# BYLAWS OF THE GREATER ROCHESTER NEW YORK SPINA BIFIDA ASSOCIATION

REVISED AND ADOPTED NOVEMBER 6, 1988

AMENDED: JUNE 13, 1991; MARCH 25, 1993; MAY 22, 1996; FEBRUARY 26, 1997; NOVEMBER 20, 1997;

FEBRUARY 25, 1999; FEBRUARY 13, 2001; MAY 11, 2011; MARCH 25, 2015; JUNE 2, 2022

# ARTICLE I. NAME, PURPOSES AND ADMINISTRATION OF FUNDS

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

## SECTION 2. Purposes:

1. Promote the well‐being of all people with Spina Bifida.
2. Educate and support persons with Spina Bifida, family members, and those working with and providing services to persons with Spina Bifida.
3. Advocate for and encourage socialization, education, and well-being of persons living with Spina Bifida.
4. Promote public awareness of Spina Bifida and promote public action on issues affecting all disabled persons.

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

# ARTICLE II. MEMBERSHIP AND DUES

**SECTION 1. General Membership:** General membership shall be open to any individual.

**Dues:** The Board of Directors shall determine the annual membership fee. The fee shall be reflective of specific costs associated with membership. Dues may be waived, upon request, in cases of hardship. Service to the organization may be substituted for monetary payment.

# ARTICLE III. MEETINGS

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

1. An Annual Meeting shall be held each year at a time and place to be determined by the Board of Directors.
2. Special meetings of the membership will be called by the President, or at the request of three (3) members of the Board of Directors, or by written request of twenty percent (20%) of the membership, or fifteen (15) members, whichever is less.
3. Board of Directors Meetings shall be held at times and places determined by the President and the Directors. The Directors shall meet a minimum of three times per year, in addition to the Annual Meeting.
4. General Meetings shall be held at times and places determined by the Directors and/or the individual or committee planning that particular meeting.
5. Notice of meetings shall be given in at least three (3) different methods of communication and at least 20 days before the date of the meeting, except in the case of Board of Directors Meetings, which shall have no such limit.
6. All meetings of the GRSBA will be held at a place convenient to the members and on a bus line, and/or meetings shall be available virtually. All meetings must be compliant with the Americans with Disabilities Act.

## SECTION 2. Voting.

1. Issues before the membership shall be decided by a majority vote of the Members present at either the Annual Meeting or General Meetings.
	1. A quorum at the Annual Meeting shall be at least 15 members or 10% of the membership, whichever is less.
	2. A quorum at General Meetings shall be those Members present.
2. Each member shall be entitled to cast their vote in person or by submitting the official ballot to the secretary of the organization. Members may contact the secretary to request a ballot. To be counted, mailed ballots must be received by the secretary prior to the meeting during which the vote takes place. Electronic ballots must be received by the secretary by the close of the in-person ballot collection.
3. If a quorum is not reached, the Annual Meeting is void and a new meeting must be called within 30 days

# ARTICLE IV. BOARD OF DIRECTORS

**SECTION 1. General**The Board of Directors is elected by and accountable to the membership. There shall be between eight (8) and fifteen (15) seats on the Board of Directors, including the officers. No less than eight (8) of the seats will be elected by the membership. The remaining seats may be appointed by the Board of Directors.

At least one third (1/3) of the Board’s membership shall be people with spina bifida and at least one member of the Executive Committee shall be a person with spina bifida.

The Board of Directors shall be composed, at a minimum, of: President, Vice President, Secretary, Treasurer, two Parent Representatives, and two additional Directors. These shall be known as the “Necessary Positions” of the GRSBA board.

The Parent Representative positions must be filled by parents of people who have spina bifida who are ages 18 or under.

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

Members of the Board of Directors shall be Members of GRSBA. A Director shall be a person who has exhibited an interest in and is committed to upholding the purposes, policies, philosophy, and goals of GRSBA.

 Each Director shall have the willingness and ability to devote necessary time to Board activities, including participating on at least one committee throughout their term.

**SECTION 2. Powers**

The Board of Directors is responsible for overall policy and direction of GRSBA consistent with the articles of incorporation, mission, and vision. The Board of Directors is responsible for the development of a long term plan and approves policies, updated as required. The Board of Directors delegates some responsibility operations to GRSBA committees.

**SECTION 3. Election and Term of Office**All board members shall serve a term of three (3)years. Elected board members shall take office immediately upon their election.

 If the child of a Parent Representative turns 19 during the Parent Representative’s term, the Parent Representative shall be allowed to complete their term of service.

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

1. Members of GRSBA may nominate any GRSBA member to be a Director on an official nomination form, which will be made available electronically at least 30 days before the annual meeting. Members who are unable to access the electronic form may contact the Secretary for an alternative nomination method.

1. Nominations may also be submitted from the floor at the annual meeting.
2. GRSBA members must consult with and receive consent from the person that they are nominating **before** they submit their nomination.
3. GRSBA members may nominate themselves for a Director position.
4. Nominees will be required to disclose to the Membership any outstanding obligations to the organization prior to the election.
5. The nominees receiving the greatest number of votes shall be elected to the Board of Directors positions open for election.
	1. Names of all Members who have submitted absentee ballots will be noted and reflected in the meeting minutes.
6. If a tie vote exists the Directors present will determine the outcome through a private vote. If a tie vote still remains, the Executive Committee will determine the outcome through a private vote. In the event that there is a tie within the Executive Committee, the acting President shall cast the deciding vote.

## SECTION 5. Resignation, Vacancies, and Terminations

 A Board member may resign at any time by advising the full Board in writing. The resignation shall be effective when specified in the letter or immediately if no date is given. Vacancies of any Necessary Positions occurring in the Board of Directors for any reason shall be filled by vote of a majority of Directors then in office who are in attendance at the regular board meeting that calls for a vote. Directors elected to fill vacancies shall serve until the end of the vacated term. A Director may be removed for cause by (a) a member-initiated process: a petition of ten (10) members followed by a vote of membership at a membership meeting as defined in these Bylaws or (b) a 2/3 majority vote of the Board of Directors.

 A Director’s term could be terminated if they have unexcused absences in excess of two (2) board meetings during the preceding twelve (12) months.

## SECTION 6. Meetings of the Board of Directors

1. The Board of Directors shall meet at least four (4) times per year, including the Annual Meeting.
2. A majority of Directors shall constitute a quorum.
3. Issues before the Board of Directors shall be decided by a majority vote of the Directors present. In the event of a tie, the President shall cast the deciding vote.

**SECTION 7. Emergent issues**

Issues coming before the Board for review and/or approval, that cannot wait for the regularly scheduled Board of Directors meeting, shall be brought to the Directors via e‐mail or in an additional meeting at the discretion of the President.

Outcomes shall be reviewed and captured in the meeting minutes as part of the next scheduled Board of Directors meeting.

**SECTION 8. Voting**

Each member of the Board of Directors shall have one vote except the President who only votes in case of a tie.

## SECTION 9. Responsibilities of the Board of Directors

1. Develop plans consistent with the purposes of GRSBA.
2. Implement plans which will provide for the continuity of GRSBA.
3. Recommend and set policy that is compatible with the Bylaws.
4. Review and revise GRSBA’s organizational structure as needed.
5. Manage the income and assets of GRSBA responsibly and efficiently to further GRSBA’s purposes.
6. Ratify amendments or revisions of these Bylaws.
7. Authorize the voluntary dissolution of this corporation after such a dissolution has been approved by 2/3 of the membership voting at a general meeting called for this purpose
8. Exercise all other corporate powers which are required to manage the affairs and property of GRSBA in a responsible manner.
9. Approve any expenditure of greater than $500.00.

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

## President

* 1. Serve of Board of Directors.
	2. With concurrence of the Directors, appoint members of committees or task groups that carry out GRSBA programs.
	3. Work with the Secretary to prepare the agenda for meetings.
	4. Have general supervision of the affairs of GRBSA within the scope provided by these bylaws.
	5. Serve as an ex‐officio member of all committees.
	6. Lead other Directors in establishing meaningful programs.
	7. Report on the activities of the organization and facilitate the reporting of committee updates at the Annual Meeting
	8. Preside over the Annual Meeting, General Member Meetings, and all Board Meetings and shall be allowed to break a tie vote whenever necessary.
	9. May sign contracts on behalf of GRSBA only after receiving authorization from the Board of Directors.
	10. May be authorized to sign checks on behalf of GRSBA.
	11. Co‐sign for any approved expenditure of greater than $500.00

## Vice President

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

## Secretary

* 1. Serve on the Board of Directors.
	2. Keep accurate minutes of all meetings of the General membership and Board of Directors and distribute copies of meetings minutes to the Board of Directors within a reasonable time after each meeting.
	3. Write all thank you notes for gifts, memorials, services provided to GRSBA. Insures that accurate records are kept.
	4. Serve all notices of meetings, and work with the President to finalize meeting agendas.
	5. Maintains an accurate copy of the Bylaws of GRSBA.
	6. Maintains an accurate membership list of GRSBA.
	7. May be authorized to sign checks on behalf of GRSBA.
	8. Perform other duties that may be assigned by the President or the Board of Directors.

## Treasurer

* 1. Serve on the Board of Directors and must have qualified knowledge of accounting and budgeting.
	2. Serve as the fiscal Officer of GRSBA, overseeing the management of the operating and contingency funds of GRSBA.
	3. Secure or continue a bond for the treasurer position.
	4. Submit financial statements to the Board of Directors at each Board Meeting.
	5. Insure that accurate and complete financial records are kept.
	6. File tax forms and other government forms annually or as required by law.
	7. Prepare proper documentation for an audit of GRSBA’s financial records, in the event that an audit is requested by the Executive Committee.
	8. Render an annual financial report at the Annual Meeting based on the fiscal year.
	9. May be authorized to sign checks on behalf of GRSBA.
	10. Perform other duties that may be assigned by the President or the Board of Directors.

# ARTICLE V. COMMITTEES

**SECTION 1.**  **General**

1. The Board of Directors shall annually appoint standing committees. These committees shall have the membership, powers, and duties as set forth in these Bylaws.
2. The Board may appoint from its members such other ad hoc committees as it may deem appropriate.
3. A Committee may take action without a meeting if all members of the Committee consent in writing and the action is within the authorized activities of the Committee.
4. Committee must be chaired or co-chaired by at least one Director.
5. All committees are subject to the authority of the Board of Directors. The resolution and the members’ written consents shall be filed with the minutes of the Committee. The Board shall be informed in writing of any actions taken by the Committee not less than three (3) days before the next scheduled Board meeting. In the event that a committee meets within seven (7) days of a Board meeting, the Committee will present a report on its activity to the Board at the following scheduled Board meeting.

# ARTICLE VI. BOOKS AND RECORDS

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

# ARTICLE VII. FISCAL YEAR

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

**ARTICLE VIII. NONDISCRIMINATION**

GRSBA’s goal is to be responsive to the needs of everyone in our community. We know that people come to GRSBA from all different backgrounds and circumstances, and we are delighted to welcome each person and family as they are. We continue to create relevant and innovative programs using our awareness of cultural differences and treat all individuals with respect. Furthermore, our organizational culture is based on the values of respect, integrity, and honesty for all people.

GRSBA thrives by incorporating the diverse experiences and perspectives of our community members, and we know that it is our diversity that will allow us to make a meaningful and lasting impact on the community and individuals we serve.

The members, officers, directors, committee members, and persons served by GRSBA shall be selected entirely on a nondiscriminatory basis with respect to age, color, cultural or ethnic group membership, disability, education level, family status, gender, income, national origin, race, religion, sexual orientation, or any other characteristic protected by law.

**ARTICLE IX. CONFLICT OF INTEREST**

Board members shall not be involved in GRSBA in any paid capacity, including as paid staff or consultants. Any possible conflict of interest shall be disclosed to the other Directors and made a matter of record. Any Director having such a possible conflict of interest shall not vote or attempt to influence the matter in question, and shall not be counted in determining a quorum for the meeting. The minutes shall reflect such a disclosure, abstention from voting, and the quorum count.

**ARTICLE X. DISSOLUTION**

In the event of dissolution, all of the remaining assets and property of GRSBA shall, after the payment of all debts, obligations, and expenses related to the dissolution, be distributed to organizations that qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws or to the Federal government or to the state or local government for a public purpose. No Director of the Board, officer, member of GRSBA will be entitled to share in the distribution of any of the assets of the Corporation.

**ARTICLE XI. INDEMNIFICATION**

To the extent permitted by the New York Not-for-Profit Corporation Law and specifically Sections 722 and 723, GRSBA shall indemnify its officers and Directors of and from criminal and civil liability, including the payment of defense costs. GRSBA may purchase insurance for such purpose.

**ARTICLE XII. AMENDMENTS**

These Bylaws may be amended, repealed, or altered in whole or in part by (1) a 2/3 vote of the Board of Directors or (2) a majority vote of the members of GRSBA voting at any regular or special meeting. Members may propose changes to be voted on. Proposed changes from a member must be submitted by mail to the last recorded address of each member of GRSBA entitled to vote thereon at least ten (10) days prior to the time of the meeting.