

**BYLAWS OF
DEMENTIA ALLIANCE INTERNATIONAL INCORPORATED
NONPROFIT 501c3**



ARTICLE 1 - NAME AND PURPOSE

Section 1 - Name: The name of the organization shall be Dementia Alliance International Incorporated. It is a 501c3 nonprofit organization incorporated under the laws of the State of Texas.

Section 2 - Purpose: Dementia Alliance International Incorporated is organized exclusively for charitable, scientific, and educational purposes.

The purpose of the corporation is:

To advocate for the voice of people with dementia;

Provide support and encouragement to people with dementia to live positively with dementia;

Model to other people with dementia and the wider community what living positively and with purpose with dementia looks like;

Advocate for people with dementia, and build the capacity of people with dementia to advocate for themselves and others living with the disease;

Reduce the stigma, isolation and discrimination of dementia, and enforce the human rights of people with dementia around the world.

ARTICLE II - MEMBERSHIP

Section 1 – Eligibility for membership: Request for membership shall be open to any person living with dementia that supports the Vision and Mission of the organization. Membership is granted after the completion and receipt of the electronically submitted on-line request or a written membership request provided to an active member.

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Membership may be denied or revoked at any time if it is determined that an individual presents potential risk to others in the organization or to the overall health and wellbeing of the organization itself and the people it serves. This includes but is not limited to breaches of the member Code of Conduct, and physical and mental hazards such as violence, anxiety and relived trauma. A majority vote of the Board is required for denial or revocation of membership.

Section 2 - Rights of members: A member has the right to vote by proxy. A proxy vote request is sent to the Secretary no less than seven days prior to an election.

Section 3 - Resignation and termination: Any member may resign by filing a written resignation with the secretary. A member can have their membership terminated by a majority vote of the board.

Section 4: Non-voting membership: The Board shall have the authority to establish and define non-voting categories of membership.

ARTICLE III - MEETING OF MEMBERS

Section 1 - Board Meetings: Regular meetings of the organization's board will be held at a minimum of quarterly, at a date and time designated by the Chair/CEO and Vice Chair of the board. Board meetings are attended by the current board members, the Finance Officer and Secretary; guests are by invitation only.

Section 2 - Annual General Meetings: An annual general meeting of the members shall take place in the month of June, the specific date, time, and location of which will be designated by the Chair/CEO and Vice Chair. At the annual meeting the membership shall elect those board members slated for election. The new board will commence from the date of the AGM. The Chair/CEO, Vice Chair, Secretary and Treasurer, are elected by the new board of directors.

Section 3 - Special Meetings: Special meetings may be called by the Chair, CEO and Vice Chair, or a simple majority of the members of the board. A petition signed by 10 voting members may also call a special meeting, providing 30 days' notice, and including the reason for the petition calling for a special meeting.

Section 4 - Notice of Meetings: Electronic transmission of each open annual general meeting shall be sent to each member not less than fourteen days prior to the meeting.

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Section 5 - Quorum: The new board will set the required number of board members present at any properly announced meeting for the quorum, for the term of the board.

Section 6 - Voting: All issues voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. In the case of a tie, the Chair has the deciding vote.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 - Board role, size, and compensation: The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the CEO, who manages the staff, volunteers and committees. The board shall have up to 12 members, but not fewer than 7, as determined by each the elected board. The Board receives no compensation other than reimbursement for expenses, which must have prior approval from the Board.

Section 2 - Terms: All board members shall be elected for a two-year term but are eligible for reelection for up to three consecutive terms. Terms of board members shall be staggered at fifty percent of the board every other year.

Section 3 - Meetings and notice: The Board will meet at least quarterly. An official board meeting requires that each board member have electronic notification of the meeting and agenda at least seven days prior to the meeting. Board meetings are closed to members. An Open Members meeting will be held one to two weeks following Board meetings, to inform all members of DAI activities and direction, and to enable open discussion for future policy and direction.

Section 4 - Election procedures: The Board shall be responsible for nominating a slate of prospective board members representing the Associations diverse constituency from the membership. Board members must have been members of DAI for the period of one year before eligibility except in exceptional circumstances as governed by the full board. All members will be eligible to submit one vote.

Section 5 - Officers and duties: There shall be three officer bearers who are DAI members on the board, consisting of Chair, Vice Chair, and Treasurer.

The Chair/CEO and Vice Chair shall convene regularly scheduled board meetings. The

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treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members, members and the public.

Section 6 - New Board members: Nominations for board members must be received 14 days prior to the AGM. One Board member must be either the nominator or seconder of new members.

Section 7 - Vacancies: When a vacancy exists on the board mid-term, the Chair or CEO must receive nominations for new members from present board members one week in advance of the board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting.

Section 8 – Co-opted board members: Members may be invited to join the board if a vacancy becomes available, and must be elected via a vote of current board members; if elected, co-opted members will not have to be formally nominated and elected at an AGM, and will serve their term in accordance with members elected at an AGM, from the date of being elected.

Section 9 - Resignation, termination, and absences: Resignation from the board must be electronically submitted to the secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year, to be determined by simple majority vote of the board. A board member may be removed for other reasons by a two-third majority vote of the remaining directors.

Section 10 - Special meetings: Special meetings of the board shall be called at the request of a Chairperson, or one-third of the board. Notices of special meetings shall be sent out to all board members at least seventy-two hours in advance of the meeting.

Section 11 – Expenses: All expenses must be pre-approved by the full board. Travel Policies must be adhered to.

Expenses such as office supplies, printing, printer ink, cost of telephones and the internet, and any other daily or occasional DAI operating costs incurred by an individual board member or volunteer in their role(s) are only reimbursable as per Article VI, Section 2.

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Section 12 – External positions: The role of Secretary and Finance Officer are positions held by appointed individuals who do not have to be a DAI member, with no voting rights. The secretary and finance officer will work under the direction of the Chair and CEO or Vice Chair, or the full board. All actions and decisions must be approved by the Chair, CEO and Vice Chair, or the full board.

ARTICLE V - COMMITTEES

Section 1 - Committee formation: The board will create sub committees as per Article V section 2; each committee will be chaired by a board member. The Secretary and Finance Officer may also be invited to join.

Section 2 – Three Committees: The board will set up three committees; 1. Internal Affairs, 2. External Affairs, and 3. Governance. There will be sub committees and or individuals to support them as determined by the board including a permanent and ongoing Finance committee, within these three formal committees.

Section 3 - Finance Sub Committee - the treasurer is the chair of the Finance committee, and the Finance Officer will also be invited to be part of this committee. The Finance Committee is responsible for reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members.

The board must approve the budget and all expenditures must be within budget. Any change to the budget must be approved by the board. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public in our Annual Reports, available on our website.

ARTICLE VI - DIRECTOR AND STAFF

Section 1 – Chief Executive Officer (CEO): The CEO is a position held by an appointed individual who does not have to be a DAI member, or is jointly held by the Chair, or a past Chair. The CEO has day-to-day responsibilities for the organization, including ensuring the organization’s strategic goals and policies are carried out. The CEO reports on the progress of the organization, answers questions of the Board members and carries out or authorizes the duties outlined in the job description. If the position is

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held separately to the Chair, the board can designate other duties as necessary. There may be no remuneration for the person in this role.

Section 2 – The Secretariat: This is a position held by a DAI Member or non-member including a volunteer, and whose duties include keeping records of board meetings and actions, including overseeing the taking of minutes at all board meetings, preparing agendas for approval by the Chair or Vice Chair, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. They report to the Board and will work under instruction of the CEO, or the Chair and Vice Chair if there is no CEO.

If a non-DAI member, the person has no voting rights.

There may be no remuneration or reimbursement for costs incurred for the person in this role.

Section 3 - The Finance Officer: The Finance Officer is a position held by a Member or non-member including a volunteer, whose responsibility it is to oversee the accounting, liaise with the appointed Certified Practicing Accountant (CPA), and who reports to the CEO and Treasurer, or Chair and Vice Chair if they are unavailable. They may have access to the banking records and Quick Books, but not to perform transactions. They may be asked to support other incidental assistance required by the Treasurer, the registered Certified Practicing Accountant, or as requested by the Chair, Vice Chair or the board.

If a non-DAI member, the person has no voting rights.

There may be no remuneration or reimbursement for costs incurred for the person in this role.

Section 4 – Non-DAI Member positions: at no time will anyone in these roles have voting rights, and they will work under the direct instruction of the CEO, Chair and Vice Chair, Treasurer, or as necessary, the full board.

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ARTICLE VII - GOVERNANCE AND STRUCTURE

The organization and membership will be governed by the following structure:

- Members
- Board of Directors
- Executive roles
 - o Chair
 - o CEO
 - o Vice Chair
 - o Treasurer
- Occupational Health and Safety Officer
- Three Committees
 - o Internal Affairs
 - o External Affairs
 - o Governance

ARTICLE VIII - AMENDMENTS

Section 1 - Amendments: These By Laws may be amended when necessary by two-thirds majority vote of the board of directors. Proposed amendments must be submitted to the Chair to be sent out with regular board announcements.


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CERTIFICATION

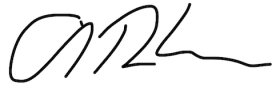
These new bylaws were approved at a meeting of the board of directors by a 100% majority vote on February 12/13, 2020.

Signed on behalf of the Board of Directors:

Chair:



Vice Chair:



Date: February 12/13, 2020