

Spinal Cord Leaders Council Bylaws

November 7, 2007

Article I. Name and Offices.

Section 1.01 Name. The name of this group will shall be the Spinal Cord Leaders Council, hereinafter referred to as the "Council".

Section 1.02 Office. The principal office of this group shall be located at an office designated annually by the Secretariat.

Section 1.03 Purpose. The purpose of this non-partisan group is to promote legislation, regulations and policies that will improve the quality of life of individuals with spinal cord injuries and disorders. It is inherent in this purpose that all people should be treated with dignity and respect, that every person should have the right to self-determination and that no person's civil rights should be diminished due to a disability.

Article II. Representation on the Council.

Section 2.01 Council members. Council members shall include any individual, organization or entity whose purposes include the improving the quality of life of individuals with spinal cord injuries and disorders. Council members shall have the right to participate in all activities of the Council, however they shall not have the right to vote.

Section 2.02 Primary and Alternate Representatives. Each organization or entity represented on the Council shall have the authority to appoint a Council member as its primary representative to vote on matters significant to the Council, and one other Council member as its alternate representative to serve in place of the primary representative when he or she is unavailable. Collectively, the group of primary and alternate voting representatives shall be referred to as the voting representatives.

Article III. The Spinal Cord Leaders Council.

Section 3.01 General Powers. The business and affairs of the Spinal Cord Leaders Council shall be conducted under the direction of the voting representatives of the Spinal Cord Leaders Council.

Section 3.02 Number, Election, Tenure and Qualifications. There shall be not less than five (5) and not more than twenty-one (21) primary representatives. The number of primary representatives shall be set from time to time by resolution of the voting representatives. Primary representatives, and their alternates, may serve an unlimited number of successive 1-year terms. A primary representative and his or her alternate

shall be chosen by the President of the organization or entity entitled to membership on the Council that he or she represents.

Section 3.03 Representative Attendance. If a primary representative, and his or her alternate representative, from an organization or entity fails to attend a minimum of eight (8) duly called meetings per year, the voting rights of that organization or entity shall be withdrawn for the remainder of the term. At the sole discretion of the Chair, imposition of this rule may be waived for extenuating circumstances.

Section 3.04 Nominations for Organizations or Entities. Recommendations for organizations or entities seeking a voting seat on the Council may be submitted by any representative to the Nominating Committee. The nomination shall also include the name and position of the primary representative and the alternate representative who shall represent the organization or entity on the Council. The Nominating Committee shall present the recommendation to the Council at the next meeting, provided there is sufficient time for notice to be given to the Council in accordance with section 3.08.

Section 3.05 Vacancies. Any representative may resign at any time by giving written notice to the Chair. Such resignation shall take effect at the time specified therein, and if not specified therein, it shall take effect upon receipt; the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring on the Council for any reason may be filled by the President of the organization or entity whose representative has died, resigned or been removed. A representative elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor and until his or her successor is elected and qualified, or until his or her death, resignation or removal.

Section 3.06 Annual Meeting. The Council shall meet on an annual basis to elect a Secretariat and Chair, to receive the reports of the Chair and each Committee Chair for the preceding year, to evaluate the progress of each committee, to establish the policy agenda for the coming year, to make committee assignments for the coming year and to transact any other business that may properly come before the Council. The annual meeting shall be held in the fourth quarter of each calendar year at such date, time and location as may be fixed by the representatives of the Council. The record date for establishing primary and alternate representatives shall be the September 30 of each calendar year.

Section 3.07 Teleconferences. The Council and its committees shall meet on a regular basis via teleconference to receive interim reports from each committee and to conduct other business that may come properly before the Council. The Chair shall arrange the teleconference and provide a recording secretary for minutes

Section 3.08 Notice and Waiver. Written notice of each meeting and teleconference shall state the date, time, location or phone number and access code and purpose or purposes for which the meeting is being called, shall be e-mailed at least 7 days, but not more than thirty days prior to such meeting to each Council member at his or her e-mail address as the same appears on a membership roster maintained by the Secretariat. A written waiver of notice signed by the primary representative of each organization or

entity entitled to such notice, whether given before or after the time stated herein, shall be the equivalent to the giving of such notice.

Section 3.09 Certification and Voting List. As soon after the record date as is feasible, the Secretariat shall prepare and certify a list of Council members along with the primary and alternate representatives of each organization or entity on the Council, in accordance with the criteria specified in Article II. A complete and current list of all Council members and representatives shall be maintained by the Secretariat.

Section 3.10 Quorum. The greater of seven (7) voting representatives or twenty-five (25%) of all primary representatives, or their alternate representatives, present in person, via teleconference or by proxy, shall constitute a quorum for the purpose of transacting any business so long as notice was provided in accordance with section 3.08.

Section 3.11 Voting. Each organization or entity meeting the representation criteria specified in section 2.02 shall be entitled to one (1) vote, in person or by a written, directed proxy presented to the Chair, on all matters properly submitted to the Council. Except as otherwise noted in these bylaws, all actions shall be decided by a majority vote of the primary representatives, or alternate representatives as appropriate, present in person or by proxy.

Article IV. Secretariat and Chair.

Section 4.01 Secretariat and Chair. At the annual meeting of the Council, the primary representatives shall elect, from those voting representatives, a Chair who shall preside at all meetings and teleconferences of the Council, shall present a report of the annual activities of the Council in the preceding year, and shall generally perform other duties incident to the office as may be required of these bylaws or from time to time assigned to him or her by the Council. The organization or entity whom the Chair represents as a Council member will serve as the Secretariat and shall agree to offer administrative support to the Chair and the Council. Those persons who are nominated as Chair must affirm that his or her organization will serve as Secretariat during his or her tenure before he or she is elected. The Chair may not serve as a voting representative of his or her organization or entity.

Section 4.02 Election and Term. The Chair and Secretariat shall be elected, for a term commencing on election, by the voting representatives at the annual meeting of the Council. The Chair and Secretariat shall serve for a term of one (1) year or until his or her successor shall have been duly elected and shall have qualified, or until his or her death, resignation or removal. The Chair and Secretariat may serve an unlimited number of consecutive terms.

Section 4.03 Compensation. Neither the Chair nor the Secretariat shall receive compensation for their role on the Spinal Cord Leaders Council.

Section 4.04 Removal. The Chair and/or the Secretariat may be removed by the primary representatives of the Council, with or without cause, by a two-thirds majority of those representatives entitled to vote.

Section 4.05 Vacancies. The Chair and/or the Secretariat may resign at any time by giving written notice to the Council and its representatives. Resignation shall take effect when the Council has elected a successor Chair and/or Secretariat. A vacancy in any office, however occurring, may be filled for the unexpired portion of the term by action of the Council.

Article V. Committees of the Council.

Section 5.01 Designation of Committees. The Council may designate one or more standing or special committees to direct initiatives involving legislation, regulations and/or policies that affect the quality of life for individuals with spinal cord injuries and disorders. Each such committee may exercise the authority granted to it by the Council's enabling resolution.

Section 5.02 Limitation on Committee Powers. No committee shall have the authority of the Council to amend, repeal or alter these bylaws; to elect, appoint or remove any member of such committee or any representative, Chair or Secretariat of the Council. Rules governing the procedures for any meeting of any committee of the Council shall be established by the Council, or in absence thereof, by the committee itself. All committees are to promptly report any such action(s) as is specifically designated by these bylaws or in the enabling resolution of the committee. Each committee shall consist of at least one (1) representative and Council members and/or other such individuals as the Council may designate, who need not be members of the Council. Members of each committee shall serve until the next annual meeting of the Council or until their successors are appointed.

Section 5.03 Committee Chair. The Secretariat, with the approval of the Council, shall appoint all committee chairs for the ensuing year at or within a reasonable time after the annual meeting of the Council. Committee chairs shall be Council members or Representatives of the Council. If the Council charters a new committee by resolution other than at the annual meeting, the Council shall similarly appoint its chair at the time the committee is chartered or within a reasonable timeframe after the establishment of the committee.

Section 5.04 Committee Meetings. Meetings of the committees of the Council may be called by the respective chairs thereof or by any two (2) members of the committee. At all meetings of any committee, a majority of the members of the committee shall constitute a quorum for the transaction of business, and an act of the majority of members of the committee present at any meeting thereof at which there is a quorum, shall be the act of the committee, except as otherwise specifically provided for by the bylaws. The committee chair shall ensure that minutes of all meetings are compiled following each meeting and forwarded to the Secretariat.

Section 5.05 Nominating Committee. The Council shall designate, at or within a reasonable time after the annual meeting of the Council, a nominating committee which shall be responsible for proposing organizations or entities for election as representatives at the next annual meeting of the Council, or in the event of vacancies between annual

meetings of the Council, may propose replacement representatives for election by the Council.

Article VI. Conflicts of Interest.

Section 6.01 Conflict Defined. A conflict of interest may exist when the interests or activities of any Council member, primary representative, alternate representative, Chair or Secretariat may be seen as competing with the interests or activities of the Council, or the Council member, primary representative, alternate representative, Chair or Secretariat derives a financial or other material gain as a result of a direct or indirect relationship.

Section 6.02 Disclosure Required. Any possible conflict of interest shall be disclosed to the Council by the person concerned, if that person is a Chair or Secretariat, or to the Chair, or to such person as he or she may designate, if that person is a Council member, voting representative.

- (a) Abstinance from Vote. When any conflict of interest is relevant to a matter requiring action by the Council, the interested person shall call it to the attention of the Council or its appropriate committee and such person shall not vote on the matter; provided however, any primary or alternate representative may be counted in determining the presence of a quorum at a meeting of the Council or a committee thereof.

Section 6.03 Absence from Discussion. Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Council or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, the person shall provide the Council with any and all relevant information in his or her possession or knowledge.

Section 6.04 Minutes. The minutes of the meeting of the Council or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Council or committee, excluding the person concerning whose situation has arisen.

Section 6.05 Annual Review. A copy of this conflict of interest bylaw shall be furnished to each voting representative, Chair or staff members who are presently serving the Council, or who may hereafter become associated with the Council. This policy shall be reviewed annually for the information and guidance of the Council members. Any new representatives or staff shall be advised of this policy upon undertaking the duties of such office.

Article VII. Miscellaneous.

Section 7.01 Minutes. The Secretariat shall keep correct and complete minutes of all proceedings of the Council and committees. All minutes of the Council may be inspected by any Council member for any proper purpose at any reasonable time. Notice shall be

provided to the Chair. Custody of minutes, and copies of all correspondence mailed, or received, on behalf of the Council, shall transfer from one Secretariat to its successor Secretariat within ten (10) working days following the appointment of the successor Secretariat by the Council.

Article VIII. Amendments.

Section 8.01 Amendments. The Bylaws may be amended, repealed or a new bylaw adopted (hereinafter referred to as “modifications”) upon the affirmative vote of a super-majority (two-third) of the Board of Directors at the annual meeting or any regular or special meeting of the Board provided that:

- (a) Such modifications are submitted to the Chair by the voting representative in writing at least sixty (60) days prior to the date of such regular, annual or special meeting of the Council; and
- (b) The submissions referred to in section 8.01(a) must contain a verbatim copy of the proposed modification and rationale therefore.

Section 8.02 Distribution of Proposed Modifications. The Chair shall assure that submissions are distributed to the Council no less than thirty (30) days prior to the meeting at which the proposed modifications are to be voted upon. Discussion and voting at such meeting shall be limited to only such duly submitted modifications and no others.

Section 8.03 Effective Date. An adopted modification shall become effective immediately unless a later effective date is adopted at the time such modification is approved.

Revision Date: November 7, 2007