

BYLAWS

MOUNTAIN STATES CHAPTER PARALYZED VETERANS OF AMERICA, INC.



PVA
PARALYZED VETERANS
OF AMERICA



BYLAWS

Mountain States Chapter Paralyzed Veterans of America, Inc.

Table of Contents

ARTICLE I – NAME	1
ARTICLE II – PURPOSES	1
ARTICLE III – MEMBERSHIP.....	2
ARTICLE IV – OFFICERS.....	3
ARTICLE V – DIRECTOR TO PVA.....	4
ARTICLE VI – MEETINGS OF THE MEMBERSHIP.....	5
ARTICLE VII – BOARD OF DIRECTORS.....	6
ARTICLE VIII – EXECUTIVE DIRECTOR.....	8
ARTICLE IX – COMMITTEES.....	9
ARTICLE X – RESPONSIBILITIES TO PVA	9
ARTICLE XI – RULES OF PROCEDURE.....	9
ARTICLE XII – INDEMNIFICATION.....	10
ARTICLE XIII – FISCAL.....	10
ARTICLE XIV – AMENDMENTS.....	11
ARTICLE XV – DISSOLUTION.....	11

Bylaws
Mountain States Chapter
Paralyzed Veterans of America

ARTICLE I - NAME

The name by which this corporation shall be known is Mountain States Chapter Paralyzed Veterans of America, hereinafter referred to as "the Corporation," and its principal office shall be located at 1101 Syracuse Street, Denver, Colorado, 80220. The Corporation may have such other offices, either within or outside the State of Colorado, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II - PURPOSES

Among the purposes of the Corporation shall be the following:

- (a) 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.
- (b) 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.
- (c) To promote the full participation of the spinal cord injured or diseased into 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.
- (d) 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.
- (e) To advocate and foster a comprehensive and effective reconditioning program for its members, as well as all paraplegics, to include a thorough and physical reconditioning program; physiotherapy; competent walking instructions; an active sports program; adequate guidance, both vocational and educational; academic and vocational education, both in hospitals and educational institutions; psychological orientations and readjustment to family and friends, and functional and diversional occupational therapy.
- (f) 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: Qualifications. Any American citizen 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 shall be eligible for membership in the corporation.

Section 2: Class of Membership. There shall be the following forms of membership:

- A. **Voting Members:** 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 non-service connected in origin. Persons otherwise eligible for membership who are on active duty or whom 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 3: 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 4: Admission of New Members. Voting membership shall be granted to veterans who otherwise meet qualifications set forth in the *PVA 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 5: Suspension and/or Exclusion of Members. The Board of Directors shall, by a two-thirds (2/3rds) vote have the power to suspend or expel any member of the corporation for justifiable and proven reason.

Section 6: Dues.

- A. **Voting Members:** There shall be no dues.
- B. **Associate Members:** Annual membership dues and lifetime membership dues shall be set by a resolution of the Board of Directors, 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, whose duties shall be as follows:

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 (1) member of each committee shall be a member of the Board of Directors, at the discretion of the President.

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 other such duties as from time to time may be assigned him/her by the President or Board of Directors.

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.

The Treasurer shall be charged with the responsibility for the funds of the Corporation. It shall be his/her duty to act as financial officer of the Corporation, to oversee the deposit of all money received in a bank or trust company designated by the Board of Directors, and to oversee the disbursement of funds subject to the regulations set fourth 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 his/her 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 Executive officers and other authorized persons for counter signatures, with approval of the Board of Directors.

Section 2: Election. Officers and directors of the Corporation shall be elected by the membership in accordance with the *Corporation's Standard Operating Policy and Procedure Manual*. Any changes to the election procedure as listed in the *Corporation's Standard Operating Policy and Procedures Manual* will remain the responsibility of the Board of Directors.

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 manner aforesaid 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. The officer must be given the written notice of the proposed removal along with the grounds and proof upon which the proposed removal is based. Notice of the proposed removal must be submitted in writing to the membership (10) days prior to any regular meeting. Removal shall be effective at such time it is approved by both the membership at the regular meeting and by a two thirds (2/3rds) vote of the Board of Directors at a regular or special meeting of the board. If any officer misses two 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 President, shall be filled by appointment by the President, subject to the approval of the Board of Directors. In the event of a vacancy in the office of President, the Vice President shall assume this office. Any person appointed to fill a vacancy as an officer of this organization shall legally hold office until the next regular election, or until their successors are duly elected and qualified, whichever shall occur first.

Section 6: Compensation. No officer, other than the President of the corporation may be compensated for performing the duties of his/her office.

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 this Chapter 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 shall be empowered by this Chapter, in writing, to cast this Chapter's votes in matters requiring a vote by the Board of Directors of the Paralyzed Veterans of America.

Section 4: Removal. The elected Director to PVA may be removed at any time, with cause, by a vote of two-thirds (2/3rds) of the Directors present at a meeting where a quorum is present.

Section 5: Vacancies. A vacancy in the position of Director to PVA shall be filled by a vote of the Board of Directors of this Chapter. The director so voted shall serve the remainder of the term as vacated.

ARTICLE VI – MEETINGS

Section 1: Annual Meetings. The Annual Meeting of the membership shall be held during the month of September each year at a time and place 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 at least semi-annually, at a time and place designated by the Board of Directors.

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 meetings of the membership. At all meetings of the membership, five voting members of the Corporation shall constitute a quorum. 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. A member may vote in person or by proxy executed in writing by the member or his/her attorney-in-fact, and submitted to the Secretary prior to the start of the meeting. Such proxy shall bear the member's signature, along with the date of execution. The proxy shall designate the subject matter it covers and the person holding the power of attorney. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

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. Reading of minutes of all Board of Directors meetings 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.

ARTICLE VIII – EXECUTIVE DIRECTOR

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

Section 1: Hiring. The Executive Director shall be hired by the President and ratified by the Chapter Board of Directors in accordance with Section 5 of ARTICLE VIII.

Section 2: Executive Director Responsibilities. The chapter Executive Director is responsible for exercising day to day administrative organizational control and shall manage and promote all programs in which the chapter 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 is a non-voting member of the Board of Directors, and he/she may not hold a chapter 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 while participating in this program.

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 chapter Executive Director and a two-thirds (2/3) vote of the chapter's Board of Directors is required to confirm 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 to carry out the operations of the Executive Director position.

Section 8: Standards of Conduct for the Executive Director.

- A. The Executive Director with discretionary authority shall discharge his/her duties under that authority:
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 reasonably 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 reasonably 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 reasonably 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 so far 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 chapter of PVA, we must perform the duties set fourth in the Bylaws of the Paralyzed Veterans of America, to include the requirements outlined in the *PVA Administrative Guide* concerning "Chapter Operations". Additionally, a written report must be submitted to the chapter membership and to the officers and the 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 this corporation in all instances to which they are applicable and in which they are not consistent 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 a director, officer, employee or agent of another corporation at such time owned share of stock or of which it was creditor, and their respective heirs administrators, successors and assigns, against expenses (including attorney fees), judgment, fines, and amounts paid in settlements actually and reasonably 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 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, and vote of members of the corporation or 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 and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him 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 October and end on the last day of September 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 any annual, regular, or special meeting of the Board of Directors, where a quorum is present, providing that the proposed bylaw change was sent to and approved by the designated PVA National Vice President and then sent to all voting members of the corporation at least (30) thirty days prior to the meeting date.

ARTICLE XV – DISSOLUTION

Section 1: In the event of dissolution of this corporation or in the event that it shall cease to carry out objectives and purposes herein set fourth, all the business, assets and properties of the corporation shall be distributed to Paralyzed Veterans of America.