

BYLAWS
OF
Brain Injury Network of Northern Michigan

The name of the organization is Brain Injury Network of Northern Michigan (BINNM). The organization is organized in accordance with the Nonprofit Corporation Act, Act 162 of 1982, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

ARTICLE I
MEETINGS

Section 1. Meetings. A biannual meeting shall be held every other calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. An annual meeting shall be held at the time and place designated by the Board of Directors to review the status of the organization and educational needs.

Section 2. Notice. Email notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be emailed to all directors of record at the address shown on the corporate books, at least 7 days prior to the meeting.

Section 3. Place of Meeting. Meetings shall be held at the organization's principal place of business meeting held at Munson Medical Center, 1105 Sixth Street, Traverse City, Michigan, 49684, unless otherwise stated in the notice.

Section 4. Quorum. A majority of the directors shall constitute at quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

Section 5. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

ARTICLE II DIRECTORS

Section 1. Number of Directors. The organization shall be managed by a Board of Directors consisting of 4 director(s) and (3) members at large.

Section 2. Election and Term of Office. The directors shall be elected by the at large membership group during the January meeting bi-annually. Individuals running for a board position must be in good standing and an active member of the Brain Injury Network of Northern Michigan. Each director shall serve a term of 2 year(s), or until a successor has been elected and qualified. There will be a one-month transition period after the election until the new board begins its duties.

Section 3. Quorum. A majority of directors shall constitute a quorum.

Section 4. Adverse or Conflict of Interest. If a Director has a potential adverse or conflict of interest regarding a matter before the Board it must be disclosed immediately to the Board. If, in the determination of a quorum of the directors the disclosed issue does not constitute an adverse or conflict of interest the Director shall not be disqualified or his or her vote invalidated. ;

Section 5. Regular Meeting. The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 6. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 8. Removal / Vacancies. A director shall be subject to removal upon a majority vote of the Directors, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 9. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

ARTICLE III OFFICERS

Section 1. Number of Officers. The officers of the organization shall be a President, a Vice-President, a Treasurer, Secretary and Members at Large. Two or more offices may be held by one person. The President may not serve concurrently as a Vice President.

- a. President/Chairman.** The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.
- b. Vice President.** The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.
- c. Secretary.** The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.
- d. Treasurer/CFO.** The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.
- e. Members at Large (3).** The Members at Large shall be responsible to participate in Board Meetings and voting as necessary.

Section 2. Election and Term of Office. The officers shall be elected every 2 years by the current members of BINNM at the first quarterly meeting of the year. Each officer shall serve a two year term or until a successor has been elected and qualified. The positions of President, Vice President, and Treasurer will be elected in even years and the Secretary and three members at large will be elected in odd years

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the organization by a majority vote. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE IV CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be

executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE V AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular meeting. The text of the proposed change shall be distributed to all board members at least seven (7) days before the meeting.

ARTICLE VI INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

ARTICLE VII DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the Directors. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

Certification

Roxanne Goldammer, President of Brain Injury Network of Northern Michigan, and Christine Sylvia, Secretary of Brain Injury Network of Northern Michigan certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on April 7, 2022.

Roxanne Goldammer, President

Christine Sylvia, Secretary