

BYLAWS



AMERICAN
PARAPLEGIA
SOCIETY

American Paraplegia Society

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American Paraplegia Society

ARTICLE I

Name

The name of the Corporation is the American Paraplegia Society (Hereinafter referred to as the "Corporation").

ARTICLE II

Purposes

The Corporation is organized, and shall be operated exclusively for scientific, charitable and educational purposes to advance, foster, encourage, promote and improve care for patients with spinal cord injury or impairment; to develop and promote research and education related to spinal cord injury and impairment; and to recognize physicians and doctoral trained researchers whose careers are devoted to the problems of spinal cord injury or impairment and to promote the exchange of ideas between such persons.

ARTICLE III

Prohibited Activities

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the members, Directors, or officers of the Corporation, or any private shareholder or individual, except that the Corporation shall have the authority and power to pay reasonable compensation for personal services actually rendered to, or for, the Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws or the Articles of Incorporation of the Corporation, or any provision of the General Corporation Law of the State of Delaware (or of any present or future law of the State of Delaware governing or pertaining to the Corporation), the Corporation shall not engage in or carry on any activities not permitted to be engaged in or carried on by a Corporation described in Section 170 (c) and Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Federal income tax law).

ARTICLE IV

Offices

Section 1. *Registered Office*

The registered office shall be in the City of Dover, County of Kent, State of Delaware.

Section 2. *Other Offices*

The Corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time, to time, determine or the business of the Corporation may require.

ARTICLE V

Members

Section 1. *Categories of Members*

The Corporation shall have three categories of members: Active, Associate, and Honorary. The designation of such categories shall be as follows:

- (a) Active Members shall be: (1) persons who are duly licensed physicians who devote a major portion of their time to the care of patients with spinal cord injury or impairment, or (2) persons who are qualified doctoral-level scientists who devote a major portion of their time to research related to spinal cord injury or impairment.
- (b) Associate Members shall be: (1) persons who are physicians, physician assistants, or (2) qualified doctoral level scientists who have contributed to, or are interested in, the field of spinal cord injury or impairment.
- (c) Honorary Members shall be: (1) persons who have provided extraordinary service to improve the quality of life of patients with spinal cord injury or impairment, or (2) persons who have served as President of the Corporation.

Section 2. *Selection and Election of Members*

Members shall be selected or elected as follows:

- (a) Active and Associate members shall be selected by the designee of Board of Directors on the basis of the information provided on the Membership Application and supporting documentation.



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(b) Honorary Members shall be elected by a simple majority of the members present at an annual business meeting after recommendation by the Board of Directors. Past Presidents shall be Honorary members.

Section 3. Voting and Other Rights

Each member shall have equal rights, except that only Active and Honorary members shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Yearly Review

The continuing eligibility for membership of each member shall be reviewed each year by the designee of the Board of Directors. Those members found to be no longer eligible for membership shall have their membership terminated.

Section 5. Suspension and Termination of Membership

The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing.

Section 6. Voluntary Resignation

Any member may cancel membership but such resignation shall not relieve the member so resigning of the obligation to pay any dues assessment(s) or other charge(s) theretofore accrued and unpaid.

Section 7. Reinstatement

Upon written request a former member may be reinstated upon such terms as the Board of Directors may deem appropriate.

Section 8. Transfer of Membership

Membership in this Corporation is not transferable or assignable.

ARTICLE VI

Meetings of Members

Section 1. Annual Meeting

An annual meeting of the members shall be held each year for the purpose of the transaction of such business as may come before the meeting. The Board of Directors shall determine the place and date of such meeting at least three months prior thereto

and announcement thereof shall be sent to the members at such time. In addition, notice of the meeting shall be given as is set forth below.

Section 2. Special Meetings

Special meetings of the members may be called by the President, the Board of Directors, or by written application of not less than one-tenth of the Active members.

Section 3. Place of Meeting

The Board of Directors may designate any place, either within or without the State of Delaware, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the office of the Corporation in the State of New York.

Section 4. Notice of Meetings

Written notice stating the place, date, and time of any meeting of members shall be delivered, either personally or by mail, to each member not less than ten, nor more than sixty days before the date of such meeting, by or at the direction of the President, Secretary/Treasurer or the officers or persons calling the meeting. In case of a special meeting, or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 5. Informal Action by Members

Any action required to be taken at any annual or special meeting of members, or any action which may be taken at any annual or special meeting of such members, may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action so taken, shall be signed by the number of members that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those members entitled to vote who have not consented in writing.

Section 6. Quorum

The members holding one-third of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a simple majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. Proxies

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact.

Section 8. Manner of Acting

A simple majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these bylaws.

ARTICLE VII

Board of Directors

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. These duties are subject to any limitations contained in the Articles of Incorporation or these bylaws.

Section 2. Number, Tenure and Qualifications

(a) The number of Directors, including the officers and members noted in (b) below, shall be a minimum of eleven and composed of Active Members of the Corporation elected by the membership at large or appointed *ex-officio*. Honorary members, excluding Past Presidents during their current term of office, shall not be eligible for membership on the Board of Directors. Directors shall hold office for three years, unless sooner removed, otherwise disqualified, or until their successors are elected and qualified. Term of office shall begin at the close of the Annual Business Meeting.

(b) There shall be five *ex-officio* members. The first shall be a representative from the Spinal Cord Injury Service appointed by the Department of Veterans Affairs, the second, a representative appointed by United Spinal Association, the third

shall be the immediate Past President, the fourth, the Editor of *The Journal of Spinal Cord Medicine*, and the fifth shall be an Active Member of the American Paraplegia Society, appointed by the President.

- (c) Voting privileges shall be extended to all Board Members, including *ex-officio* members of the Board.
- (d) The Immediate Past President of the Corporation shall serve as a voting member of the Board of Directors until such time as a successor shall be qualified for that position.
- (e) The Presidential Appointee shall serve a two-year term coincident with the term of office of the president.

Section 3. Regular Meetings

A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately before and, or during, at the same place as the annual meeting of members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least ten days previously thereto by written notice delivered personally or sent by mail or electronic media to each Director at his/her street address, electronic address, or facsimile number as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by electronic transmission, such notice shall be deemed to be delivered when confirmation of the electronic transmission is received. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of



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such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum

A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a simple majority of the Directors are present at said meeting, a simple majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting

The act of a simple majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 8. Vacancies

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a simple majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 9. Compensation

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the simple majority of the Directors.

Section 11. Removal of Directors

At any meeting of the members, duly called as provided in these bylaws, any Director or Directors may, by the affirmative vote of a two-thirds majority of the voting members, be removed from office, either with or without cause, and his/her successor or their successors may be elected at such meeting; or the remaining Directors may, to the extent vacancies are not filled by such election, fill any vacancy or vacancies created by such removal.

ARTICLE VIII

Officers

Section 1. Officers

The officers of the Corporation shall be President, President-elect, a Secretary/Treasurer and such other officers as may be elected in accordance with the provisions of Article VII.

Section 2. Election and Term of Office

The officers of the Corporation shall be current members of the Board of Directors and shall be elected biennially by the membership at large. New offices may be created and filled at any meeting of the Board of Directors. Officers shall hold office for two-years, unless sooner removed, otherwise disqualified, or until their successors are elected and qualified. Term of office shall begin at the close of the Annual Business Meeting.

Section 3. Removal

At any meeting of the members, duly called as provided in these bylaws, any officer may, by the affirmative vote of a two-thirds majority of the voting members, be removed from office, either with or without cause, and his/her successor or their successors may be elected at such meeting; or the Board of Directors may, to the extent vacancies are not filled by such election, fill any vacancy or vacancies created by such removal. Any officer elected or appointed by the Board of Directors may be removed, either with or without cause, by the Board of Directors.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. *President*

The President shall be the principal executive officer of the Corporation and shall in general, supervise all of the business and affairs of the Corporation. (S)He shall preside at all meetings of the members and of the Board of Directors. (S)He may sign, with the Secretary/Treasurer or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and, in general, (s)he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. *President-elect*

In the absence of the President, or in event of his/her inability or refusal to act, the President-elect 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 President-elect shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. The President-elect shall succeed to the President by vote of the Board of Directors.

Section 7. *Secretary/Treasurer*

If required by the Board of Directors, the Secretary/Treasurer shall give a bond for the faithful discharge of the duties in such sum and with such surety or sureties as the Board of Directors shall determine. (S)He shall have charge, and custody of, and be responsible for, all funds and securities of the Corporation; ensures that receipts for monies due and payable to the Corporation from any source whatsoever are given, and ensures that all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article X of these bylaws are deposited; and in general to perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time, may be assigned to him/her by the President or by the Board of Directors.

The Secretary/Treasurer shall keep the minutes of the meetings of the members and of the Board of

Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the Seal of the Corporation and see that the Seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its Seal is duly authorized in accordance with the provisions of these bylaws; ensures that a register of the post office address of each member which shall be furnished to the Secretary/Treasurer by such member is kept; and in general perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

ARTICLE IX

Committees

Section 1. *Committees of Directors*

The Board of Directors, by resolution adopted by a simple majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all, or substantially all, of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law.



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Section 2. Other Committees and Nominating Committee

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a simple majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interests of the Corporation shall be served by such removal. All committees referred to in this section shall consist of one or more Directors. The Board of Directors shall have the discretion to appoint, on an annual basis, three or more members to a Nominating Committee. The Board of Directors may designate one or more alternative members of this Committee, who may replace any absent member or members at any meeting of the Committee. Each member serves at the pleasure of the Board of Directors. The Committee's duties shall consist of annually reviewing the performance of incumbent Directors up for re-election and shall solicit from the general membership names for nomination in the Active membership category. The Board of Directors shall, by annual resolution, establish the criteria upon which candidates will be reviewed for membership on the Board of Directors by the Nominating Committee. The Committee will examine the proposed nominees (including incumbent Directors up for re-election) in light of the criteria established for membership on the Board, will collect information pertaining to each proposed nominee's qualifications, and will submit recommendations to the Board of Directors. The Board of Directors will consider the Committee's recommendations but will not be bound by the recommendations of the Committee.

Section 3. Term of Office

Each member of a committee shall begin his/her term of office at the close of the Annual Business Meeting, and shall serve for a term of three years and shall continue as such until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairperson

One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a simple majority of the whole committee shall constitute a quorum and the act of a simple majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE X

Contracts, Checks, Deposits, and Funds

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE XI

Certificates of Membership

The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board. Such certificates shall contain the name of the President and the Secretary/Treasurer. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

ARTICLE XII

Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or 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.

ARTICLE XIII

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June.

ARTICLE XIV

Dues

Section 1. Annual Dues

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual

dues, if any, payable to the Corporation by members of each class.

Section 2. Payment of Dues.

Dues shall be payable in advance on the first day of January in each fiscal year. Dues of a new member who joins the Corporation between the months of January and September shall pay the full amount for the calendar year, payable the month in which such new member joins the Corporation. Dues of a new member who joins the Corporation between the months of October and December, shall pay the full amount for the subsequent calendar year, payable the month in which such member joins the Corporation.

Section 3. Default and Termination of Membership

When any member of any category shall be in default in the payment of dues for a period of six months from the time such dues became payable, the membership may thereupon be terminated.

ARTICLE XV

Seal

The Board of Directors shall provide a Corporate Seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Delaware."

ARTICLE XVI

Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Corporation Law of the State of Delaware or under the provisions of the Articles of Incorporation or the bylaws of the Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVII

Amendment to Bylaws

Section 1. The bylaws may be amended, repealed, or a new bylaw adopted (hereinafter referred to as "bylaw changes") upon the affirmative vote of a super-majority (two-thirds) of the Board of Directors



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at the annual meeting or any regular or special meeting of the Board provided that:

1. Such proposed bylaw changes are submitted to the President of the Board of Directors by the proposing member or Board member in writing at least sixty (60) days prior to the date of such annual, regular, or special meeting of the Board of Directors; and
2. The submissions referred to in Section 1.1 (above) must contain a verbatim copy of the proposed bylaw changes and rationale therefor.

Section 2. The President shall assure that submissions are distributed to the entire Board no less than thirty (30) days prior to the meeting at which the proposed by-law changes are to be voted upon. Discussion and voting at such meeting shall be limited to only such duly submitted bylaw changes and no others.

Section 3. The Board distributes the proposed bylaw changes to all voting members of the corporation at least thirty (30) days prior to the meeting at which the proposed bylaw changes are to be voted upon, with notice of opportunity to comment on the proposed bylaw changes; and

Section 4. An adopted bylaw change shall become effective immediately upon passage by the Board of Directors, unless a later effective date is adopted at the time such bylaw change is approved.

shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any agreement, vote of members or disinterested Directors or otherwise, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

By action of the Board of Directors, notwithstanding any interest of the Directors in the action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Directors may deem appropriate, on behalf of any person who 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, partnership, joint venture or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under applicable provisions of law.

Adopted: November 1954
Amended: September 1995
Amended: September 1998
Amended: September 2000
Amended: August 2007

ARTICLE XVIII

Indemnification

To the extent permitted, and in the manner provided by law, the Corporation shall indemnify any person who was, or is, a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that (s)he is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation as a Director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding. The foregoing right of indemnification



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