nomination, the Committee member who is nominated shall recuse him/herself from the Officer election process. The Chair will appoint another member to the Nominations and Elections Committee to participate in the Officer
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election discussion and vote, after which the original committee member who recused him/herself from the Officer election process will return to the committee to participate in the At-Large Member election process.

B. At-Large Members. Nominations for At-Large Member positions are solicited from among voting and non-voting members of the Council, which may include public recruitment. The Nominations and Elections Committee shall submit to Council members a slate of at least two candidates per vacant position, if possible, at least ten (10) days prior to the first Council meeting of the calendar year. Approval of the slate of candidates to go to the DARS Commissioner requires a two-thirds vote of all Council members eligible to vote. Voting may take place at a meeting, or may be conducted via any verbal, written, or electronic means necessary (phone, fax, e-mail, U.S. Mail, etc.). If a vote is not conducted at a meeting, it is the responsibility of the Council member submitting a vote to confirm that the Secretary or designee has received the vote.

- i.* The Council approved slate will be presented to the Commissioner of DARS, who shall select appointee(s). The DARS Commissioner may, at his or her discretion, approve candidates for appointment who are not on the Council approved slate.
- ii.* The DARS Commissioner will notify At-Large and Special Designee members of their appointment to Council which shall be effective at the April meeting.

C. Officers. Nominations for Officer positions are solicited from among voting members (Officers, Standing, and At-Large) and non-voting members of the Council. Only voting members of the Council are eligible to be nominated for Officer positions. Election of Officers requires a two-thirds majority vote of all Council members eligible to vote. The Nominations and Elections Committee shall submit to Council members a slate of candidates at least ten (10) days in advance of a Council vote to be conducted at the October meeting, or at least ten (10) days prior to the first Council meeting of the calendar year.

i. Election of Officers will be conducted at the October meeting, or at least ten (10) days prior to the first Council meeting of the calendar year. Voting may take place at a meeting, or may be conducted via any verbal, written, or electronic means necessary (phone, fax, e-mail, U.S. Mail, etc.). If a vote is not conducted at a meeting, it is the responsibility of the Council member submitting a vote to confirm that the Secretary or designee has received the vote.

ii. Officer positions shall be effective at the January meeting, or at the first Council meeting of the calendar year. When a vacancy for the Officer position of Chair occurs mid-term due to resignation or termination, the Vice Chair immediately assumes the position of Chair. The term of the Vice Chair who assumes the vacant position of Chair ends at the original ending date of the vacated Chair's unexpired term.

iii. When a vacancy for the Officer position of Vice Chair or Secretary occurs mid-term due to resignation, termination, or election to another Office position, the Nominations and Elections Committee shall solicit nominees from among Council members eligible to vote to fill the vacancy. The Committee shall submit a slate of candidates to the Secretary or DARS staff to be sent to members at least ten (10) days in advance of a Council vote. Election of the Officer positions of Vice Chair and Secretary requires a two-thirds majority vote of all Council members eligible to vote. Voting for Vice Chair or Secretary may take place at a meeting, or may be conducted via any verbal, written, or electronic means necessary (phone, fax, e-mail,

U.S. Mail, etc.). If a vote is not conducted at a meeting, it is the responsibility of the Council member submitting a vote to confirm that the Secretary or designee has received the vote.

ARTICLE VII. TERMS

Other than Standing Members who have no term limits, no member of the Council may serve more than nine (9) consecutive years on the Council. However, following an absence of one year, an individual shall be eligible for appointment to Council as an At-Large Member. The terms of Standing Members, At-Large Members, Officers, Family Ombudsman, and Special Designee Members are as follows:

- A. Standing Members as described in Article IV of these bylaws are permanent positions on the Council with no limits on length of term. If a Standing Member is elected to an Officer position, the organization or, in the case of the Family Ombudsman the Council, may choose to designate another person to serve in the Standing Member position.
 - B. At-Large Members as described in Article IV of these bylaws will serve a three-year term. Terms of At-Large Members are effective April through March of the calendar year.
 - i. At-Large Members are not eligible to serve two consecutive terms.
 - ii. If an At-Large Member is appointed mid-term to fill a vacancy caused by resignation, termination, or election of an At-Large Member to an Officer position, the term of the newly elected At-Large Member begins immediately upon approval by two-thirds majority of Council members eligible to vote, and ends at the original ending date of the vacated At-Large Member's unexpired term. The individual appointed mid-term to serve the unexpired term of an At-Large Member is eligible for re-appointment for a full term as an At-Large Member or as an Officer.
 - C. Officers as described in Article V of these bylaws shall serve terms from January through December of the calendar year.
 - i. The Chair serves a two-year term. The Chair is not eligible to serve two consecutive terms. However, when the Vice Chair assumes the Officer position of Chair mid-term, the Vice Chair shall be eligible for subsequent election as Chair.
 - ii. The Vice Chair serves a two-year term. The Vice Chair is not eligible to serve two consecutive terms. When the Officer position of Vice Chair is vacant mid-term due to resignation, termination, or election to another Office position, the Nominations and Elections Committee shall solicit nominees from Council members to fill the vacancy. The Committee shall submit a slate of candidates to the Secretary to be sent to members at least ten (10) days in advance of a Council vote. Election of the Vice Chair requires a two-thirds majority vote of Council members eligible to vote. The term of the newly elected Vice Chair expires at the original ending date of the vacated Chair's unexpired term. The individual elected mid-term to serve the unexpired term of a Vice Chair is eligible for re-election to the Vice Chair position.
 - iii. The Secretary serves a one-year term. The Secretary is eligible to serve two consecutive terms. When the Officer position of Secretary becomes vacant mid-term due to resignation
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or termination, the Nominations and Elections Committee shall solicit nominees from Council members to fill the vacancy. The Committee shall submit a slate of candidates to the committee chair or designee for dissemination to members at least ten (10) days in advance of a Council vote. Election of the Secretary requires a two-thirds majority vote of Council members eligible to vote. The term of the newly elected Secretary expires at the original ending date of the vacated Secretary's unexpired term.

- D. The Immediate Past Chair serves a two-year term consistent with the term of the newly elected Chair.
- E. Family Ombudsman Member serves a three-year term and is eligible to serve up to two consecutive terms (for a maximum total of six years in this position).
- F. Special Designee Members serve a three-year term and are eligible to serve up to two consecutive terms (for a maximum total of six years in this position).

ARTICLE VIII. VOTING

A. Quorum. For the conduct of business, a quorum shall be a simple majority of the total number of Council members eligible to vote and who are present at a meeting, including one Officer.

B. Voting Privileges. The votes of a majority of Council members eligible to vote and who are present at the start of a meeting shall be necessary for the adoption of any proposal, resolution, or matter of business on which a vote is taken, unless stated otherwise in these bylaws. In addition, the Chair or the Vice Chair must be present at the meeting, unless the Chair designates that the Immediate Past Chair or the Secretary preside over the meeting.

Standing, At-Large, Officer, and Special Designee Members are eligible to vote as follows:

- i. Standing and At-Large Members of the Council who attend at least two meetings in person per calendar year are entitled to one vote on each matter submitted to a vote of the members. Standing and At-Large Members may vote by telephonic, electronic, proxy or other means a maximum of two times per year.
- ii. Special Designee Members who are not appointed to represent a state agency and who attend at least two meetings in person per calendar year are entitled to one vote on each matter submitted to a vote of the members. Special Designee Members (non-state agency) may vote by telephonic, electronic, proxy or other means a maximum of two times per year.
- iii. Officers of the Council (Chair, Vice Chair, Secretary, and Immediate Past President) who attend at least three meetings in person per calendar year are entitled to one vote on each matter submitted to a vote of the members. Officers may vote by telephonic, electronic, or other means a maximum of one time per year, but are not permitted to vote by proxy.

C. Suspension of Voting Privileges. Voting privileges of Standing, At-Large and Special Designee (non-state agency) Members who do not attend at least two meetings in person per calendar year may be suspended. If voting privileges are suspended, they will be re-instated to the member at the second consecutive meeting attended following the suspension. Voting privileges of Officers who do not attend at least three meetings in person per calendar year may be suspended. Voting privileges will be

re-instated to the Officer at the second consecutive meeting attended in person following the suspension.

D. Voting Methods. Voting by telephonic, electronic, or other means is permitted by all Standing At-Large, Officer, and Special Designee Members. Standing, At-Large, and Special Designee (non-state-agency) Members are limited to two (2) votes per calendar year by telephone, electronic, or other means if the vote is taken at a regularly scheduled or special meeting of the Council. Officers are limited to one (1) vote per calendar year by telephone, electronic, or other means if the vote is taken at a regularly scheduled or special meeting of the Council. If a vote of all Council members is conducted by telephone, electronic, or other means, then that vote will not be counted against the Standing, At-Large, Officer, and Special Designee (non-state agency) Members' limit of votes per calendar year by telephone, electronic, or other means, including proxy votes.

E. Proxy Voting. Standing, At-Large, and Special Designee (non-state agency) Members unable to attend a meeting in person or via telephonic, electronic, or other means may appoint a representative to attend or participate in a meeting and carry a proxy vote on their behalf. Standing, At-Large, and Special Designee (non-state agency) Members are limited to a total of two such proxy votes per calendar year. Officers are not entitled to proxy voting.

ARTICLE IX. COMMITTEES

The Virginia Brain Injury Council may establish or abolish standing and ad hoc committees with a two-thirds majority vote of Council members eligible to vote. Voting may take place by telephonic, electronic means, or by proxy vote. All committee members and committee chairs shall be appointed by the Chair of the Council, with the exception of the Bylaws Committee which is chaired by the Secretary of the Council as noted in Article V of these bylaws. The Council will ensure, to the extent feasible, that a survivor or family member is appointed to each committee, both standing and ad hoc.

A. Standing Committees include the *Executive Committee*, the *Nominations and Elections Committee*, the *Bylaws Committee*, and the *Priorities Committee* as follows:

i. Executive Committee. The Executive Committee shall consist of all Officers (i.e., Chair, Vice Chair, Secretary, Immediate Past Chair), and the Family Ombudsman.

The Executive Committee is subject to the direction and control of the full Council. However, urgent action, i.e., action required within 48 hours, may be taken at the discretion of the Executive Committee. The Executive Committee cannot reverse a Council vote, establish or change Council policy, or amend bylaws. Council members shall be notified by mail, e-mail, fax, or other means of written communication or by telephone as soon as practical following the action taken. Action taken by the Executive Committee shall be ratified at the next Council meeting and a written description of the action taken shall be included in the minutes.

ii. Nominations and Elections Committee. In July of each year, the Chair will appoint a three or five-member Nominations and Elections Committee from among Council members eligible to vote. The Nominations and Elections Committee is responsible for soliciting nominees from Council members to fill At-Large and Officer member vacancies, per the guidelines contained in these bylaws.

- iii. Bylaws Committee. The Chair may appoint a Bylaws Committee from among Council membership. The Bylaws Committee is responsible for reviewing Council bylaws at the direction of the Chair and recommending additions, deletions, revisions, and other changes to Council membership for adoption, per Article XI of these bylaws. The Bylaws Committee is chaired by the Secretary of the Council as noted in Article V of these bylaws.
 - iv. Priorities Committee. In January of each year, the Chair shall appoint a Priorities Committee from among Council membership. The Priorities Committee is responsible for developing a document summarizing the Council's annual priorities ("Priorities Letter"), to be voted on by the full Council at or within ten (10) days following the July meeting. The Chair will submit the Council's Priorities Letter to the Commissioner of DARS in August of each year.
- B. Ad Hoc Committees. The Chair has the discretion to appoint ad hoc committees as needed, which may include non-Council members. The Funds Dissemination Committee is considered an ad hoc committee, because it is only appointed during years when the General Assembly allocates new state general funds for brain injury services.
- C. Voting members are expected to participate in the work of the Council by serving on at least one standing or ad hoc committee each calendar year; non-voting members are strongly encouraged to serve on committees. At least one survivor, family member, caregiver, or representative of a person with a brain injury must be appointed to each standing or ad hoc committee, with the exception of the Executive Committee.

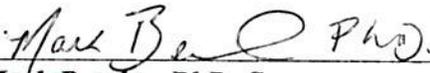
ARTICLE X. MEETINGS

- A. Regular Meetings of the Council shall be held at least quarterly during every calendar year. It is recommended that meetings be held during the months of January, April, July, and October; however, specific dates, times, and locations are determined by the Chair and a simple majority of Council members eligible to vote. Notice of the date, time, and place of regular or special meetings will be conveyed to members by telephonic, electronic, or other means at least ten (10) days in advance.
- B. Special Meetings. The Chair, or a simple majority of Council members eligible to vote, may call a special meeting at any time. Notice of the date, time, and place of regular or special meetings will be conveyed to members by telephonic, electronic, or other means at least ten (10) days in advance.
- C. Quorum. For the conduct of business, a quorum shall be a simple majority of the total number of Council members eligible to vote and who are present at the start of a meeting, including one Officer.
- D. Public Notice and Access. All regular or special meetings of the Council are open to the public pursuant to Va. Code § 2.2-3707 of the Freedom of Information Act and notice of the date, time, and place of such meetings shall be posted publicly at least ten (10) days in advance. However, when the Council determines a legitimate and justified need to go into a closed "executive session" consistent with exceptions contained in Va. Code § 2.2-3711, the meeting is closed to the public for the duration of the "executive session" portion of the meeting only.
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- E. Attendance. Barring extenuating circumstances or the need for accommodation due to disability, Standing Members, At-Large Members, and the Special Designee(s) Members must be present in person at a minimum of two meetings per calendar year; Officers must be present in person at a minimum of three meetings per calendar year. Standing Members, At-Large Members, Officers, and Special Designee Members, with the exception of the Chair, may request to participate in a meeting via telephonic, electronic, or other means. However, Standing Members, At-Large Members and the Special Designee(s) Members are limited to a total of two such meetings per calendar year; Officers are limited to one such meeting per calendar year.

ARTICLE XI AMENDMENTS TO BYLAWS

The Bylaws of the Virginia Brain Injury Council are reviewed on an annual basis, or as requested by the Chair of the Council. These Bylaws may be amended or repealed by a two-thirds majority vote of the Council members eligible to vote. Members may vote on Bylaws at any regular or special meeting of the Council, or by any written, telephonic, electronic, or other means, if written notice or confirmed e-mail notice via "read receipt" of the proposed changes is provided to all members at least ten (10) days prior to a Council vote. These Bylaws were approved by a two-thirds majority vote of the Virginia Brain Injury Council members at the April 22, 2016 Quarterly Meeting.


Mark Bender, PhD, Secretary

4/22/16
Date