

**VIRGINIA BRAIN INJURY COUNCIL**  
**BYLAWS**  
**APPROVED October 23, 2024**

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## Article I: Authority, Purpose, and Duties

### Section 1. Name

The name of the body is the Virginia Brain Injury Council or Council.

### Section 2. Establishment

The Virginia Council on Traumatic Brain Injury was established in 1986 by the Secretary of Health and Human Resources to be a permanent entity with influential representation and authorization to promote the development, coordination, and promotion of a comprehensive delivery system that provides a full continuum of services for persons with traumatic brain injury. The Council identified needs and developed and presented recommendations for the continued improvement of the delivery system. The system included research and development, prevention, education, advocacy, and service delivery.

### Section 3. Authority

The Council serves as the advisory board required under the federal Traumatic Brain Injury Act (42 U.S.C. § 300d-52(b)), its amendments and reauthorizations, and the grant requirements issued thereunder, including those administered by the federal Administration for Community Living (ACL).

The Virginia General Assembly adopted a budget provision, effective July 1, 2006, that requires the Virginia Department for Aging and Rehabilitative Services (DARS) to consider the recommendations of the Council when allocating new funds for brain injury services.

### Section 4. Purpose

The Council is a statewide advisory council comprised of individuals living with brain injury, family members and caregivers, public/private healthcare providers, state agency representatives, and other members, as needed.

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

The mission of the Council is to promote accessible, affordable, and appropriate services for Virginians with brain injury and their families by advising DARS. The Council advises and makes recommendations to the DARS regarding the development and delivery of brain injury services in Virginia.

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## Section 5. Required Duties

The Council shall:

1. Provide recommendations to DARS on the disbursement of new state general funds appropriated for brain injury services, including priorities and criteria for the use of funds; and
2. Serve as the advisory body to Virginia's ACL TBI Grant when such funding is awarded to DARS.

## Article II. Membership and Staff Support

### Section 1. General Provisions

Upon adoption of these bylaws, members who are serving in current slots that do not align with the membership structure outlined below shall remain on the Council until the end of their current term. When those terms end, those slots shall sunset.

The Council membership meets the requirements of the ACL TBI Act for receipt of grant funds and includes subject matter experts on issues of relevance in the field of brain injury. The Council Membership is comprised of:

1. 19 At-Large Voting Members,
2. 8 Agency-Representative Voting Members, and
3. 7 Ex-Officio Non-Voting Members.

### Section 2. At-Large Voting Members

As required by ACL, a minimum of 50% of the Council Voting Members must be individuals who have sustained a brain injury or are survivors of a brain injury. The Council Voting Members shall include the following at-large members who are subject to appointment by the DARS Commissioner and are subject to term limits. These include:

<b>Representative/Slot</b>	<b>Number of Slots</b>
Individuals living with a brain injury	14
Family Members/Caregivers	3
Public and nonprofit private health related organizations	2

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Effective October 23, 2024, all new appointments and all reappointments for At-Large Voting Member slots shall be for four-year terms. At-Large Voting Members are eligible to serve two consecutive full terms. Following an absence of one (1) year, an individual shall be eligible for appointment to Council as a new appointment for an At-Large Voting Member slot.

The process to fill vacancies and make appointments for At-Large Voting Member slots shall follow the process outlined in Article V.

### **Section 3. Agency-Representative Voting Members**

As required by the ACL grant, the Council Voting Members shall also include the following individuals who serve as representatives of their respective agencies or organizations and are not subject to term limits (“Agency-Representative Voting Members”). Agency heads, or their designees, have the authority to designate Agency Representatives to serve as Voting Members on the Council. These include:

<b>Representative/Slot</b>	<b>Number of Slots</b>
State Injury Control Program or Health Agency: Virginia Department of Health (VDH) Representative	1
Centers for Independent Living (CIL)/State Independent Living Council (SILC): CIL Representative	1
Aging & Disability Resource Center (ADRC): Area Agency on Aging (AAA) Representative [AAAs are the designated ADRCs in Virginia.]	1
Protection & Advocacy Agency (POA): disAbility Law Center (dLCV) Representative	1
State Long-Term Care (LTC) Ombudsman Representative	1
Virginia Commonwealth University TBI Model Systems of Care	1
Brain Injury Association of Virginia (BIAV)	1
Virginia Alliance of Brain Injury Services Providers (VABISP)	1

### **Section 4. Ex-Officio Non-Voting Members**

Ex-Officio Non-Voting Members shall be non-voting members and function as liaisons between their agencies or organizations and the Council. Agency heads, or their designees, have the authority to designate agency representatives to serve as Ex-Officio Non-Voting Members on the Council. Ex-Officio Non-Voting Members are not subject to term limits. The composition of Council Ex-Officio Non-Voting Members shall be as follows:

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<b>Representative/Slot</b>	<b>Number of Slots</b>
Virginia Board for People with Disabilities (VBPD)	1
Virginia Department for Aging and Rehabilitative Services (DARS)	1
Virginia Department of Behavioral Health and Developmental Services (DBHDS)	1
Virginia Department of Corrections (VADOC)	1
Virginia Department of Education (VDOE)	1
Virginia Department of Medical Assistance Services (DMAS)	1
Virginia Department of Veteran's Services (DVS)	1

## Section 5. Member Requirements

At-Large Voting Members shall serve without compensation.

The Council Members are expected to attend all regularly scheduled meetings.

All Council Members shall confirm attendance or absence in advance of a meeting, as requested by DARS.

Members wishing to resign from their appointment to the Council shall provide notice to DARS and the individual's agency head or designee, if one. DARS shall promptly share such notice with the Council Chair, DARS Commissioner, and to the agency head or designee, if one.

## Section 6: Orientation for New Members

In orienting new members, DARS shall:

1. Offer newly appointed members of Council a new member orientation program;
2. Provide newly appointed members a copy of the Council Bylaws and other information pertinent to their duties and learning; and
3. Offer pre-meetings 3-5 days prior to each quarterly Council meeting to assist new members and/or individuals living with brain injury with processing and preparation to participate in meetings.

## Section 7. Staff Support

DARS shall staff the Council and all committees.

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## Article III. Meetings and Records

### Section 1. Regular and Special Meetings

The Council shall meet at least four times per year and more often if the Chair believes it necessary or a majority of Council Voting Members votes accordingly. Meetings shall be held in the months of: January, April, July, and October. Specific dates, times, and locations are determined by the Chair and a simple majority of Council members eligible to vote.

The most recent edition of Robert's Rules of Order Newly Revised shall guide meetings of the Council and its committees in all cases to which the Rules are applicable and in which they are not inconsistent with these Bylaws.

### Section 2. Meeting Notice

Notice of all full Council meetings (regular or special) and any Council committee (standing or special)-meetings shall be posted on the Council webpage and conveyed to each member of the Council or-committee, respectively, in sufficient time to be received, which must be at least ten (10) days before the date of the meeting.

Minutes and other materials, as they are available, shall be emailed to the members at least ten (10) days before the date of Council or committee meeting, unless there is good cause otherwise. However, those members who wish to receive information by regular mail may be permitted to do so.

### Section 3. Quorum

At any meeting of the Council and all committees, including virtual meetings, a majority of the Voting Membership present shall constitute a quorum.

Notwithstanding any other applicable state law, in the absence of a quorum, the present members may continue to meet to hear informational items and minutes shall be recorded, but the Council shall not take any official action.

### Section 4. Voting

The votes of a majority of Council Voting Members shall be necessary for the adoption of any proposal, resolution, election, or matter of business on which a vote is taken, unless stated otherwise in these bylaws.

For items subject to voting at a Council or committee meeting, Voting Members present for the meeting shall be entitled to vote.

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For items subject to voting via an electronic process outside of a Council or committee meeting, all eligible Voting Members are entitled to vote. The outcome of all electronic voting shall be announced at the next Council meeting.

Proxy votes (i.e., one Council or committee member voting on behalf of another Council or committee member) are not permitted.

### **Section 5. Public Comment**

Public comments shall be accepted at all full Council meetings. Depending on the amount of public comment as well as meeting agenda and timing, public comments may be time limited. Written public comments shall also be accepted by the Council. Written public comments must be received ten 10 days before the meeting to be included in the Council and committee meeting materials. Written public comments received less than ten (10) days prior to the meeting shall be noted verbally by the Chair during the meeting and included in the draft meeting minutes.

### **Section 6. Meeting Minutes**

Minutes of the meetings of the Council and all committees shall be documented. Full Council meeting minutes shall be posted online, but all full Council and committee meeting minutes shall be available for review by the Council and the public.

All full Council meeting minutes shall be reviewed and approved by the Secretary and presented to the Council for approval at the next meeting.

All committee meeting minutes shall be reviewed and approved by the committee chair.

### **Section 7. Electronic Participation for In-Person Meetings**

For in-person meetings of the full Council and any committee, all members can participate electronically provided a quorum of Voting Members is physically assembled for the meeting. Members who wish to participate electronically should assert one of the following permissions at the beginning of the meeting:

1. Disability or Medical Condition,
2. Caregiving,
3. Residence is 60+ miles away from the meeting location, or
4. Personal matter.

For purposes of determining whether a quorum is physically assembled, a Voting Member of the Council who is a person with a disability (#1) or is a caregiver for a person with a



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disability (#2) and uses this permission will count toward the quorum as if the Voting Member was physically present. This allowance does not apply to permissions #3 and #4.

It shall be assumed that a member can participate under permissions #1-4 unless a Voting Member objects once it is stated at the beginning of the meeting. At such time, if any other Voting Member objects, the Chair shall call for a vote on the matter. If a member's disapproval for electronic participation for Permissions #1-4 is due to a violation of the Council's bylaws then it will be recorded with specificity. If the vote is such that the member will not be permitted to participate electronically, the member should be advised that they may only monitor/witness the meeting and the member not permitted to participate (e.g., vote or discuss). The outcome of any vote on the member's electronic participation under Permissions #1-4 shall be documented in the minutes accordingly.

## **Section 8. Virtual Meetings**

The full Council may have two Virtual Meetings per calendar year provided they are not consecutive. Full Council virtual meetings require a quorum of Voting Members participating in the virtual meeting. All other provisions for meetings shall apply.

All committee meetings may be conducted virtually provided there is a quorum of Voting Members participating in the virtual meeting. All other provisions for meetings shall apply.

## **Section 9. Records**

All records, documents, and materials, including member correspondence, used in the implementation of the Council are subject to the Virginia Freedom of Information Act public record requirements and to the Library of Virginia record retention requirements.

# **Article IV. Officers**

## **Section 1. Officer Positions**

The Council shall have the following officer positions:

1. Chair
2. Vice-Chair
3. Secretary
4. Family Ombudsman
5. Immediate Past Chair

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Only At-Large and Agency-Representative Voting Members are eligible for officer positions. Ex-Officio Non-Voting Members are not eligible to serve in officer positions.

At least one (1) Officer position must be filled by an At-Large Voting Member who is an individual living with a brain injury.

## **Section 2. Chair**

The Chair shall:

1. Preside at all meetings of the Council;
2. Consult with DARS to develop meeting agendas;
3. Establish special committee and appoint all members to special committees;
4. Act as official liaison between the Council and the DARS Commissioner;
5. Speak officially for the Council, as approved and as authorized by a vote of the Council; and
6. Take any other actions deemed advisable by the Council.

## **Section 3. Vice-Chair**

The Vice-Chair shall:

1. Preside at the Council meetings if the Chair is unable to assume the responsibility; and,
2. Perform such other duties as may be requested by the Chair, or if the Chair is unable to make the request, DARS staff.

## **Section 4. Secretary**

The Secretary shall:

1. Be responsible for the minutes of all Council meetings;
2. Review and approve the official minutes of the Council and present them to the Council;
3. Receive copies of all official notices for the Council and deliver those notices to the Chair by the most efficient means available;
4. Serve as the Chair of a Bylaws Committee, should one be formed by the Chair; and
5. Maintain ongoing communication with DARS staff as appropriate.

## **Section 5. Family Ombudsman**

The Family Ombudsman shall participate in the Council Orientation, as needed. The Family Ombudsman shall proactively reach out to the newly appointed survivor, family member, or

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caregiver appointees to help provide guidance and remain available to discuss their concerns and questions.

### **Section 6. Immediate Past Chair**

Consistent with eligible terms of appointment to the Council, the Immediate Past Chair shall provide consultation and assistance to the newly elected Chair and serve as a member of the Executive Committee. The Immediate Past Chair shall offer knowledge and expertise regarding the operation and activities of the Council.

### **Section 7. Officer Terms**

Elected officers (Chair, Vice-Chair and Secretary) and the Family Ombudsman shall serve for a two-year term or until successors are elected or confirmed by the Council Voting Members, respectively.

The Chair, Vice-Chair, Secretary and Family Ombudsman may succeed themselves once, provided that such role fulfillment is consistent with a current term of appointment or potential reappointment to the Council.

The Immediate Past Chair position shall serve in the role for the duration in which the individual's successor as Chair remains Chair and consistent with the eligible terms of appointment to the Council.

Following an absence of one (1) year in the officer role, an individual shall be eligible for election to a prior officer position.

## **Article V. Appointments for At-Large Voting Members and Elections of Officers**

### **Section 1. Nominating Committee**

The Council shall have a standing Nominating Committee that is charged with:

1. Screening candidates for At-Large Voting Member slots and submitting them to the DARS Commissioner for appointment consideration, and
2. Screening candidates for officer positions and submitting a slate of candidates to the full Council for elections.

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Starting in April 2025, at the April meeting each year, the Council Chair shall identify three (3) members from the Council Voting Members, including at least one (1) At-Large Voting Member who is an individual living with a brain injury, to constitute a Nominating Committee. The Nominating Committee member candidates shall be confirmed by a majority of the Council Voting Members present at the April meeting.

## **Section 2. At-Large Voting Members**

The Council is committed to seeking out members who represent the population of Virginia, to the extent feasible. Members have agreed to actively seek out candidates who display a variety of qualities, including those of injury severity, race, gender, age, and geographic location. DARS and the Council Members may solicit candidates for consideration for At-Large Voting Members appointments.

Candidates interested in serving on the Council for At-Large Voting Member slots shall submit an application to DARS. Applications shall be accepted on a rolling basis. DARS shall assist interested candidates in applying for Council At-Large Voting Member slots as requested.

DARS shall provide the Nominating Committee with candidates interested in appointment for At-Large Voting Members slots when there are current open vacancies for such slots and when appointments or reappointments are needed for slots with terms ending soon.

The Nominating Committee shall have the authority to review and screen candidates, which may include interviewing candidates, for At-Large Voting Member slots and submit those directly to the DARS Commissioner for consideration.

The DARS Commissioner shall have the authority to make all appointments for At-Large Voting Members slots. The Commissioner may, at their discretion, approve candidates for appointment who are not on the approved slate from the Nominating Committee. For open slots, appointments shall be effective upon DARS Commissioner action. For forthcoming appointment and reappointments, appointments shall be effective following the conclusion of the existing term.

## **Section 3. Officer Elections**

One month before the July meeting in a year in which officers will be elected, the Nominating Committee shall present a slate for the officer positions of: Chair, Vice-Chair, Secretary, and Family Ombudsman. Additional nominations, with the consent of the nominee, shall be accepted from the floor at the July meeting. Only those members present at the July meeting are entitled to vote.

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Elections shall be by voice vote. A majority vote of those members present at the meeting shall constitute election to office. In the event that there is only one nominee for each office, the election may be by acclamation.

Newly elected officers shall assume their duties at the close of the July Meeting.

In the event the Chair is unable to complete his term, the Vice-Chair shall assume the office of the Chair for the remainder of the term.

In the event the Vice-Chair, Secretary or Family Ombudsman is unable to complete their terms, a special election shall be held to elect new officer position(s).

## **Article VI. Standing and Special Committees**

The Council shall have the following standing committees:

1. Nominating Committee (see Article V),
2. Executive Committee, and
3. Priorities Committee.

The Chair or Executive Committee may form any special committees, as needed, with Voting Members for a particular purpose or to perform a specific assignment. For example, the Funds Dissemination Committee is considered a special committee because it is only appointed during years when the General Assembly allocates new state general funds for brain injury services and the Bylaws Committee is only needed when changes to the bylaws or desired or necessary.

All committees may request advice and consultation from Ex-Officio Non-Voting Members or outside parties who shall not be deemed members and who shall not have voting privileges.

For any committees that have met since the prior full Council meeting, those committee chairs shall provide summaries of any committee meetings, including any actions taken, if permitted, at the upcoming full Council meetings.

### **Section 1. Executive Committee**

The Executive Committee shall consist of all Officers (i.e., Chair, Vice Chair, Secretary, Family Ombudsman, and Immediate Past Chair, if one), and shall be chaired by the Council Chair.

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A majority of the Executive Committee shall constitute a quorum.

The Chair may schedule a meeting of the Executive Committee. Three members of the Executive Committee, in agreement, may also call for a meeting of the Executive Committee.

The Executive Committee shall have and may exercise powers of the full Council between meetings, except that the Executive Committee cannot reverse a Council vote or establish or change Council bylaws or Council policy.

A written description of the action taken by the Executive Committee shall be included in the minutes in the Executive Committee meeting.

Any action taken by the Executive Committee shall be ratified at the next Council meeting.

## **Section 2. Priorities Committee**

Starting in October 2024, at the October meeting each year, the Council Chair shall identify four (4) members from the Council Voting Members, including at least one (1) At-Large Voting Member who is an individual living with a brain injury, plus the Council Chair to constitute a Priorities Committee (5 members). The Priorities Committee member candidates shall be confirmed by a majority of the Council Voting Members present at the October meeting.

The Priorities Committee shall elect a Committee Chair to serve for a one-year term. There are no term limits for the Chair of the Priorities Committee.

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 the April Meeting.

Upon approval by the Council, DARS staff will submit the Council's Priorities Letter to the DARS Commissioner within fifteen (15) days of adoption by the Council.

## **Section 3. Special Committees**

If a special committee is formed, the Council Chair shall identify members from the Council Voting Members, including at least one (1) At-Large Voting Member who is an individual living with a brain injury, to constitute the special committee. Special committee member candidates shall be confirmed by a majority of the Council Voting Members present at the meeting in which the special committee is formed.

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If a special committee is formed, the special committee shall elect a Committee Chair to serve for a one-year term. There are no term limits for the Chair of the special committees.

All special committees shall submit recommendations to the Council for its consideration and action as a whole.

## **Article VII. Amendments to and Adoption of the Bylaws**

These Bylaws may be amended by two-thirds vote of the voting members of the Council at any properly noticed meeting of the Council, provided that the proposed amendments are submitted to the Council in writing at least 10 days prior to the meeting at which the vote is to be taken, and that notice of the proposed amendments shall have been included in the agenda of such meeting.

Amendments to these Bylaws shall become effective immediately upon adoption by a two-thirds majority vote of the membership present at the meeting.

**ADOPTION DATE: October 23, 2024**