

BY-LAWS

PARALYZED VETERANS OF AMERICA Bay Area & Western Chapter

ARTICLE I - NAME AND AFFILIATION

Section 1: Name. The name by which this Corporation shall be known is Paralyzed Veterans of America, Bay Area & Western Chapter, Inc., hereinafter referred to as "Corporation" or "Chapter".

Section 2: Location. The principle location of the Corporation shall be at 3801 Miranda Avenue, Building 7, Room E-118, Palo Alto, CA 94304. The Corporation may have such other offices, either within or outside the State of California, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 3: Affiliation and Duties of Corporation. The Corporation recognizes the National Organization, known as the Paralyzed Veterans of America (PVA), chartered by the U.S. Congress, and affirms its allegiance, as a subsidiary of the National Organization, to its Charter, Bylaws and all rules, mandates, directives, decisions and regulations promulgated thereto. The Corporation shall adhere at all times to this Charter and shall perform the duties and obligations set forth in the Paralyzed Veterans of America Bylaws, Administrative Guide and Chapter Administrative Manual or other such duties and obligations as the PVA Executive Committee or Board of Directors may, from time to time, require. Should PVA determine, in its sole discretion, that the Corporation is not adhering to this Charter, PVA may rescind its recognition of the Corporation as a PVA-affiliated organization.

Section 4: Name and Trademark License. The name "Paralyzed Veterans of America" and the logos, trademarks and other intellectual property owned by PVA may not be altered in any way and may only be used by the Corporation in conjunction with authorized activities of the Corporation. The Paralyzed Veterans of America may terminate the Corporation's limited license to use PVA's name, logos and trademarks at any time with notice to the Corporation.

ARTICLE II - PURPOSES

Among the purposes of the Corporation shall be the following:

- (a) The purposes of the Corporation shall at all times be consonant with those of PVA.
- (b) To aid and assist in every way Veterans of the Armed Forces of the United States who have suffered injuries or diseases of the spinal cord.
- (c) To publicize the needs of such Veterans through every means and channel available in order to effectuate the fulfillment of such needs as far as possible.

(d) To promote the full participation of Veterans with spinal cord injury or disease in society by carrying out educational programs and by acquainting the public with their needs and problems and by aiding and assisting such constituent associations which may be organized for the same purposes.

(e) To advocate and foster thorough and continuing medical research in the fields connected with injuries and diseases of the spinal cord, including research in neurosurgery, genitourinary, orthopedics, and prosthetic appliances.

(f) To advocate and foster a comprehensive and effective rehabilitation program for its Members, as well as non-Members, to include a thorough physical rehabilitation; physiotherapy; active sports programs; academic, vocational and educational counseling; psychological counseling and indicated occupational therapy.

(g) To cooperate with other Corporations and groups engaged in similar activities with a view toward carrying out the purposes described herein above in the most effective manner.

ARTICLE III - MEMBERSHIP

Section 1: Class of Membership. There shall be the following forms of Membership:

A. Voting Member: Any American citizen shall be eligible for Membership in the Corporation who was regularly enlisted inducted, or commissioned, and who was accepted for, or was on, active duty in the Army, Navy, Marine Corps, Air Force, or Coast Guard of the United States or its allies. Service with the Armed Forces must have been terminated by discharge or separation from service under conditions other than dishonorable. Membership shall be limited to such persons as have suffered spinal cord injuries or diseases whether service-connected or nonservice-connected in origin.

Persons otherwise eligible for Membership who are on active duty or who must continue to serve after the cessation of hostilities are also eligible for Membership.

B. Associate Member. Any individual may become an Associate Member with the consent of the Board.

Section 2: Qualifications for Membership. The Members of the Corporation shall be subject to such qualifications and shall be governed by such rules and regulations and shall have such rights and privileges as may be fixed and prescribed by Articles of Incorporation, Bylaws, and Standing Rules of the Corporation.

Section 3: Admission of New Members. Voting Membership shall be granted to Veterans who otherwise meet the qualifications set forth in the Administrative Guide and upon submission of written application on a form supplied by the Corporation. All new Members are subject to approval by the Board.

Section 4: Suspension and Expulsion of Members. The Board of Directors shall, by a two-thirds (2/3) majority vote, have the power to suspend or expel any Member of the Corporation for justifiable and proven reason. The member shall be provided written notice of the Board of Directors' intent to suspend or expel him/her that includes the grounds and proof upon which the proposed suspension or expulsion is based, by certified mail, return receipt requested, and shall be afforded the opportunity to submit a written response or to appear before the Board of Directors to challenge the suspension or expulsion. The Board of Directors shall have the power to temporarily suspend membership pending its final decision.

Section 5: Dues.

(a) Voting Members: There shall be no dues.

(b) Associate Members and Lifetime Members: Annual Associate Membership dues and life Membership dues shall be set by a resolution of the Board of Directors and duly approved by a majority vote of the Members of the Corporation, such approval to be expressed at a meeting of the Members of the Corporation.

ARTICLE IV - OFFICERS

Section 1: Number and Duties. The Officers of the Corporation shall consist of the President, Vice-President, Secretary, and Treasurer. Duties shall be as follows:

(a) The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all the business affairs of the Corporation. He/she shall preside at all meetings of the Membership and Board of Directors, and shall represent the Corporation in all instances wherein the Corporation has an interest. He/she shall annually prepare a full and true statement of the affairs of the Corporation which shall be submitted at the end of the fiscal year to the Board and General Membership. In general, shall perform such other duties as, from time to time, may be assigned to him by the Board of Directors and/or the General Membership. The President may delegate to other officers of the Corporation such duties as he/she sees fit without divesting himself of ultimate responsibility and authority. He/she may from time to time appoint such committees as he/she shall consider necessary to assist him in the Business of the Corporation. At least one (1) Member of each committee shall be a Member of the Board of Directors, at the discretion of the President.

(b) The Vice-President, in absence, resignation, or removal of the President, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

(c) The Secretary shall be charged with the keeping of complete and proper records of all business of the Corporation with the exception of the financial records.

(d) The Treasurer shall be charged with the responsibility for the funds of the Corporation. It shall be his duty to act as financial officer of the Corporation, to oversee the deposit of all monies received in a bank or trust company designated by the Board of Directors and the Membership.

The Treasurer shall be charged with the submission of an annual financial report to the Board of Directors and to the Membership, and more often if directed by the Membership or Board of Directors. It shall be the Treasurer's responsibility to personally assure the accuracy of each financial report prior to delivery of said report. The Treasurer may delegate the power of signing checks from the operating fund to the Executive Officers and other authorized persons for counter signatures, with approval of the Board of Directors.

Section 2: Terms and Election. Officers of the Chapter shall serve in office for a period of two years.

All corporations must have policies and procedures pertaining to the election of their boards and officers. In all cases, corporation election policies and procedures must comply with state laws and consider the General Rules set forth in the current edition of Robert's Rules of Order Newly Revised. These policies and procedures must be submitted for review to the designated PVA National Officer, in consultation with the PVA General Counsel, and approved by the PVA National Executive Committee. Any changes to the Chapter's policies and procedures pertaining to its election policies and procedures must be submitted for review to the designated PVA National Officer, in consultation with the PVA General Counsel, and approved by the PVA National Executive Committee.

Section 3: Resignation. Any officer of the Corporation may resign by submitting a written resignation to the Secretary, which resignation shall become effective upon the date fixed therein without further action. The Secretary may resign in the same aforesaid manner by submitting his/her written resignation to the President.

Section 4: Removal. Any officer of the organization may be removed for failure to perform the duties of his/her office as prescribed by the bylaws and laws of the state in which the corporation is incorporated. The officer must be given written notice of the proposed removal, along with the grounds and proof upon which the proposed removal is based, by certified mail, return receipt requested. Notice of the proposed removal must be submitted in writing to the Membership a minimum of ten (10) days prior to any regular or special meeting. Removal shall be effective at such time as it is approved by both the Membership at its regular meeting and by a minimum of two-thirds (2/3) vote of the Board of Directors at a regular or special meeting of the Board.

If any officer misses three (3) consecutive meetings of the Board of Directors without just cause, he/she will be subject to removal as provided in this section.

Section 5: Vacancies. Any vacancies among officers, excluding the office of the President, shall be filled by appointment by the President, subject to the approval of the Board of Directors. In the event of vacancy in the office of President, the Vice President shall assume this office. Any person appointed to fill a vacancy as an Officer of the Chapter shall hold office until the next regular election, or until his/her successor is duly elected and qualified, whichever shall occur first.

Section 6: Stipend. No Officer other than the President shall be entitled to receive a stipend for the performance of his/her duties in such capacity. The compensation for the President shall be fixed by the Board of Directors.

ARTICLE V - DIRECTOR TO PVA

Section 1: Election. The Board of Directors shall elect one person as a Director to the Paralyzed Veterans of America. This person must be a Member in good standing of the Corporation and must be certified eligible for Membership in PVA.

Section 2: Term of Office. The elected Director to PVA shall serve for a period of three (3) years.

Section 3: Powers and Duties. The elected Director is required to prepare for and participate in all regular and special meetings of the National Board of Directors. If accepted for appointment to standing or special committees, the elected Director is expected to participate in all such committee meetings. The elected Director is responsible for casting the Corporation's vote in matters requiring a vote by the Board of Directors of the Paralyzed Veterans of America.

Section 4: National Organization. The constituency of a National Director to the Paralyzed Veterans of America goes beyond his or her corporation and includes the entire membership of PVA. A National Director shall serve the Paralyzed Veterans of America as a whole, rather than special interest groups or only his or her corporation. A National Director should always maintain independence and objectivity and do what fairness, ethics, and personal integrity dictate.

Section 5: Removal. The elected Director to PVA may be removed at any time, with cause, by a vote of two-thirds (2/3) of the Directors present at a meeting of the Chapter's Board of Directors where a quorum is present.

Section 6: Vacancies. A vacancy in the position of Director to PVA shall be filled by a vote of the Board of Directors of the Corporation. The Director so voted shall serve the remainder of the term as vacated.

ARTICLE VI - MEETINGS

Section 1: Annual Meeting. The Annual Meeting of the Membership shall be held during the month of May of each year, at a time and place to be designated by the Board of Directors. Notice of such time and place shall be sent to all Voting Members of the Corporation at least thirty (30) days prior thereto.

Section 2: Regular Meetings. At least one (1) Regular meeting of the Membership shall be held *[during each fiscal year]* at a time and place to be designated by the Board of Directors. This meeting may be the same as the Annual Meeting.

Section 3: Special Meetings. Special meetings of the Membership may be called by the Board of Directors of the Corporation from time to time upon written notice sent to all voting Members at least ten (10) days prior to the date of such meeting.

Section 4: Quorum. A quorum must be present at all of the Membership meetings. At least ten (10) Members, not to include Officers or Members of the Board of Directors, shall constitute a quorum at a meeting of the Membership. If a quorum is not present, the presiding officer may

adjourn the meeting until a later date at a time and place to be fixed by him/her and announced at the time of adjournment.

Section 5: Proxies. Proxies are not permitted.

Section 6: Order of Business. All meetings of the Corporation shall have the following order of business. This prescribed order of business may be waived by the majority vote of the Membership present.

1. Reading and adoption of minutes of previous meeting.
2. Entertain questions concerning items recorded in the minutes of all meetings of the Board of Directors occurring since last Membership meeting.
3. Reports of Officers.
4. Reports of Standing Committees.
5. Reports of Special Committees.
6. Old Business.
7. Introduction of new Members.
8. New Business.
9. Adjournment.

ARTICLE VII - BOARD OF DIRECTORS

Section 1: Number. The Board of Directors shall consist of not less than nine (9) Members, nor more than nine (9) Members, which include the officers mentioned in ARTICLE IV, Section 1.

Section 2: Terms and Election. Directors of the Corporation shall serve in office for a period of two (2) years.

The five (5) candidates receiving the highest number of votes shall be elected Directors. The election process described in ARTICLE IV, Section 2, shall govern the election of Directors.

Section 3: Employees. Paid employees of the Corporation shall not be eligible to serve on the Board of Directors.

Section 4: Powers and Duties. The Board of Directors shall have the power and the responsibility to develop and to initiate policy and/or programs, to enter into contractual agreements and to conduct such other business as shall be deemed desirable to promote and achieve the goals of the Corporation. Said development and initiation of policy and/or programs, contractual agreements, and other business, cited heretofore, shall be effected within the framework of, and in accordance with, the Articles of Incorporation and Bylaws. It shall be their duty to develop and approve an annual budget projecting Income and Expenditures for the coming fiscal year including financial assistance from the National organization (if any). The Board may make such changes in spending within operating funds budgeted for the year as they deem necessary for the proper operation of the organization. It shall be their duty to report to the Membership at all times concerning the operation of the Corporation. It shall be the Board of Directors' duty to report to the membership at all times concerning the operation of the Corporation. The Board of Directors shall not have

the right to delegate their full authority and responsibility, or the authority and responsibility of any Officer holding office, to any other person or groups of persons.

Section 5: Removal. Any Director of the organization may be removed for failure to perform the duties of his/her office as prescribed by the bylaws and laws of the State in which the Corporation is incorporated. The Director must be given the written notice of the proposed removal along with the grounds and proof upon which the proposed removal is based by certified mail, return receipt requested. The Director shall be afforded the opportunity to submit a written response or to appear before the Board of Directors to challenge the proposed removal. The

Board of Directors shall have the power to temporarily suspend the Director from his or her position pending the disposition of the proposed removal.

If the Board of Directors elects to proceed with the proposed removal, notice of the proposed removal must be submitted in writing to the Membership a minimum of ten (10) days prior to any regular meeting. Removal shall be effective at such time as it is approved by both the Membership at its regular meeting and by a minimum of two-thirds (2/3) vote of the Board of Directors at a regular or special meeting of the Board.

If any Director misses three (3) consecutive meetings of the Board of Directors without just cause, he or she will be subject to removal as provided in this section.

Section 6: Resignation. Any Director of the Corporation may resign by submitting a written resignation to the Secretary, which resignation shall become effective upon the date fixed therein without further action.

Section 7: Vacancies. Any vacancies among Directors shall be filled by appointment by the President, subject to the approval of the Board of Directors. Any person appointed to fill a vacancy as a Director of this organization shall hold office until the next regular election, or until his or her successor is duly elected and qualified, whichever shall occur first.

Section 8: Regular Meetings. The annual meeting of the Board of Directors shall be held during the month following the annual meeting of the Membership at the principal office of the Corporation, or other place which may be fixed by the President. At this meeting, the Board of Directors shall determine the day of the month and time of day when the regular meetings of the Board of Directors shall be held, which shall in no case be less than ten (10) meetings per year.

Section 9: Special Meetings. Special meetings of the Board of Directors may be held upon due notice given by the President or Secretary by mail, telephone, facsimile or E-Mail. A special meeting may also be called at the written request of any *one*/Member of the Board of Directors.

Section 10: Director Participation at Meetings. Unless the Articles of Incorporation or bylaws provide otherwise, a Board may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 11: Quorum and Voting. A quorum of a Board of Directors consists of a majority of the Directors in office immediately before a meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board, unless the Articles of Incorporation or bylaws require the vote of a greater number of Directors.

Section 12: Proxies. Proxies are not permitted.

Section 13: Standards of Conduct.

A. General Standards for Directors.

(1) A Director shall discharge his or her duties as a Director, including his or her duties as a member of a committee:

- (a) In good faith;
- (b) With the care an ordinary prudent person in a like position would exercise under similar circumstances; and
- (c) In a manner the Director reasonably believes to be in the best interest of the

Corporation.

(2) In discharging his or her duties, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (a) One or more Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) Legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the person's professional or expert competence;
- (c) A committee of the Board of which the director is not a member, as to matters within its jurisdiction, if the director reasonably believes the committee merits confidence.

(3) A director is not acting in good faith if the Director has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (2) unwarranted.

(4) A Director is not liable to the Corporation, any Member, or any other person for any action taken or not taken as a Director, if the Director acted in compliance with this section.

ARTICLE VIII - EXECUTIVE DIRECTOR

Upon a two-thirds (2/3) vote of the Board of Directors, the position of Executive Director may be authorized. If authorized, the following sections shall prevail.

Section 1: The Hiring. The Board of Directors may authorize the position of Executive Director

upon a two-thirds vote. The Executive Director shall be hired by the President and ratified by the Corporation Board of Directors in accordance with Section 5 of *[ARTICLE VIII]* this Article.

Section 2: Executive Director Responsibilities. The Corporation Executive Director is responsible for exercising day-to-day administrative organizational control and shall manage and promote all programs in which the Corporation has a vested interest. He/she shall also ensure that all reports due to the National Organization are timely and accurately submitted. He/she shall accept other duties as may be assigned to the Corporation's President or Board of Directors, and shall take his/her instructions from, and report directly to the President of the Corporation.

Section 3: Voting Status. The Corporation's Executive Director may not serve on the Corporation's Board of Directors, nor hold an elected office.

Section 4: National Board of Directors. The Corporation's Executive Director shall not be eligible for membership on PVA's Board of Directors.

Section 5: Authorization for Hiring. A two-thirds (2/3) vote of approval is necessary from the Corporation's Board of Directors to authorize the hiring of the Corporation Executive Director and two-thirds (2/3) vote of the Corporation's Board of Directors is required to ratify the removal of the Executive Director.

Section 6: Office Hours. The Corporation's office will be a full-time business office outside of any private residence. A minimum of 37.5 hours is set for the Chapter office weekly hours, preferably during normal business hours.

Section 7: Funds. The Corporation shall provide the necessary funds, personnel and equipment in support of the Executive Director's duties.

Section 8: Standards of Conduct for the Executive Director.

A. The Executive Director shall discharge his/her duties:

1. In good faith;
2. With the care an ordinary prudent person in a like position would exercise under similar circumstances; and
3. In a manner he/she reasonable believes to be in the best interests of the Corporation.

B. In discharging his/her duties the Executive Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

1. One or more officers or employees of the Corporation whom the Executive Director reasonable believes to be reliable and competent in the manner presented; or
2. Legal counsel, public accountants, or other persons as to matters the Executive Director

reasonable believes are within the person's professional or expert competence.

C. The Executive Director is not acting in good faith if he/she has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection [B] unwarranted.

D. The Executive Director is not liable for any action taken as an officer, or any failure to take any action, if he/she performed the duties of his/her office in compliance with this section.

ARTICLE IX - COMMITTEES

Section 1: The President shall have the authority, in accordance with Article IV, Section 1 of these bylaws, and subject to the approval of the Board of Directors, to appoint any special or standing committees to assist him/her with the business of the Corporation.

Section 2: The Board of Directors shall have the power to establish any special or standing committee(s), and to prescribe the power of such committees insofar as that is consistent with the bylaws.

Section 3: At least one (1) Member of each committee shall be a Member of the Board of Directors.

ARTICLE X - RESPONSIBILITIES TO PARALYZED VETERANS OF AMERICA

Section 1: As a Corporation of PVA, we must perform the duties set forth in the Bylaws of the Paralyzed Veterans of America, including the requirements outlined in the PVA Administrative Guide concerning "Chapter Operations and Programs". Additionally, a written report must be submitted to the Corporation Membership and to the Officers and Board of Directors of Paralyzed Veterans of America at least quarterly. This report may be in the form of a newsletter.

ARTICLE XI - RULES OF PROCEDURE

The rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall govern the actions of the Corporation in all instances to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, Bylaws and Standing Rules of the Corporation.

ARTICLE XII - INDEMNIFICATION.

Section 1: The Corporation may indemnify any person who was or is a party or is threatened to be made a party of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he/she is or was a Director, Officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as Director, Officer, employee, or agent of another corporation in which this Corporation at such time owned shares of stock or of which it was creditor, and their respective heirs administrators, successors and assigns, against expenses (including attorney fees), judgments, fines, and amounts paid in settlements actually and reasonable incurred by him/her in such action,

suit or proceeding if he/she acted in good faith and in a manner or reason believed to be in the best interest of the Corporation, and with respect to any criminal action or proceeding, at no reasonable cause to believe his/her conduct was unlawful

Section 2: To the extent that a Director, Officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him/her in connection therewith. Such indemnification shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding or by the Members of the Corporation.

Section 3: Such indemnification shall be in addition to any other rights to which the indemnified person may be entitled under any law, bylaw, agreement, vote of the Members of the Corporation disinterested or otherwise.

Section 4: The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation as a Director, Officer, employee or agent of another corporation in which the Corporation at which time owned shares of stock which it was a creditor, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under applicable provisions of law.

ARTICLE XIII - FISCAL

Section 1: Fiscal Year. The fiscal year shall begin on the first (1st) day of July and end on the last day of June of each year.

Section 2: Books and Records. The Corporation shall keep correct and complete books and records of account, and shall keep, at the registered principal office, a record giving the names and addresses of the Members entitled to vote. All books and records of the Corporation may be inspected by any Member, or his/her agent or attorney, for any proper purpose at any reasonable time. All persons handling the funds of the Corporation must be bonded.

Section 3: Bookkeeping Procedures. The Corporation shall establish uniform bookkeeping procedures, subject to the law and in accordance with generally accepted accounting principles for a non-profit organization.

ARTICLE XIV - AMENDMENTS

These Bylaws may be altered, amended, or repealed, by a two-thirds (2/3) vote of the Directors present at a meeting of the Board of Directors where a quorum is present, providing that the proposed bylaw change was sent for review by the designated PVA National Officer in consultation with the PVA General Counsel, and approval by the PVA National Executive Committee, and then sent to all voting Members of the Corporation at least (30) days prior to the meeting date and requires a majority vote during the meeting of the Membership where a quorum is present.

ARTICLE XV - DISSOLUTION

In the event of dissolution of the Corporation or in the event that it shall cease to carry out the objectives and purposes herein set forth, all the business, assets and properties of the Corporation shall be distributed to Paralyzed Veterans of America in accordance with the IRS Regulations on 501(c)3, per each State statute.