

**AMENDED ARTICLES OF INCORPORATION**  
and  
**BY-LAWS**  
OF THE  
**BRAIN INJURY ASSOCIATION OF GEORGIA, INC. (J518625)**

**ARTICLE I**

**NAME**

Brain Injury Association of Georgia, Inc. (hereinafter referred to as the “Association”). The Association also transacts business from time to time as “BIAG”, and is a chartered state affiliate of the Brain Injury Association of America, Inc.

**ARTICLE II**

**MISSION**

The Mission of the Brain Injury Association of Georgia (BIAG) is to provide help, hope and support to the citizens of Georgia that have sustained or have been affected by brain injury.

**ARTICLE III**

**OFFICES AND BOOKS**

1. Principal office. The principal office of the Association shall be located in Georgia at a site approved by the Board of Directors.
2. Other offices. The Association may also have offices at other places as the Board of Directors may from time to time establish.
3. Books and records. Books of accounts of the transactions of the Association shall be kept at the principal office and shall be open for inspection as required by law.

**ARTICLE IV**

**MEMBERS**

1. Classes of Members. The membership of the Association shall consist of “general member”, and “honorary/lifetime members”.
2. General Members. The general members of the Association shall be persons, firms or corporations that shall apply for membership and pay annual dues as provided by these by-laws.

3. Dues. Except as provided above, members shall pay annual membership dues in the amount to be fixed by the Board of Directors. Dues shall be payable annually on the anniversary of the first day of the month in which the member became a member of the Association or as determined by a majority vote of the Board of Directors.
4. Term of Membership. Membership shall commence upon acceptance of membership dues or if the member is excused from paying dues upon receipt of notice of membership. Membership shall be effective for a period of one year from the date of acceptance of such dues. Memberships are renewable from year to year by payment of annual dues or receipt of notice of membership. Honorary/lifetime members shall maintain such status as designated by the Board of Directors on an annual basis.
5. Termination – Expulsion. Any member who violates any provision of the by-laws, commits an act injurious to the Association, or refuses to comply with any rule, regulation, resolution, order or direction of the Board of Directors or a duly authorized committee therefore may be expelled from the Association by a two-thirds (2/3) vote of the Board of Directors present at the meeting at which such matter is considered. Any member whom the Board of Directors proposes to expel shall be given notice not less than thirty (30) days in advance of the meeting of the Board of Directors at which the matter of expulsion shall be considered and shall be given an opportunity to be heard by the Board of Directors prior to the vote being taken.

## ARTICLE V

### BOARD OF DIRECTORS

1. Powers. Subject to any limitation of the Articles of Incorporation, the by-laws or law and subject to the duties of directors as prescribed by the by-laws, all business, program, and policy powers of the Association shall be vested in the Board of Directors.

Without limitation of the general power of the Board, the Board of Directors shall have the following specific duties and powers:

- (a) to select, hire, fix compensation for and remove the President/CEO and remove officers of BIAG
- (b) to change the principal office of the Association for the transaction of business of the Association from one location to another, to fix and locate from time to time one or more subsidiary offices of the Association, and to establish the date, time and place for meetings of the Board of Directors
- (c) to borrow money and incur indebtedness for the purposes of the Association and to cause to be executed and delivered therefore, in the name of the Association, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore.

(d) To elect an Executive Committee and to appoint other outstanding committees to delegate to them any of the powers and authority of the Board in the management of the business and affairs of the corporation, except as limited by law. Any such committees shall include one or more directors.

(e) To meet in Executive Session regarding personnel matters.

2. Number and Qualification of Directors. The Board of Directors shall have no fewer than seven (7) or more than twenty-one (21) Directors , which shall include the Chair, Vice-Chair, Treasurer, and the Chairperson of the Support Group Steering Committee. All directors shall be members in good standing of the Association. The immediate past Chair shall be a member of the Board of Directors without the necessity of election.
3. Election and Term of Office. Directors may be elected at any regular or special meeting of the Board of Directors. Each director shall be elected for a term of four years. Routinely, an elected director shall serve no more than one consecutive four-year terms on the Board. After an absence from the Board of at least one year a former director may be elected to a new term on the Board. The directors' terms will be staggered with members elected each year.
4. Removal. A director may be removed from office at any time with cause by an absolute three-fourths (3/4) vote of the Board of Directors.
5. Staggered Elections/Terms. No more than one-fourth of the elected directors shall complete a term of office within the same year.
6. Vacancy or Vacancies. A vacancy or vacancies on the Board of Directors shall be deemed to exist in the case of the death, resignation or removal of any director or if the authorized number of directors is increased, or if any director or directors elected refuse to serve. Any vacancy may be filled by vote of the Board of Directors. If the Board of Directors accepts the resignation of a director tendered to take effect at a future time, the Board shall have the power to select a successor to take office when the resignation is to become effective. No reduction of the authorized number of directors shall have an effect of removing any director prior to the expiration of his or her term.
7. Place of Meeting. Regular and special meetings of the Board of Directors shall be held at the principal office of the Association or at any place designated by the Board.
8. Regular Meetings. Regular meetings of the directors shall be held at such times and places as shall from time to time be fixed by the Board, provided that notice of such regular meetings shall be given as provided by these by-laws.
9. Special Meetings. Special meetings of the directors shall be called by the Chair or Vice-Chair to consider important issues which arise between regular meetings.
10. Conduct of Meetings. The Chair or Chair's designee shall preside over all meeting of the Board of Directors.

11. Notices. Notice of all meetings of the Board of Directors shall be sent to each director at least seven (7) days before the meeting.
12. Quorum. A Majority of the number of directors in Office shall constitute a quorum for the transaction of business at any meeting. Every decision made by a majority of the directors present at a meeting duly held at which quorum is present shall be regarded as an act of the Board of Directors unless a greater number is required by the laws of incorporation. Once a quorum has been established at a Board of Directors' meeting, it shall be considered to exist for the duration of the meeting unless the number of directors present falls to less than twenty-five (25) percent. A two-thirds (2/3) vote of the Board of Directors shall be necessary to carry any action concerning litigation, these by-laws, articles of incorporation or the affiliation agreement. A two-thirds (2/3) vote will be required for any irregular expenditure of over \$300.00.
13. Action at a Meeting. Each director shall have one vote. All votes may be by voice or show of hands, unless a written ballot or proxy is requested by a director.
14. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee therefore may be taken without a meeting if a vote on such action is taken by mail, telephone or electronic means.
15. Electronic Participation. Anyone or more members of the Board of Directors, or any committee therefore, may participate in any meeting by conference telephone, computer network or other method of communication which permits all parties participating in the meeting to hear or read statements of others participating at the same time. Participating by such method of communication shall constitute presence in person at a meeting.
16. Agents. To the extent permitted by law and not inconsistent with these by-laws, the Board of Directors may appoint agents or representatives of the Association, with such powers and duties on behalf of the Association as the Board of Directors may delegate or assign.
17. Compensation. Directors shall receive no salary or other compensation for their services as directors. Directors of the Association are not precluded from being reimbursed for expenses incurred on behalf of the Association. Expenses incurred by the Director will be reimbursed only upon Board approval.

## ARTICLE VI

### OFFICERS

1. Number and Qualification. The officers of the Association shall be the Chair of the Board of Directors, Vice-Chair, Secretary and Treasurer. Except for the President/CEO every officer shall be an elected director. No person should hold more than one office at a time.
2. Elections. The officers of the Association shall be elected annually by the Board of Directors at its first regular meeting of the year. Except for the each officer shall be elected to serve a term as an officer for a term of one (1) year or until his/her successor shall be elected and duly qualified. No person shall serve in the same office for more than four (4) consecutive one (1) year terms.
3. Chair. Subject to the direction of the Board of Directors the Chair shall have general supervision of the affairs of the Board and the Association and shall consult and advise the President/CEO in the direction and management of the Association's day to day business and affairs and shall perform such other duties as may from time to time be assigned by the Board of Directors.
4. Vice-Chair. Subject to their supervision, the Vice-Chair shall have duties as may be assigned from time to time by the Board of Directors of the Chair. In the absence of the Chair, the Vice-Chair shall act and have the authority of the Chair.
5. Executive Director. Subject to the supervisory powers of the Board of Directors, and the Chair, the Executive Director of the Association may be hired and serve at the pleasure of the Board of Directors. The Executive Director shall be responsible for day to day operations of the business of the Association, shall manage the principal office, and shall hire, fire, and supervise the staff of the Association. The Executive Director or a designated representative shall be an ex-officio member of the Board of Directors and all standing committees. The Executive Director shall have the general powers and duties of management usually vested in the office of president of a corporation and shall have powers and duties as described by the Board of Directors or these by-laws. The Executive may not incur any expense or enter any contract with a value of more than \$250.00 without board approval.
6. Immediate Past Chair. The immediate past Chair shall serve as a voting member of the Board of Directors for one year following completion of his/her term as Chair and shall be a member of the Executive Committee during that year. After serving one year on the Board after leaving office, will then serve two years on the Advisory Board.
7. Treasurer. The Treasurer shall be responsible for all monies and other valuables of the Association and shall advise the Board and Executive Director of all financial management issues. The Treasurer will serve as Chair of the finance committee.
8. Secretary. The Secretary shall be responsible for recording and maintaining minutes for the meetings of the Board of Directors for the Association. The Secretary shall serve as Chair of the nominating committee.

9. Removal. Except as otherwise provided by the by-laws, any officer may be removed from office with or without cause by absolute majority of the Board, at any time that the Board of Directors deem it is in the best interest of the Association.

## ARTICLE VII

### STANDING COMMITTEES

1. General Committee Activity. The standing committees of the Association shall be the Executive Committee, Finance Committee, Development Committee, Public Policy Committee, and Programs Committee. The Board of Directors may establish other committees, including standing committees, as it deems appropriate from time to time. The Chair of a standing committee shall be nominated by the Board of Directors and elected by the Board of Directors annually. Each standing committee shall have at least one member of the Board of Directors as a member but, unless otherwise specified, all other committee members need not be directors. Each member of the committee who is a director shall serve in a position concurrently with his or her term of directorship during which he or she is elected or appointed to the committee. Committee members shall be appointed by the Chair of the committee. Committee members may be re-elected or reappointed, but not hold the same elective office for more than two years unless additional years of service on the committee is approved by the Board of Directors. Except as provided below for the Chair of the Support Group Steering Committee, if a Committee Chair vacancy occurs for any reason between the Annual Meetings, the Chair of the Board or Executive Board of Directors shall elect a replacement for the unexpired term of the vacancy.. Each standing committee will meet at a stated time or upon notice by the committee Chair to all members.
2. Executive Committee. The Executive Committee shall consist of no more than the Chair, who will be the Chair of the Executive Committee, the Vice-Chair, the Treasurer, the President/CEO, the immediate past Chair and one at-large member of the Board of Directors. One member shall be a person with a brain injury. Except as otherwise provided herein, the Executive Committee shall have all powers and full authority of the Board of Directors, except the election of directors, officers or members of the Executive Committee, expulsion, dissolution and amendments to the by-laws.
3. Finance Committee. The finance committee shall consist of the Treasurer, who shall be the Chair of the committee and a designated number of committee members. The finance committee shall consider and make recommendations concerning the budget and finances of the Association, financial reports, budgets, audits, salaries, indebtedness, and related matters. The finance committee shall insure that an external audit of the financial operations of the Association is completed annually.
4. Development Committee. The Development Committee shall consist of the Chair and a designated number of committee members. The Executive Committee shall nominate and the Board of Directors will elect the Chair of the development committee. One member of the Board of Directors shall be assigned to serve as a member of the development committee. This committee shall consider and make recommendations to the Executive Committee and the Board of Directors concerning the development of the Association and fundraising.

5. Public Policy. The Legislative and Public Policy Committee shall consist of a Chair and designated number of committee members. The Executive Committee will nominate and the Board of Directors shall elect the Chair of the Public Policy Committee. The committee shall consider and make recommendations to the Executive Committee on the position of the Association in all legislative and public policy issues impacting upon or related to the mission and goals of the Association and shall assist the Association in focusing and coordinating advocacy on public policy issues and legislation.
6. Program Committee. The Program Committee shall consist of the Chair and designated number of committee members. The Executive Committee shall nominate and the Board of Directors shall elect the Chair of the program committee. The committee shall consider and make recommendations to the Executive Committee on the development and presentation of education and training programs for the members of the Association and the general public related to brain injury and the mission of the Association.
7. Support Group Steering Committee. The Support Group Steering Committee shall consist of a Chair and a designated number of committee members. The Support Group Steering Committee Chairperson will be elected at an annual state-wide support group meeting. The Chair shall serve a one-year term and shall be a member of the Board of Directors for that term. If for any reason the Chairperson cannot serve his or her full term, the Support Group Leaders and the Board may nominate candidates to serve as interim Chair until the next annual state-wide support group meeting election. All nominations must be received by the Board of Directors Chairperson within one week following the Board of Directors' announcement to the Support Groups that a vacancy has occurred. All nominations must be in writing and can be submitted by regular or electronic mail addressed to the Chair of the Board of Directors. Within one week of the deadline for the submission of nominations, a vote of all the Support Group Leaders will be taken by electronic mail to determine which of the nominees shall serve as Interim Chair. The nominee receiving a simple majority of the vote will be immediately installed as Interim Chair. In the case of a tie, the Chair of the Board of Directors will cast the deciding vote. The committee shall be responsible for the development and monitoring of support groups and support group affiliation agreements. The Steering Committee will also act as a Liaison Committee for Support Groups to present their suggestions and concerns. The Steering Committee Chair will present their suggestions and concerns to the Board and in turn, present the Board's response to the Support Group Coordinators.

## ARTICLE VIII

### ADVISORY BOARD

1. Members. Members of the Advisory Board shall be members of particular knowledge and experience in the field of traumatic brain injury, influence and stature, the benefits of whose advice and assistance is sought by the Association, who accept an invitation to serve on the Advisory Board. Membership invitations may be suggested by members of the Board of Directors and the staff of the Association and shall be approved by the Board of Directors. Ten (10) members of the Advisory Board shall serve a term of two years and may be removed at any time by two-thirds (2/3) majority vote of the Board of Directors. An

Advisory Board member may be elected for one additional consecutive term of two years. After completion of their term on the Board of Directors, all board members will serve a minimum of one two-year term on the Advisory Board.

2. Chair. The Advisory Board will be led by a Chair who is elected on an annual basis and will serve a term of one year. The Chairperson may be re-elected for one consecutive term as Advisory Board Chair.
3. Functions: Members of the Advisory Board shall attend a minimum of one of two Advisory Board meetings during the year.
  - (a) Each Advisory Board member will pay his/her expenses for attending meetings. Exceptions to this requirement may be authorized by the Executive Committee or the President/CEO
  - (b) Each Advisory Board member shall participate in or contribute financially to the fundraising efforts of the Association.
  - (c) Each Advisory Board member will assist in educating the community about brain injury.
  - (d) Each Advisory Board member may assist in necessary administrative support, and/or give direction to the office of the Association.
  - (e) Each Advisory Board member may assist in recruiting potential Board of Director members and/or Advisory Board members.
  - (f) Each Advisory Board member may assist in supporting official legislative/public policy activities.
  - (g) The Advisory Board shall assist in making creative suggestions for solving problems and/or meeting the needs of the Association.
  - (h) Each Advisory Board member shall be a member in good standing of the Association.

## **ARTICLE IX**

### **CONTRACTS**

1. Contracts. Except as otherwise provided, and to the extent permitted by law, the Board of Directors of the Association may authorize the Executive Director or any officer, in the name of and on behalf of the Association to enter into any contract, but such contract must be specifically voted on if its value is over \$300.00 to execute and deliver any instrument, or to sign checks, drafts or other orders for the payment of money or note or other evidences of indebtedness and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, director, agent or employee shall have the power or authority to bind the Association by any contract or engagement or to pledge its credit or to render liable pecuniary for any purpose or for any amount above \$300.00

## **ARTICLE X**

### **THE SEAL**

The corporate seal of the Association shall be inscribed thereon the name of the Association and the state and year of its incorporation. The President/CEO shall have custody of the seal. The President/CEO or any other designated assistant, or any other officer designated by the directors, may affix the seal to any instrument requiring the corporate seal.

## **ARTICLE XI**

### **FISCAL YEAR**

The fiscal year of the Association shall be an annual period commencing on such date as may be initially determined by the Board of Directors. The commencement date of the fiscal year shall be subject to change by the Board of Directors for accounting reasons or other good cause.

## **ARTICLE XII**

### **WAIVER OF NOTICE AND ACTION WITHOUT A MEETING**

Whenever a notice is required under the provision of the Articles of Incorporation, these by-laws or law, a uniform waiver signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice. Any action required or permitted to be taken pursuant to the by-laws may be taken without a meeting if all members of the acting body consent in writing or action. These written consents thereto by the members of the acting body shall be filed with the minutes of the proceedings.

### **ARTICLE XIII**

#### **AMENDMENTS**

These by-laws may be amended by two-thirds (2/3) majority vote of the Board of Directors providing that the proposed amendment has been submitted in writing and at least thirty (30) days prior to the meeting at which it is to be acted upon.

### **ARTICLE XIV**

#### **CONFLICT OF INTEREST POLICY**

The Board of Directors of the Brain Injury Association of Georgia (“BIAG”) must act at all times in the best interests of BIAG and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, Board members shall identify the potential conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, members of the Board of Directors shall:

- avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of BIAG; while the receipt of incidental personal or third-party benefit may necessarily flow from certain BIAG activities, such benefit must be merely incidental to the primary benefit to BIAG and its purposes;
- not abuse their Board membership by improperly using their Board membership or BIAG's staff, services, equipment, materials, resources, or property for their personal or third-party gain or pleasure (including all restrictions on the use of materials connected with the Brain Injury Peer Visitor Program contained within the “Brain Injury Peer Visitor Program Materials Terms of Use” attached to these by-laws as an exhibit and made a part thereof by reference thereto), and shall not represent to third parties that their authority as a Board member extends any further than that which it actually extends;
- not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect BIAG;
- not engage in or facilitate any discriminatory or harassing behavior directed toward BIAG staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to BIAG;
- not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide

special treatment to such donor with respect to matters pertaining to BIAG without fully disclosing such items to the Board of Directors;

- provide goods or services to BIAG as a paid vendor to BIAG only after full disclosure to, and advance approval by, the Board, and pursuant to any related procedures adopted by the Board;
- not persuade or attempt to persuade any employee of BIAG to leave the employ of BIAG or to become employed by any person or entity other than BIAG; and
- not persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with BIAG to terminate, curtail or not enter into its relationship to or with BIAG, or to in any way reduce the monetary or other benefits to BIAG of such relationship.

This policy shall apply not only to all members of the BIAG Board of Directors, but also shall apply to all members of BIAG committees, task forces, and others in the BIAG governance structure, as well as to all BIAG employees. All references herein to the Board of Directors shall be construed also to refer to these additional individuals.

*Adopted by the Board on: January 27, 2011*

## ARTICLE XV

### INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the extent permitted by law, the Association shall indemnify any person who is serving or who has served as a director or officer of the Association or, at its request, as a director, officer, or employee of any organization in which the Association owns shares of or which is a creditor, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or settled, as fines or penalties, or as attorney fees reasonably incurred in connection with the defense or disposition of any action, suit, or other proceeding, whether civil, criminal or administrative in which he or she may be involved or with which he or she may be threatened by reason of being or having been an officer, director, employee or agent of the Association, except with respect to any matter to which he or she shall have adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Association.

As any matter disposed of by compromise payment by a director, officer, or employee, pursuant to a consistent decree or otherwise, no indemnification shall be provided unless:

- (a) such compromise is approved by a disinterested majority of the directors then in office, as being in the best interest of the Association, after notice that the compromise involves indemnification: or
- (b) in the absence of action by a disinterested majority of the directors, at the request of a majority of the directors then in office, an opinion in writing has been obtained from independent legal counsel, to the effect that the director or officer sought to be indemnified appears to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Association.

From time to time, the Association may pay expenses, including attorney fees, reasonably incurred by a director, officer, or employee in connection with the defense or disposition of an action, suit or other proceeding, in advance of the full disposition thereof, upon receipt of an undertaking by such person to repay the amounts paid by the Association if it is ultimately determined that indemnification is not authorized under this article.

The right of indemnification hereby provided shall not be exclusive, or affect any other right or indemnification to which personnel other than a director, officer, or employee may be entitled. Nothing contained herein shall affect any right of indemnification to which personnel other than a director, officer, or employee may be entitled by contract or law.

For the purposes of this article, the terms “director”, “officer”, and “employee” shall include the respective heirs, executors and administrators of such person. An “interested” director, officer or employee is one against whom by reason of such capacity the proceedings in question or other proceeding on the same or similar ground is pending.

## **ARTICLE XVI**

### **PERSONAL LIABILITY**

No member, director, or officer of the Association shall be personally liable for any debt, liability, or obligation of the Association. All person, corporations or other entities extending credit to, contracting with, or having any claim against the Association may look only to the funds of the property of the Association for payment of any such contract or claim or for payment of any debt, damages, judgment or decree, or any money that otherwise becomes due or payable from the Association.

## **ARTICLE XVII**

### **ASSETS OF THE CORPORATION**

No part of the assets or earnings of the Association shall be divided among or inure to the benefit of any director of officer or private individual or be appropriated for any purpose other than the purposes of the Association.

No substantial part of the activities of the Association shall be the carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided herein, and the Association shall not participate in, or intervene in (including the publishing or distributing f statements) any political campaign on behalf of any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended from time to time, and shall not be a private association under Section 509(a) of the Internal Revenue Code.

Upon liquidation or dissolution of the Association, after payment of all the liabilities of the Association or due provision thereof, all assets of the Association shall be disposed of to one or more organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE XVIII**

### **FORMATION OF AFFILIATED SUPPORT GROUPS**

1. Formation of Affiliated Support Groups: Upon recommendation of the Support Group Steering Committee and approval of the Board of Directors at any regular or special meeting, the Association may enter into an affiliation agreement with any member or group of members of the Association providing for the formation of an affiliated support group of the Association, upon fulfillment of the Support Group Procedural Guidelines and the Affiliation Agreement.
2. Amendment of the Affiliation Agreement: Any affiliation agreement may be amended only upon approval of the BIAG Board of Directors in consultation with the Support Group Steering Committee.

3. Revocation of an Affiliation Agreement: To the extent not inconsistent with the foregoing clauses, any affiliation agreement entered into between the Association and any support group may be revoked or rescinded, for cause, by the Board of Directors. The affected support group shall be given thirty (30) days written notice in advance of an opportunity to be heard at the meeting in which revision or revocation is to be considered.
4. Corporate and Tax Status: Each affiliated support group shall be an affiliate of the Brain Injury Association of Georgia, and as such shall be covered under the association's tax exempt status, as that term is defined in the Internal Revenue Code, Section 501(c)(3) as amended from time to time. Each affiliated support group shall operate at all times in accordance with the non-profit, tax exempt status of the Association and shall file reports with the association of financial transactions.
5. BIAG exercises no supervisory control over the means, manner, or methods of the operation of the support groups and is not liable for the actions or failures to act of the support groups. No support groups or its members, agents, or employees shall act as the agent or employee of BIAG. No support group has the authority or power to bind BIAG to any contract nor may any support group incur any expense on BIAG's behalf. BIAG will not be liable for any actions errors or omissions of any support group or its agents members or employees.

## **ARTICLE XIX**

### **AWARDS**

The Board of Directors of the Association may acknowledge the contribution of individuals or institutions to the achievement of the mission and goals of the Association by granting special awards. For any special award, the board shall appoint a committee, composed of not fewer than three members, which shall recommend the name or names of a perspective award recipient to the Executive Committee. The Executive Committee shall determine, by majority vote, whether and to whom an award shall be presented.

## **ARTICLE XX**

### **ROBERTS RULES OF ORDER**

Roberts Rules of Order shall apply to the Association unless otherwise provided by these by-laws.