



NEW ENGLAND CHAPTER BYLAWS

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New England PVA
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FORWARD

Paralyzed Veterans of America's (PVA) congressional charter provides the authority for the National Organization to "establish, regulate, and discontinue subordinate State and regional organizations and local chapters or posts". PVA Chapters are created and constituted to advance the purposes of the National Organization in general and to deliver program services on the local level, in particular, which are designed to serve and assist Chapter members, as well as, encourage and facilitate their individual participation in Chapter governance and activities. The following Chapter bylaws were adopted by the New England Chapter's Board of Directors and ratified by the Chapter membership to serve as Chapter bylaws. The designated National Officer shall have the responsibility to review, in consultation with the PVA General Counsel, proposed changes to the Chapter's bylaws deemed necessary for compliance with all State and local laws (aka Home Rule). The National Officer shall report to the Executive Committee on all Chapter bylaw activity and seek Executive Committee approval for any bylaw change determined to be necessary for compliance with State or local law. Federal, State, and local laws shall govern in the event of a conflict with Chapter bylaw provisions.

ARTICLE I – NAME AND AFFILIATION

Section 1: Name.

The legal name by which this Chapter shall be known is “Paralyzed Veterans of America, New England Chapter, Inc.”, hereinafter referred to as the “Chapter”.

Section 2: Location.

The principal location of the Chapter is 1208 VFW Parkway, West Roxbury, MA 02132. The Chapter may have such other offices, either within or outside the state of Massachusetts, as the Board of Directors may designate or as the business of the Chapter may require from time to time.

Section 3: Affiliation and Duties of Chapter.

The Chapter 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 Chapter 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 Chapter is not adhering to this Charter, PVA may rescind its recognition of the Chapter 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 Chapter in conjunction with authorized activities of the Chapter. Paralyzed Veterans of America may terminate the Chapter’s limited license to use PVA’s name, logos and trademarks at any time with notice to the Chapter.

ARTICLE II – PURPOSES

The purposes of the Chapter in addition to those stated in its Articles of Incorporation are:

- a) The purposes of the Chapter 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:

Voting Members.

Any American citizen shall be eligible for membership in the Chapter 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, as well as individuals with other medical conditions that are recognized as eligible for membership in the National Organization, including Multiple Sclerosis (MS) with spinal cord involvement and Amyotrophic Lateral Sclerosis (ALS).

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.

Non-Voting Members.

- a) Associate Member. Any individual may become an associate member with the consent of the Board as described within this section.
 - i. A Chapter program for an individual who has a serious interest in promoting PVA's and the Chapter's goals and programs, as well as, a desire to actively participate in them.
 - ii. Chapter associate members shall comply with PVA's Code of Ethics, Standards of Conduct, and Conflict of Interest policies and be of such character as to not discredit the Chapter or Paralyzed Veterans of America.
 - iii. Chapter associate members will be nominated by a Chapter board member and approved by a 2/3 (two thirds) majority vote of the Chapter Board of Directors.
 - iv. Chapter associate members may be removed by a simple majority of the Chapter Board of Directors with or without cause.

- b) Honorary Life Member.
 - i. A program for an individual who is an outstanding promoter and/or contributor to any of PVA's programs or activities through a PVA Chapter or the National Office, and is not necessarily eligible for any other Membership services.
 - ii. This lifetime membership may be bestowed upon an individual by a Chapter with a two-thirds (2/3) majority vote of approval from the Chapter Board of Directors or by the National organization based on current approval policies.

Section 2: Qualifications for Membership.

The members of the Chapter 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 the Articles of Incorporation, Bylaws, and Standing Rules of the Chapter.

Section 3: Admission of New Members.

Voting membership shall be granted to veterans who meet the qualifications set forth in the PVA Administrative Guide and upon submission of written application on a form supplied by PVA or the Chapter and accompanied by the required documentation. All new members are subject to approval by the Chapter Board of Directors.

Section 4: Suspension and Expulsion of Members.

The Board of Directors shall, by a majority vote, have the power to suspend or expel any member of the Chapter for violating the Chapter's Code of Ethics, Standards of Conduct, or Conflict of Interest policies, if proven by a preponderance of the evidence. The member shall be provided written notice of the Board of Directors' intent to suspend or expel the member that includes the

grounds upon which 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. Formal federal and state rules of evidence shall not apply during any hearing on the matter or in the Chapter's deciding the merits of the case if there is not a hearing. The Board of Directors shall have the power to temporarily suspend membership pending its final decision. The Board of Directors may also decide to suspend membership as opposed to a revocation. Suspensions shall not be imposed for periods longer than five years, and suspended members will be notified of the conditions of the suspension, as well as the possibility of the suspension being revoked, and the individual's Chapter membership being terminated. The member has the same rights of receiving notice of the proposed suspension revocation and a right to a hearing on the proposed revocation of suspension, as in the case of a proposed termination as described in this section.

Members expelled or suspended by a Chapter, shall be transferred to member-at-large status. By a majority vote of a Chapter Board of Directors, the Chapter President may file a Judicial Committee Complaint in accordance with Article XII, Judicial Committee, of the Paralyzed Veterans of America Bylaws, *PVA Administrative Guide*, and the Judicial Committee Rules of Practice and Procedure for Complaint Proceedings, *PVA Administrative Guide*.

Section 5: Dues.

Voting Members. There shall be no dues. Such approval should be expressed at a meeting of the membership of the Chapter.

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 two-thirds (2/3) majority vote of the Chapter membership, such approval to be expressed at a meeting of the members of the Chapter.

ARTICLE IV – MEMBERSHIP MEETINGS

Section 1: Annual Membership Meeting.

The Annual Meeting of the membership shall be held during the last month of the fiscal year, unless otherwise rescheduled by a simple majority vote of the Board of Directors, 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 Chapter at least thirty (30) days prior thereto.

Section 2: Regular Meetings.

At least one (1) regular meeting of the membership shall be held at a time and place to be designated by the Board of Directors.

Section 3: Special Meetings.

Special Meetings of the membership may be called by the Chapter Board of Directors 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 the membership meetings. At least 5 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: Electronic Attendance.

Unless the Articles of Incorporation or bylaws provide otherwise, the Chapter Board may permit any or all Officers, Directors, members and employees to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all meeting participants may simultaneously hear each other during the meeting. An Officer, Director, member or employee participating in a meeting by this means is deemed to be present in person at the meeting.

Section 7: Order of Business.

All meetings of the Chapter shall have the following order of business. This prescribed order of business may be waived and/or modified by a simple majority vote of the membership present.

1. Reading and adoption of minutes from the 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. Report 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 V – OFFICERS

Section 1: Number and Duties.

The Officers of the Chapter shall consist of the President, Vice President, Secretary, and Treasurer. Duties of each officer shall be as follows:

President. Shall be the chief executive officer of the Chapter and shall be an ex-officio member of any committee established by the Board of Directors. The President shall exercise such duties as customarily pertain to the office of the President and shall have general and active supervision and control over the property, business, and affairs of the Chapter. Duties and responsibilities of the President shall include, but not limited to:

- a) Preside at all meetings of the membership and Board of Directors.
- b) Represent the Chapter in all instances wherein the Chapter has an interest.
- c) Annually prepare a full and true statement of the affairs of the Chapter which shall be submitted at the end of the fiscal year to the Board and General Membership.
- d) Have general superintendence of all other officers of the Chapter and see that his or her duties are properly performed.
- e) Perform such other duties as may be assigned to them, from time to time, by the Board of Directors and/or the General membership.
- f) The President may delegate to other officers of the Chapter such duties as they see fit without divesting himself or herself of ultimate responsibility and authority.
- g) The President may from time to time appoint such committees as he or she may deem necessary to assist himself or herself in conducting the business of the Chapter.

Vice President. In absence, resignation, or removal of the President, the Vice 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.

- a) 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.

Secretary. Shall be charged with keeping of complete and proper records of all business of the Chapter with the exception of financial records. Duties and responsibilities of the Secretary shall include, but not limited to:

- a) Shall record and prepare all meeting minutes and all votes of all proceedings.
- b) Shall schedule and send notices of all meetings to Officers, Board Members and membership as needed and/or required, either electronically or via traditional mail services.
- c) Serve as a Chair the Election Committee.

Treasurer. Shall be charged with the responsibility for the funds and assets of the Chapter. It shall be his or her duty to act as financial officer of the Chapter. Duties and responsibilities of the Treasurer shall include, but not limited to:

- a) Oversee the deposit of all monies received in a bank or trust company designated by the Board of Directors
- b) Oversee the disbursement of funds subject to the regulations set forth by the Board of Directors and the membership.
- c) 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, Board of Directors or President. It shall be his or her personal responsibility to assure the accuracy of each financial report prior to delivery of said report.
- d) Assist in direct audits of all the Chapter funds according to funding source guidelines and generally accepted accounting principles
- e) May delegate the power of signing checks from the operating fund(s) to the Executive officers and other authorized persons for counter signatures, with approval of the Board of Directors.
- f) Chair the Finance Committee.

Immediate Past President. An immediate Past-President of the Chapter who has served his/her last full term of office shall serve as a member of the Board of Directors with full voting rights until succeeded by an outgoing President.

- a) In the event that the immediate Past-President is either unable or unwilling to serve as a member of the Board of Directors, he/she may decline the position.
- b) No other individual, including previous Presidents of the Chapter, will be invited to serve in his or her place.

It shall be the general policy of the Chapter that no member of the Board of Directors shall be elected to more than one officer position at a time. In situations where an Officer position will remain vacant unless filled by a sitting Officer who is willing and able to serve, the President may appoint an Officer to temporarily fill a second office until another member volunteers or an interim election is held.

Section 2: Eligibility, Terms and Elections.

- a) Officer Nominees must have completed one full term as a Board Director within the preceding four (4) years.
- b) Officers of the Chapter shall serve in office for a period of two (2) years.
- c) The term of office shall be considered to begin July 1 and end June 30 of the second year in office.
- d) The Chapter must adhere to the election policies and procedures adopted and set forth by PVA as detailed in the Chapter's Policies and Procedures Manual.

- e) In all cases, Chapter 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.
- f) 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 Chapter may resign by submitting a written resignation to the President, which resignation shall become effective upon the date fixed therein without further action. The President may resign in the aforesaid manner by submitting his or her written resignation to the Secretary.

Section 4: Removal.

Any Officer of the organization may be removed for failure to perform the duties of his or her office as prescribed by the bylaws and laws of the state in which the Chapter 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. The Officer 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 Officer from his or her position pending the disposition of the proposed removal.

If the Board of Directors chooses 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 or special meeting. Removal shall be effective at such time as it is approved by both the membership at a regular or special meeting and by a minimum of two thirds (2/3) majority vote of the Board of Directors at a regular or special meeting of the Board where a quorum is present.

In addition to the duties outlined in ARTICLE V, Section 1, missing three consecutive Board of Director meetings without an excused absence from the President constitutes a failure to perform the duties of his or her office.

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 or 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 or her duties in such capacity. The compensation for the President shall be set by the Board of Directors and in compliance with any and all state regulations and laws.

Section 7: Meeting Participation.

Unless the Articles of Incorporation or bylaws provide otherwise, the Chapter Board may permit any or all Officers, Directors, members and employees to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all meeting participants may simultaneously hear each other during the meeting. An Officer, Director, member or employee participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE VI – BOARD OF DIRECTORS

Section 1: Number.

The Board of Directors shall consist of not less than eight (8) members, nor more than ten (10) members, which include the officers mentioned in ARTICLE V, Section 1.

Section 2: Terms and Election.

Directors of the Chapter shall serve in office for a period of two (2) years.

- a) Depending on the election cycle, the two (2) or three (3) candidates receiving the highest number of votes shall be elected Directors.
- b) The election process described in ARTICLE V, Section 2, Sub Section (b) shall govern the election of Directors.
- c) Director's terms shall be staggered so that, depending on the election cycle, two (2) or three (3) of the of Director's will end his or her term every other year.
- d) The term of office shall be considered to begin July 1 and end June 30 of the second year in office.

Section 3: Employees.

Paid employees of the Chapter 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 appropriate to promote and achieve the goals of the Chapter. Said development and initiation of policy and/or programs, contractual agreements, and other business, cited heretofore, shall be affected within the framework of, and in accordance with, the Article of Incorporation and Bylaws. It shall be his or her fiduciary responsibility to approve an annual budget projecting income and expenditures for the coming fiscal year, including

financial assistance from PVA (if any). The Board may make such changes in spending within operating funds budgeted for the year as it deems necessary for the proper operation of the Chapter. It shall be the Board of Directors' duty to report to the membership at all times concerning the operation of the Chapter. The Board of Directors shall not have the right to delegate its 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 Chapter may be removed for failure to perform the duties of his or her office as prescribed by the bylaws and laws of the state in which the Chapter 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 chooses 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 or special meeting. Removal shall be effective at such time as it is approved by both the membership at a regular or special meeting and by a minimum of two thirds (2/3) majority vote of the Board of Directors at a regular or special meeting of the Board.

Missing three consecutive Board of Director meetings without an excused absence from the President constitutes a failure to perform duties.

Section 6: Resignation.

Any director of the Chapter may resign by submitting a written resignation to the President, 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 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 Meeting(s).

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 Chapter, 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 six (6) meetings per year to be held at least a month apart. The annual meeting of the Board of Directors may count as one of the required six (6) 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 email. A special meeting may also be called at the written request of any member(s) of the Board of Directors.

Section 10: Director Participation at Meetings.

Unless the Articles of Incorporation or Bylaws provide otherwise, a Chapter 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 meeting participants 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: Meeting Quorum & Voting.

- a) Quorum. A simple majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board of Directors. No business shall be considered by the Board at any meeting at which a quorum is not present.
- b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the simple majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.
- c) Hung Board Decisions. On the occasion that Directors of the Board are unable to make a decision based on a tied number of votes, the President shall have the power to cast the deciding vote.

Section 12: Informal Action by the Board of Directors.

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section, an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of board members gives consent.

Section 13: Proxies.

Proxies are not permitted

Section 14: Standards of Conduct.

General Standard of Directors:

- a) A director shall discharge his or her duties as a Director, including his or her duties as member of a committee:
 - i. In good faith;
 - ii. With the care an ordinary prudent person in a like position would exercise under similar circumstances; and
 - iii. in a manner the Director reasonably believes to be in the best interest of the Chapter.
- b) 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:
 - i. One or more officers or employees of the Chapter whom the Director reasonably believes to be reliable and competent in the matters presented;
 - ii. Legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence;
 - iii. 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.
- c) A Director is not acting in good faith when the Director has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (2) unwarranted.
- d) A Director is not liable to the Chapter, 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.
- e) In addition to the foregoing, each director must remain in compliance with the PVA Code of Ethics, Standards of Conduct, and Conflict of Interest policies as delineated in the *PVA Administrative Guide*.

ARTICLE VII – DIRECTOR TO PVA

Section 1: Election.

The Board of Directors shall elect one person as a Director to the PVA. This person must be a member in good standing of the 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 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 Chapter's vote in matters requiring a vote by the Board of Directors of Paralyzed Veterans of America.

Section 4: National Organization.

The constituency of a National Director to Paralyzed Veterans of America goes beyond his or her Chapter and includes the entire membership of PVA. A National Director shall serve Paralyzed Veterans of America as a whole, rather than special interest groups or only his or her Chapter. 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 two-thirds (2/3) majority vote of the Board of Directors at a regular or special meeting of the Board 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 Chapter. The Director so voted shall serve the remainder of the term as vacated.

ARTICLE VIII – COMMITTEES

Section 1: Authorization.

This section authorizes the President of the Board of Directors to appoint and establish committees as needed, such as fundraising, event planning, public relations, data collection, etc. The President appoints all committee chairs.

- a) The President shall have the authority, in accordance with Article V, Section 1, of these bylaws, and subject to the approval of the Board of Directors, to appoint any special or standing committees to assist them with the business of the Chapter.
- b) The Board of Directors shall have the power to establish any special or standing committee(s) by a two-thirds (2/3) majority vote of the Board of Directors, and to prescribe the power of such committee(s), so far as that is consistent with the bylaws.
- c) At least one (1) member of each committee shall be a member of the Board of Directors.

Section 2: Standing Committees.

Executive Committee.

- a) The officers of the Chapter (as listed in Article V) shall comprise and serve as the Executive Committee of the Board of Directors. The members of the Executive Committee shall be members of the Board of Directors and shall enjoy all of the rights and privileges of such membership.

- b) The Executive Committee is authorized by the Board of Directors to oversee the business and operation of the Chapter and to execute the decisions necessary to ensure the prompt and efficient administration of mandates, policies, and programs emanating from the Board of Directors and Paralyzed Veterans of America's Congressional Charter.
- c) The Executive Committee shall oversee the Chapter between meetings of the Board of Directors and shall carry out specific directives of the Board of Directors.
- d) The Executive Committee shall not contravene express policies of the Board of Directors or make significant structural changes in the Chapter, except in the circumstances specified in Article VIII, section 2, sub item g.
- e) A quorum shall consist of a majority of the members of the Executive Committee.
- f) The minutes of the Executive Committee meetings shall be presented to the Board of Directors in the same format as regular Board meetings.
- g) On issues judged to involve organizational policy or important or sensitive issues, where a decision is required and there is not enough time to contact the Board of Directors, the Executive Committee is charged with the responsibility of setting policy for making the decision.
- h) Meetings of the Executive Committee may be called at any time by the President or at the request of any member of the Executive Committee upon at least five (5) days written or electronic notice to all Executive Committee members.
- i) Executive Committee meetings and/or deliberations may be conducted either in-person or via electronic forms of communication such as email, video and tele conferencing.

Finance Committee.

The Finance Committee shall be comprised of the Chapter President, Treasurer and two (2) other Board members. The Treasurer shall serve as the Committee Chairperson. The Chapter Executive Director and Bookkeeper shall serve as non-voting advisors to the Committee.

- a) The Finance Committee is responsible for developing and reviewing fiscal procedures, portfolio investments and the annual budget with the Board of Directors.
 - i. The Board of Directors must approve the Annual Budget presented by this committee and all expenditures must be within budget.

- ii. Any major change to an approved Annual budget must be approved by the Board of Directors.
- b) Annual and Monthly reports are required to be submitted to the Board of Directors showing income, expenditures, and pending income.
- c) The financial records of the Chapter are public information and shall be made available for review at the Chapter office by the membership, Board members, and the general public.

ARTICLE IX – RULES OF PROCEDURE

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the actions of the Chapter 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 Chapter.

ARTICLE X – EXECUTIVE DIRECTOR

Section 1: Authorization and Hiring.

The Board of Directors may authorize the position of Executive Director upon a two-thirds (2/3) majority vote. The Executive Director shall be hired by the President and ratified by the Chapter Board of Directors also upon a two-thirds (2/3) majority vote.

- a) The Executive Director shall serve at the will of the President.
- b) The Executive Director shall take his or her instructions from, and report directly to the Chapter President.

Section 2: 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.

- a) The Executive Director shall also ensure that all reports due to the National Organization are timely and accurately submitted.
- b) The Executive Director shall also accept other duties as may be assigned by the Chapter President or Board of Directors.

Section 3: Removal.

The Executive Director may be removed by a two-thirds (2/3) majority vote at a duly called meeting of the Board of Directors at which a quorum exists or by a ballot mailed or emailed to members of the Board of Directors.

Section 4: Voting Status.

The Chapter's Executive Director may not serve on the Chapter's Board of Directors, nor hold an elected office.

Section 5: National Board of Directors.

The Chapter's Executive Director shall not be eligible for membership on PVA's Board of Directors.

Section 6: Office Hours.

The Chapter'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's office weekly hours during normal customarily accepted business hours.

Section 7: Funds.

The Chapter 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.

1. The Executive Director shall discharge his/her duties:
 - 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 he/she reasonably believe to be in the best interest of the Chapter.
2. 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:
 - a) One or more Officers or Employees of the Chapter whom the Executive Director reasonably believes to be reliable and competent in the manner presented; or
 - b) Legal Counsel, public accountants, or other persons as to matters the Executive Director reasonably believes are within the person's professional or expert competence.
3. The Executive Director is not acting in good faith when he/she has knowledge concerning a matter in question that makes reliance otherwise permitted by subsection (2) unwarranted.
4. The Executive Director is not liable for any action taken or failure to take any action, if he/she performs the duties of his or her office in compliance with this section.

ARTICLE XI – RESPONSIBILITIES TO PARALYZED VETERANS OF AMERICA

Section 1: Responsibilities

As a Chapter of PVA, the Chapter 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” and the *PVA Chapter Administrative Manual*. Additionally, a written report must be submitted to the Chapter 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 XII - FISCAL

Section 1: Fiscal Year.

The fiscal year shall begin on July 1 and end on June 30 of each year so as to coincide with the same fiscal cycle as the National Organization’s cycle.

Section 2: Books and Records.

The Chapter 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 Chapter 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 Chapter must be bonded.

Section 3: Bookkeeping Procedures.

The Chapter shall establish uniform bookkeeping procedures, subject to the law and in accordance with generally accepted accounting principles for a non-profit organization.

ARTICLE XIII – INDEMNIFICATION

Section 1: Person(s)

The Chapter 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 they are or was a director, officer, employee, or agent of the Chapter or is or was serving at the request of the Chapter as a director, officer, employee or agent of another corporation in which this Chapter at such time owned share of stock or of which it was a creditor, and his or her respective heirs administrators, successors and assigns, against expenses (including attorney’s fees), judgments, fines, and amounts paid in settlements actually and reasonably incurred by them in such action, suit or proceeding if they acted in good faith and in a manner or reason believed to be in the best interest of the Chapter, and with respect to any criminal action or proceeding, at no reasonable cause to believe his or her conduct was unlawful.

Section 2: Incurred Expenses

To the extent that a director, officer, employee or agent of the Chapter has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in ARTICLE XIII, Section 1, or in defense of any claim, issue, or matter therein. They shall be indemnified against expenses (including attorneys fees) actually and reasonably incurred by them in connection therewith. Such indemnification shall be made by the Board of Directors by a simple majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding or by the members of the Chapter.

Section 3: Additional Rights

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 Chapter disinterested or otherwise.

Section 4: Insurance

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

ARTICLE XIV – NONDISCRIMINATION POLICY

The officers, directors, committee members, employees, and persons served by this Chapter shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the Chapter's policy not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

ARTICLE XV – BYLAW AMENDMENTS

These Bylaws may be amended, altered, or repealed by a by a two-thirds (2/3) majority vote of the Board of Directors then in office at a meeting of the Board of Directors where a quorum is present, provided:

- a) No amendment shall be made to these Bylaws which would cause the Chapter to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.
- b) The proposed bylaw change was sent for review by the designated PVA National Officer in consultation with PVA General Counsel, and approval by the PVA National Executive Committee.
- c) All amendments are consistent with the Articles of Incorporation.

- d) The reviewed and approved bylaw change must be ratified by a simple majority of the membership at a membership meeting where a quorum is present.

ARTICLE XVI – DISSOLUTION

In the event of dissolution of the Chapter 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 Chapter shall be distributed to PVA in accordance with the IRS Regulations on 501(c)3, Massachusetts Law.