

BYLAWS
BRAIN INJURY ASSOCIATION OF VIRGINIA, INC.
(Revised April 12, 2019)
(Amended and Restated May 27, 2022)

Article I. Name

This organization shall be known as the Brain Injury Association of Virginia, Inc. (referred to herein as the "Association").

Article II. Mission and Goals

- A. Mission. The mission of the Association is to advance education, awareness, support, treatment and research to improve the quality of life for all people affected by brain injury.
- B. Goals. In amplification of the purposes for which the Association has been formed, as set forth in the Association's Articles of Incorporation (hereinafter, the "Articles"), the purposes and objectives of the Association are to provide citizens of the Commonwealth of Virginia (hereinafter, the "State") with an efficient organization for the express purpose of advancing services and support for persons with brain injury. To carry out the purposes for which the Association was formed, the organization shall:
1. Promote the welfare, rights and dignity of individuals experiencing brain injury;
 2. Educate persons with brain injury, their families, care providers, elected and appointed policymakers and the general public as to the incidence, prevalence and consequences of brain injury;
 3. Foster and assist in the establishment of appropriate programs and services for persons with brain injury across the continuum of care;
 4. Support and promote public policy that addresses research, prevention, medical treatment, rehabilitation and the long-term care needs of individuals with brain injury, their family members and care providers;
 5. Create an information and resource center for persons with brain injury, their families and care providers; and
 6. Develop a network of support for persons with brain injury their families, care providers.
- C. General Purpose. The Association is organized, and will be operated, exclusively for charitable, educational, and scientific purposes, as described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code (the "Code"), as more fully set forth in the Association's Articles.
- D. Exemption. The Association is organized and shall operate as a Virginia nonstock corporation, and it is intended that the Association will qualify at all times as an organization exempt from federal income

tax under Sections 501(a) and 501(c)(3) of the Code and to which deductible contributions may be made pursuant to Sections 170, 2106, 2055, or 2522 of the Code.

Article III. Offices and Books

- A. Principal Office. The principal office of the Association shall be located in Richmond, Virginia, or such other location within the State as the Board of Directors may from time to time appoint.
- B. Other Offices. The Association may also have additional offices at such other places within the State as the Board of Directors may from time to time establish or for which the purposes of the Association may require.
- C. Books and Records. There shall be kept at the principal office of the Association accurate documentation of the activities and transactions of the Association and all corporate records as required by Section 13.1-932 of the Code of Virginia (1950), as amended ("Virginia Code") and these Bylaws.

Article IV. Membership

- A. Eligibility. Any person or organization that supports the objectives and purposes of the Association (other than a person or organization previously expelled pursuant to Section F of this Article) is eligible to become a Member.
- B. Dues. The annual dues payable by Members shall be fixed from time to time by staff. The dues of each Member shall become due and payable annually. Upon payment of a Member's annual dues, membership shall be renewed for a period of one (1) calendar year. Lifetime membership dues are a one-time fee, but can be billed in installments over the course of one (1) calendar year.
- D. Classes of Membership. There shall be seven (7) classes of Members. However, the Board of Directors may prescribe additional categories of membership from time to time through the amendment of these Bylaws.
 - 1. General Membership. General Membership (encompassing two subcategories of individual and family membership) will be granted to persons with brain injury, family caregivers and others who desire and agree to support the purposes of the Association, having made proper application for membership thereof, and upon paying the required annual dues. Such Members shall have full rights to hold office, receive publications and participate in all activities sponsored by the Association.
 - 2. Professional Membership. Professional Membership may be granted to any individual who desires and agrees to support the mission and goals of the Association through active application of their professional knowledge and skills, having made proper application for membership thereof, and upon paying the required annual dues. Such Members shall have full rights to hold office, receive publications and participate in all activities sponsored by the Association. Such membership shall not be construed as an endorsement by the Association.

3. Young Professional Membership. Young Professional Membership may be granted to any professional under the age of 35, who desires and agrees to support the mission and goals of the Association through active application of their professional knowledge and skills, having made proper application for membership thereof, and upon paying the required annual dues. Such Members shall have full rights to hold office, receive publications and participate in all activities sponsored by the Association. Such membership shall not be construed as an endorsement by the Association.
 4. Business Membership. Business Membership may be granted to any business entity that desires and agrees to support the mission and goals of the Association through active application of their professional knowledge and skills, having made proper application for membership thereof, and upon paying the required annual dues. One person from the business entity be named as its representative. Such Member's representative shall have full rights to hold office, receive publications and participate in all activities sponsored by the Association. Such membership shall not be construed as an endorsement by the Association.
 5. Courtesy Membership. Whenever, in the judgment of the Executive Director, it shall seem wise to do so, any person may be admitted into the Association as a Courtesy Member. Any person (or persons) so admitted shall retain such membership without payment of dues for a period of one (1) year. Such Member must reapply for their Courtesy Membership on an annual basis. Such Member shall have full rights to hold office, receive publications and participate in all activities sponsored by the Association.
 6. Advocate Membership. Advocate Membership may be granted to individuals and organizations that have made a designated contribution supporting the Association's advocacy efforts and promote the goals and mission of the Association. If the Advocate Member is a business entity, one person from the business entity shall be named as its representative, and the business shall receive benefits afforded Business Members. Such membership shall not be construed as an endorsement by the Association.
 7. Career Starter Membership. Career Starter Membership may be granted to students who desire and agree to support the mission and goals of the Association, having made proper application for membership thereof, and upon paying the required annual dues. Career Starter Members must be currently enrolled in a degree-seeking program, and provide proof of enrollment in a college or university to qualify.
- E. Voting Rights. The Members shall not be entitled to vote on any matter and shall have no voting rights. The Board of Directors may from time to time in its discretion conduct a survey of membership opinion concerning a matter or matters. Such a survey may be conducted formally or informally, but shall be advisory only and shall not be binding on the Board of Directors, the Association or otherwise.
- F. Termination of Membership. Membership in the Association of any member may be terminated by the Board of Directors, with or without cause, in the Board's sole discretion. In the event of such termination, unless otherwise directed by the Board of Directors, the Association will provide the terminated member a pro rata refund of the membership dues. Any member whose membership has

been terminated may be reinstated by the Executive Director on such terms and conditions as he/she may impose.

Article V. Meetings of Members

- A. Time. The Association shall hold a regular annual meeting of Members at a time and place as determined by the Board of Directors. The purpose of the annual meeting shall be to receive reports of the Association's operations and programs.
- B. Notice. Notice of the time, place and purposes of the annual meeting or a special meeting of the Members shall be given to all Members of the Association not less than ten (10) and not more than sixty (60) days prior to the meeting.
- C. Special Meetings. Upon notice, a special meeting of the Members may be called by the Board of Directors or the Officers of the Association.

Article VI. Board of Directors

- A. General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, the Board of Directors.
- B. Composition and Elections. The Board of Directors shall be composed of a maximum of twenty (20) Members of the Association, all of whom must be in good standing. It will be the goal of the Association to have at least 20% of the members of the Board of Directors who either have had a brain injury or have a family member with a brain injury. Directors shall be elected by a majority vote of the Board of Directors present when the slate of candidates is offered at a meeting of the Board with quorum, unless otherwise appointed pursuant to these Bylaws. Director elections shall occur at the first regular Board meeting of the calendar year with ascension to office on April 1. In addition, the Board of Directors may at any other time elect new Directors to fill any vacancies on the Board of Directors, regardless of the reason for such vacancies.
- C. Qualifications and Selection Process. Nominees to fill the elected director positions will be solicited from the general public, the membership and incumbent board members. Consideration to promoting representation according to the geographic regions of Virginia shall be given; however, this provision shall bind the Association only as to the selection of nominees and not as to the election of Directors from the nominees. Any nominee not then a Member of the Association must become a Member of the Association prior to their ascension to the office.
- D. Tenure. Each Director shall serve for a term of three (3) years. Maximum length of consecutive Board membership shall be two full terms, unless the member is elected as an Officer; in such cases, Board membership will continue until expiration of the Officer's term of office even though such continuation may exceed two full three year terms. After serving two full terms (and any full or partial term pursuant to the preceding sentence) followed by a one-year absence from the Board, a member

is once again eligible for Board membership. To the extent possible, terms of Directors shall be staggered.

- E. Resignation. A notice of resignation by a Director shall be given in writing to the President, Executive Director or Secretary; such resignation is effective upon its receipt by the Association or at any subsequent time specified in the notice of resignation. Any Director who dies while in office shall be deemed to have resigned upon his/her death.
- F. Removal. Each Director shall use his or her best effort to attend all Board meetings. Excessive absence, or other conduct not in the interest of the Association, may be cause for removal from the Board. Any Director may be removed from the Board, with or without cause, by a majority vote of the full Board, but only if the notice of such meeting includes notice of a motion to remove the Director.
- G. Compensation. A Director shall receive no compensation for service on the Board, but may be compensated for actual expenses while conducting business as directed by the Board.
- H. Discharge of Duties by Director. A Director shall discharge the duties of his/her position in good faith and with that degree of diligence, care and skill, which an ordinarily prudent person would exercise under similar circumstances in a like position. In discharging those duties, a Director, when acting in good faith, may rely upon the opinion of counsel for the Association, upon the report of an independent appraiser selected with reasonable care by the Board of Directors, or upon financial statements of the Association represented to be correct by the Executive Director or the Officer of the Association having charge of its books or account, or stated in a written report by an independent public or certified public accountant or firm of such accountants to fairly reflect the financial condition of the Association.

Article VII. Officers

- A. Officers. The Officers of the Association shall be a President, Vice-President, Secretary and Treasurer.
- B. Election and Succession of Officers. The Officers for President, Vice-President, Secretary and Treasurer shall be elected by a majority vote of the Board present at the last Board meeting of the calendar year, with ascension to the office occurring January 1. In the event that the President vacates the office prior to completing his/her term, he/she will be succeeded by the Vice-President who will complete the remainder of that term.
- C. Tenure. All elected Officers shall be elected for a term of three (3) years. Tenure of office shall be limited to two consecutive terms. Anyone nominated for an office whose eligibility for Board membership is due to expire before they could fulfill the term of the office for which they are being nominated shall so advise the Board before accepting such nomination. Notwithstanding anything to the contrary in these Bylaws, tenure on the Board will automatically be extended to cover the Officer's term of office, if elected.

- D. Resignation or Removal. An Officer elected by the Board of Directors may be removed by the Board of Directors, with or without cause, by a majority vote of the Board. The removal of an Officer shall be without prejudice to any contractual rights. The election of an Officer by itself does not create contractual rights. An Officer may resign by providing the Association with written notice of his/her resignation. The resignation is effective upon its receipt by the Association or at any subsequent time specified in the notice of resignation. Any Officer who dies while in office shall be deemed to have resigned upon his/her death.
- E. Vacancies. Any Officer vacancy, except for the President, may be filled by appointment by the Board of Directors, such appointment to expire at the end of the original term of office.
- F. Qualifications. All Officers must be Directors in good standing of the Board of Directors.
- G. Duties:
1. President. The President shall preside at all general meetings of the Association and of the Board of Directors, shall appoint all members of all Board committees other than the Executive Committee and shall be a member ex-officio with a right to vote on all committees.
 2. Vice-President. In the absence of the President, the Vice-President shall preside at general meetings of the Association and Board meetings and perform other duties as are requested by the President.
 3. Secretary. The Secretary in general shall perform all duties incident to the office of Secretary. He/she shall keep, or cause to be kept, the minutes of all meetings of the Board of Directors, the giving and receiving of all notices of the Association and a current membership roster, which shall include the category of membership held.
 4. Treasurer. The Treasurer shall report on all of the financial matters and transactions of the Association as recorded in the books of the Association provided for that purpose. He/she shall require that all monies and other valuable effects in the name of and to the credit of the Association be deposited in a manner designated by the Board of Directors and insured in the name of the Association. The Treasurer shall require that the Association's books of accounts shall be audited annually by an independent Public Accountant, approved by the Board of Directors and reported to the Board of Directors and at the Annual Meeting of Members.

Article VIII. Executive Director

- A. Appointment. The Executive Director shall be hired by the Board of Directors.
- B. Duties. The Executive Director will not be an Officer of the Association; he/she will serve, ex-officio, as a non-voting member of the Board of Directors and its committees. The Executive Director shall be responsible for the day-to-day operations of the Association including, but not limited to, serving as an agent of the Association; managing its principal office; employing, supervising and terminating employees of the Association; and other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Article IX. Meetings of the Board of Directors

- A. Regular Meetings. The Board of Directors shall meet at least quarterly at a time and place to be scheduled by the Executive Director and confirmed by the President at each Board meeting prior to the next scheduled date. Notice in writing or by electronic transmission of the time, place and purpose of such meeting shall be provided to each Director at least seven (7) days prior to said meeting.
- B. Quorum. At all meetings of the Board of Directors, a majority of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum is not present, a majority of the Directors present may adjourn the meeting until such time as a quorum is present. Once a quorum has been established, it shall be considered to exist for the duration of the meeting, unless the number of Directors present falls to less than one-third of the number of Directors serving on the Board of Directors.
- C. Special Meetings. Special meetings of the Board of Directors may be called by the President. Notice in writing or by electronic transmission of the time, place and purpose of such meeting shall be provided to each Director in advance of the meeting at least seven (7) days prior to said meeting.
- D. Electronic Meetings.
 - 1. The Board or any committee may meet remotely by electronic means. In any meeting by electronic means, any means of communication may be used provided that all of the Directors or committee members participating shall be able to simultaneously hear each other during the meeting. A Director participating in a meeting by such means is deemed to be present in person at the meeting.
 - 2. The President may determine when a remote meeting shall be utilized, or a majority of the Board may so determine at a duly convened and noticed meeting of the Board.
 - 3. Videoconference meetings of the Board shall ensure participating members can simultaneously hear each other during the meeting, and will be subject to rules adopted by the Board to govern such meetings.
- E. Telephone Meetings.
 - 1. Any one or more Directors or one or more members of a committee thereof, may participate in a meeting through the use of any means of communication, by which all Directors or committee members participating may simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at such meeting; loss of internet will be considered the same as having left the meeting.
 - 2. Such meetings by conference telephone or similar communications equipment will be subject to rules adopted by the Board to govern such meetings.
- F. Executive Session.
 - 1. Upon agreement of a majority of the members present at a meeting of the Board, an executive closed-door session may be convened to provide an opportunity for the Board to

meet privately to handle sensitive and confidential issues, foster robust discourse, and strengthen trust and communication.

2. A motion to move into Executive Session is required and must be adopted by a majority of members present at a meeting of the Board. The motion shall state specifically the purpose for the Executive Session. The reference to the motion and the stated purpose for the Executive Session shall be included in the minutes. The Board shall restrict the consideration of matters during such Executive Sessions to only those matters stated in the motion. No contract, motion, or other action adopted, passed or agreed to in the Executive Sessions shall become effective unless the Board, following the Executive Session, reconvenes in open meeting and takes a vote on such contract, motion or other action which shall have its substance reasonably identified in the open meeting. The requirements of this Section shall not require the disclosure of information in violation of any applicable law.
3. Only members of the Board, invited guests, and designated staff are allowed to participate in an Executive Session meeting. In the event of a dispute regarding participation of any non-director attendee, a majority vote of the Board of Directors present shall determine participation eligibility of attendees.

G. Voting.

1. Action required or permitted to be taken at a meeting of the Board of Directors or a committee thereof may be taken without a meeting if all members of the Board of Directors or of the committee sign a consent to the action in writing or by electronic transmission. A written consent and the signing thereof may be accomplished by one or more electronic transmissions.
2. The written consents shall be filed with the minutes of the proceedings of the Board of Directors or the committee. The consent has the same effect as a vote of the Board of Directors or the committee for all purposes.

Article X. Committees

- A. Standing Committees. The Board of Directors may form standing committees of the Board of Directors listed below. Each committee so constituted may then recruit additional advisory, non-voting members from within or without the Association membership for their expertise pursuant to a particular committee goal.

1. Executive Committee. The Executive Committee shall have all powers and full authority of the Board of Directors, except as limited by Section 13.1-869 of the Virginia Code and the Executive Committee shall not have the power or authority to elect Directors, Officers or members of the Executive Committee. The Executive Committee shall meet as needed in the operation of the Association at the call of the President who shall serve as the chairperson of the Committee. *The Board of Directors shall elect annually from its voting members one (1) person at the fall Board of Directors meeting to be the at-large member of the Executive Committee, with ascension to the office occurring January 1.* The at-large member, together with the President, Vice-President, Secretary and Treasurer, shall constitute the Executive

Committee. The Executive Director will serve, ex-officio, as a non-voting member of the Committee. Records of all Executive Committee decisions shall be provided to all members of the Board. As required, the Executive Committee may vote (by a majority of those present) to go into Executive Session regarding personnel matters. These sessions will be closed and the minutes will be confidential. The Executive Committee Executive Sessions shall be subject to the same rules and procedures as the Board Executive Sessions as provided in Article IX, Section F, except any reference to the "Board" shall be replaced with the "Executive Committee". Any action by the Executive Committee shall require the affirmative vote of a majority of members; actions must be reported and/or approved by the Board of Directors at its meeting immediately following such action.

2. Finance Committee. The Finance Committee shall be composed of the President, Treasurer and no more than five (5) other Directors. The Finance Committee shall be responsible for providing financial guidance of the Association, and making recommendations to the Board of Directors concerning the Association's budget, financial reports, audits, salaries, indebtedness and other related matters. The Treasurer shall serve as the chairperson of the Finance/Audit Committee.
 3. Development Committee. The Development Committee shall be composed of the Vice-President and no more than five (5) other Directors. The Development Committee shall be responsible for overseeing development and implementation of the organization's fundraising program and identification and solicitation of funds from external sources of support.
 4. Nominating Committee. The Nominating Committee shall be composed of the Secretary and no more than five (5) other Directors. The Nominating Committee shall identify and solicit nominees to the Board of Directors for election by the Board at the fall Board meeting each year, shall develop Board recruitment materials in conjunction with the Executive Director and shall develop training materials and programs for all Board members.
- B. Ad-Hoc Committees. The Board of Directors may establish ad-hoc committees to provide a specific service or seek to attain a specific goal, and shall set the number of their members; the terms of their performance; the dates for a final report on their activities; which committees may be variously called an "advisory council," a "task force" or a "workgroup" depending on their intended function; and such other requirements as the Board deems appropriate. The President shall appoint at least one Director to be the Chair of any ad-hoc committee and may appoint other members from within or without the Association based upon their expertise, the needs of such committee and the requirements set by the Board. Such committees shall automatically dissolve upon completion of their report on accomplishment of the specific stated goal of such committee, unless the work of the committee is extended by the Board upon its review of their report.

Article XI. Support Groups

- A. Purpose. The Association will endeavor to associate itself with and provide assistance to local support groups that (i) serve the needs of persons with brain injury and their families in local

communities, and (ii) support and promote the mission and goals of the Association. The Executive Director will review the potential transaction, and any terms and conditions related to such matter; then present the matter to the Board for approval.

- B. Operations. Local support groups with which the Association affiliates itself will be required to comply with policies and procedures established from time to time by the Association.

Article XII. General Provisions

- A. Agents. To the extent authorized or permitted by law, and so far as is consistent with the Articles and these Bylaws, the Board of Directors may appoint agents and representatives of the Association with such powers and duties as the Board of Directors may see fit.
- B. Contracts. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any Officer(s) or agent(s), in the name of and on behalf of the Association, to enter into any contract or execute and deliver any instrument or to sign checks, drafts or other orders for the payment of money or notes 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, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or render it liable pecuniarily for any purpose or for any amount.
- C. Stock of Other Corporations. Unless otherwise ordered by the Board of Directors, the Executive Director shall have full power and authority on behalf of the Association to vote, either in person or by proxy, at any meeting of stockholders of any corporation in which the Association may hold stock and at any such meeting may possess and exercise any and all rights and powers incident to the ownership of such stock, which, as the owner thereof, the Association may have possessed and exercised if present. The Board of Directors may confer like powers upon any person or persons from time to time and may revoke any such power as granted at its pleasure.
- D. Rights of Inspection and Privileges. All books and records of the Association may be inspected by any member for any proper purpose at any reasonable time. Books and records of the Association will be made available to non-members in the interest of the Association when approved by the Board of Director, other than the mailing list of the membership and membership list, each of which shall not be released to any outside entity or person other than Brain Injury Association of America.
- E. Fiscal year. The fiscal year of the Association shall run from July 1 to June 30.

Article XIII. Amendments to Bylaws

- A. Amendment or Repeal of Bylaws. Except as otherwise provided in this Section, these Bylaws may be amended or repealed by a majority vote of the members of the Board of Directors.

- B. Amendment of Articles of Incorporation. Unless otherwise required in the Articles or the Act, amendments to the Articles shall be adopted by a vote of at least two-thirds of the members of the Board of Directors.

Article XIV. Dissolution

The dissolution of the Association shall be authorized at a meeting of the Board of Directors upon the adoption of a resolution to dissolve by the vote of a majority of the Directors in office. Upon dissolution or cessation of the activities of the Association, the Board shall determine by a majority vote of the Board of Directors the manner in which the property and assets of the Association are to be distributed in accordance with the Articles, the Virginia Code, and these Bylaws. In the event of dissolution of the Association, all liabilities and obligations of the Association shall be paid and discharged or adequate provisions shall be made therefore. Assets held by the Association upon condition requiring return, transfer or conveyance, which condition occurs by reason of a dissolution, shall be returned, transferred or conveyed in accordance with such requirements. All other assets, if any, shall be distributed only to such organizations as are qualified as tax-exempt under Section 501(c)(3) of the Code in accordance with the Articles.

Article XV. Repeal

Upon adoption of these Bylaws, all Bylaws heretofore in force and effect are hereby repealed. These Bylaws shall supersede and replace all prior Bylaws heretofore in force and effect.

Article XVI. Emergency Bylaws

- A. Generally. The emergency bylaws provided in this Article (the "Emergency Bylaws") shall be operative during any emergency, notwithstanding any different provision in the preceding articles of the Bylaws, the Articles of Incorporation, or the Virginia Code (other than those provisions relating to emergency bylaws). An emergency exists if a quorum of the Association's Board of Directors cannot readily be assembled because of some catastrophic event. To the extent not inconsistent with these Emergency Bylaws, the bylaws provided in the preceding Articles of these Bylaws shall remain in effect during the emergency, and upon the termination of the emergency, the Emergency Bylaws shall cease to be operative unless and until another emergency shall occur. During any emergency the following Sections B through H shall be in effect.
- B. Meetings. Any meeting of the Board of Directors may be called by any Officer of the Association or by any Director. The notice of meeting shall specify the time and place of the meeting. To the extent feasible, notice shall be given in accordance with Article IX, above, but notice may be given only to those Directors as it may be feasible to reach at the time, by such means as may be feasible at the time, including publication or radio, and at a time less than twenty-four (24) hours before the meeting if deemed necessary by the person giving notice. Notice shall be similarly given, to the extent feasible, to the other persons referred to in Section C below.

- C. Quorum. At any meeting of the Board of Directors, a quorum shall consist of a majority of the number of Directors in office at the time. If the Directors present at any particular meeting shall be fewer than the number required for a quorum, other persons present at the meeting and holding the positions referred to below shall be deemed Directors for that particular meeting in such numbers as may be necessary to constitute a quorum, as determined by the following provisions and in the following order of priority:

Any persons that are designated on a list approved by the Board of Directors before the emergency, such persons to be taken in the order of priority and subject to conditions as may be provided in the resolution approving the list.

- D. Voting. A majority of the Directors in attendance at any Board of Directors meeting where a quorum is present may act on behalf of the Association for any matter.
- E. Succession. The Board of Directors, during as well as before any emergency, may provide, from time to time modify, lines of succession in the event that, during an emergency, any or all Officers or agents of the Association shall for any reason be rendered incapable of discharging their duties.
- F. Principal Office. The Board of Directors, during as well as before any emergency may, effective in the emergency, change the principal office or designate several alternative offices or authorize the Officers to do so.
- G. Indemnification. No Officer, Director, or employee shall be liable for action taken in good faith in accordance with these Emergency Bylaws.
- H. Amendment to Emergency Bylaws. These Emergency Bylaws shall be subject to repeal or change by further action of the Board of Directors, except that no such repeal or change shall modify the standard of conduct set forth in the preceding Sections for purposes of establishing the liability of an Officer, Director, or employee for action or inaction occurring before the time of such repeal or change. Any amendment of the Emergency Bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

Certificate of Adoption of Bylaws

The undersigned hereby certifies that he/she is the duly elected and acting Secretary of the Brain Injury Association of Virginia, Inc., a nonprofit, nonstock corporation duly organized and existing under the laws of the Commonwealth of Virginia, and that the foregoing Bylaws constitute the Bylaws of Brain Injury Association of Virginia, Inc. as duly amended, restated, and adopted on May 27, 2022.

IN WITNESS WHEREOF, the undersigned has hereto subscribed his/her name this 27th day of May, 2022.

_____, Secretary