

**AMENDED AND RESTATED
BYLAWS

OF THE

ALZHEIMER'S DISEASE
AND RELATED DISORDERS ASSOCIATION, INC.
DESERT SOUTHWEST CHAPTER**

Approved by the Chapter Board on June 29, 2018

**ARTICLE I
NAME AND OFFICES OF THE CHAPTER**

Section 1. Name

The name of the Chapter is “Alzheimer’s Disease and Related Disorders Association, Inc., Desert Southwest Chapter” (the “Chapter”) doing business as the Alzheimer’s Association, Desert Southwest Chapter.

Section 2. Offices

The principal office of the Chapter shall be located in Maricopa County, Arizona. The Chapter will have such other offices within the Territory (see Article III) as the Chapter Board (herein sometimes referred to as the “Board”) may determine from time to time.

Section 3. Registered Office and Registered Agent

The Chapter shall have and continuously maintain in the State of Arizona, a registered office and a registered agent as required by the Arizona Nonprofit Corporation Act. The registered office may, but need not be, identical with the principal office of the Chapter, and the address of the registered office and the identity of the registered agent may be changed from time to time by the Board.

**ARTICLE II
PURPOSE**

The Chapter is a part of, and operates pursuant to the Policies and Procedures of, the Alzheimer’s Disease and Related Disorders Association, Inc. (the “Association”). The Alzheimer’s Association is a national organization, divided into discrete Chapters.

The vision of the Association is a world without Alzheimer’s disease. The Association’s mission is to eliminate Alzheimer’s disease through the advancement of research, to provide and enhance care and support for all affected, and to reduce the risk of dementia through the promotion of brain health. In alignment with the nationwide mission, the purpose of the Chapter is to empower and support individuals, families, care partners and communities affected by dementia in Arizona and southern Nevada.

The Chapter will work to further the goals of the Association at the local level through:

- A. Providing guidance and support for individuals with Alzheimer’ disease or related disorders, their families and caregivers.
- B. Encouraging and supporting research into causes, improved diagnosis, therapy, cures for and prevention of Alzheimer’s disease and related disorders.
- C. Educating and informing lay and professional people, as well as interested agencies and groups about Alzheimer’s disease and related disorders.
- D. Publicizing the medical, social, psychological and financial needs of the individuals with Alzheimer’s disease or related disorders, their families and care partners, and advocating for public education and support to ameliorate their problems.
- E. Advocating with public officials and with industry providers to advance the interests of persons with Alzheimer’s disease, their families and care partners, and to promote public and private programs that provide appropriate, affordable and high quality health, long-term care and social services.

F. Collaborating with Health and Long-Term Care providers to affect systemic change to benefit persons with Alzheimer’s disease, their families and care partners, in conjunction with Association strategic goals.

ARTICLE III TERRITORY AND REGIONS

Section 1. Territory

The territory in which the Chapter operates is the State of Arizona, including all counties within its boundaries, and Southern Nevada, including Clark, Nye, Esmeralda, Mineral and Lincoln Counties (the “Territory”). The primary activities of the Chapter shall take place within the Territory and relate to its residents and entities, according to the Policies and Procedures of the Association and the Chapter.

Section 2. Regions

The Chapter shall be divided into separate regions (a “Region”), as determined by the Board from time to time. The regions are as follows:

- A. Central Arizona Region – including Maricopa, Gila and Pinal counties.
- B. Northern Arizona Region – including Yavapai, Coconino, Apache, Navajo, La Paz and Mojave counties.
- C. Southern Arizona Region – including Graham, Cochise, Yuma, Pima, Santa Cruz and Greenlee counties.
- D. Southern Nevada Region – including Clark, Nye, Mineral, Lincoln, and Esmeralda counties.

ARTICLE IV NO ORGANIZATIONAL MEMBERSHIP

The Chapter shall have no membership of organizations.

ARTICLE V MEMBERS

Section 1. Powers.

The Chapter Board shall act in an advisory capacity with respect to the management of the business and property of the Chapter. Chapter management shall manage the business and property subject to the provisions of the Articles of Incorporation, these Bylaws, and the Policies and Procedures of the Chapter and the Association.

Section 2. Responsibilities.

A. Board. The Board shall be comprised of individual Members. The responsibilities of the Chapter Board in its advisory role shall include, but are not limited to, strategic planning, fundraising, stewardship, and working with the Executive Director to establish Chapter Policies.

B. Executive Director: The Board in conjunction with the Association shall select an Executive Director who shall be employed by the Chapter pursuant to terms established by the Association. The

Executive Director shall carry out the duties prescribed by the Association. The Executive Director shall be an ex-officio member of the Board and all committees.

Section 3. Election, Number, Tenure, Qualifications, Resignation, Removal, Vacancies, Leaves of Absence and Attendance.

- A. Election of Members. The Members of the Board shall be elected by a two-thirds (2/3) affirmative vote of the Members present at a Board meeting once nominated by the Board Executive Committee.
- B. Number of Members. The number of Members of the Board shall be determined from time to time by resolution of the Board, but shall be no fewer than eleven (11) nor greater than twenty-five (25). Any change in the number of Members requires a two-thirds (2/3) affirmative vote of all Members.
- C. Tenure. Each Member shall be elected for a term of two years. Terms shall be staggered so that not all Members' terms expire at the same time. A Member shall generally serve for no more than three consecutive terms. A Members may be eligible to serve a fourth consecutive term if approved by a two-thirds (2/3) affirmative vote of the Members present at a Board meeting. A Member who has served the maximum consecutive terms shall not be eligible for re-election until one year after the expiration of such Member's final term.
- D. Qualifications. Members must have their principal residence or their principal place of business in the Chapter's Territory. The Chapter shall strive for Board composition that reflects geographic, cultural, gender and multi-ethnic diversity, including persons with a broad range of essential business and leadership skills, and representing a balance of family members of persons with Alzheimer's disease, aging and health care professionals and members of the community-at-large.
- E. Resignation. Any Member may resign at any time by notification in writing to the Chair.
- F. Removal. Any Member may be removed by the Board with or without cause upon an affirmative vote of two-thirds (2/3) of all Members.
- G. Vacancies. The filling of any vacancy occurring on the Board shall be by an affirmative majority vote of the Members present at a Board meeting or by a sole remaining Member.
- H. Leaves of Absence. Any Members may apply for a Leave of Absence from the Board by submitting a written request to the Chair stating the reason and duration. The Executive Committee has the authority to grant the request.
- I. Attendance. Members are expected to participate in a minimum of 60% of all Board meetings each year. Excessive absences may be grounds for removal from the Board.
- J. Additional Considerations. Notwithstanding the foregoing, the Chapter Board may elect as one or more of its Members, defined as persons with early stage Alzheimer's disease or related dementia. These Members shall be elected to the Chapter Board for a one-year term, renewable at the discretion of the Board up to the maximum tenure limitations as stated within this Article, and shall have all other rights and privileges thereof. The qualifications of the individual, recruitment procedures, and support arrangements shall be determined by the Board as needed.

Section 4. Meetings

- A. Regular Meetings and Annual Meeting. Regular Meetings of the Board shall be held at such time and place as shall be determined by the Board. There shall be no fewer than four (4) meetings each year. One meeting shall be designated as the Annual Meeting.
- B. Special Meetings. Special Meetings of the Board may be called by the Chair or upon written request to the Secretary, signed by at least two-thirds (2/3) of all Members.

Section 5. Notice of Meetings

- A. Annual Meeting and Regular Meetings. Each Member shall receive written notice of each Annual and Regular Meeting of the Board at least fourteen (14) days prior to such meeting.
- B. Special Meetings. Each Member shall receive notice at least seven (7) days prior to a Special Meeting of the Board.
- C. Content of Notice. Notice of meeting shall state the time, place and agenda to be considered at the meeting. No item not set forth on the agenda contained in the notice shall be voted on at the meeting without an affirmative vote of two-thirds (2/3) of the Members present at a Board meeting.

Section 6. Quorum and Vote

A majority of the Members currently elected and serving shall legally constitute a quorum for each meeting. The act of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Board. Proxy voting shall not be a valid voting method.

Members of the Board may participate in a meeting of the Board by any means of communication by which all persons participating in the meeting can simultaneously hear and communicate with each other. Participating in such manner shall constitute presence in person at such meeting.

Section 7. Community Advisors

The Board may appoint one or more advisory volunteers who shall serve at the pleasure of the Board and give such guidance and assistance in furthering the purposes of the Chapter as the Chair may request. Community Advisors may be invited to attend meetings of the Board, but shall have no vote on any matter brought before the Board. Community Advisors may serve on Committees of the Board, but shall have no vote on any such Committee having and exercising any of the authority of the Board. Any Community Advisor may resign at any time by written notice to the Board Chair.

Section 8. Informal Action by Members

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written, faxed or e-mail consent, setting forth the action so taken, shall be approved by two-thirds (2/3) of all Members.

Section 9. Waiver of Notice

Whenever any notice is required to be given to any Member under these Bylaws or by law, a written waiver thereof, signed by such Member, shall be deemed equivalent to the giving of such notice.

Section 1. Officers

The Officers of the Chapter shall be Chair, Vice Chair(s), Secretary, and Treasurer. The Immediate Past Chair is eligible to sit as an Officer of the Board as long as his or her tenure permits. Unless precluded by law or policy, any two offices may be held by the same person. The Board shall endeavor to elect Officers representing each region for such positions.

Section 2. Election and Term of Office

The Officers of the Chapter shall be Members of the Board and shall be elected by the Board at its Annual Meeting. Vacancies may be filled or new offices created and filled at any meeting of the Board. Subject to the provisions of Section 3 and Section 4 of this Article VI, each Officer shall hold office until the next Annual Meeting of the Board and until his or her successor shall have been duly elected and shall have qualified.

Section 3. Limitations

The Chair may generally be elected to serve a maximum of three consecutive one-year terms. The Chair may be elected for a fourth consecutive one-year term, but shall require an affirmative vote of two-thirds (2/3) of the Members present at a Board meeting.

Section 4. Removal

Any Officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Chapter would be served thereby. Such removal shall be by an affirmative vote of two-thirds (2/3) of all Members.

Section 5. Vacancies

Any vacancy in any office may be filled for the unexpired portion of the term by an affirmative majority vote of the Members present at a Board meeting.

Section 6. Chair

The Chair shall be the principal Officer of the Chapter Board and shall be cognizant of significant business and affairs of the Chapter. He/she shall preside at all meetings of the Board. The Chair in general, shall perform all duties incident to the office of Chair and such duties as may be prescribed by the Board from time to time.

Section 7. Vice Chair

In the absence of the Chair or in the event of his/her inability or refusal to act, a Vice Chair in the order designated, shall perform all of the duties of the Chair and when so acting, shall have all of the duties and powers of and shall be subject to all of the requirements and responsibilities of the Chair. Any Vice Chair shall perform such duties as from time to time may be assigned to him/her by the Chair or the Board.

Section 8. Secretary

The Secretary shall keep the minutes of the meetings of the Board in one or more books provided for the purpose. The Secretary shall see to it that all notices of meetings are given in accordance with the law and provisions of these Bylaws. In general, the Secretary shall perform all of the duties incident to the Office of Secretary and such duties as may from time to time be assigned by the Chair or the Board.

Section 10. Immediate Past Chair

The Immediate Past Chair shall facilitate the Board and the Officers in ensuring continuity of Chapter leadership. If the Immediate Past Chair is not then a voting Member of the Board, then such person shall be an advisory member of the Executive Committee to the extent provided in Section 3 of Article VII.

ARTICLE VII COMMITTEES

Section 1. Committees of Members

The Chapter Board by resolution adopted by a majority of the Members present at a Board meeting may designate one or more Committees, each consisting of two or more Members, to assist the Board in their responsibilities to the extent provided in said resolution. A Member of the Board must serve as Chair or Co-Chair for each Committee and Members may serve on more than one Committee. The designation of such Committees and the delegation thereto of authority shall not relieve the Board or any individual Members of any responsibility imposed on it or him or her by law.

Section 2. Non-Board Committee Members

Board Committees may include non-Board participants as members. Non-Board Committee Members are entitled to vote on matters pertaining to their Committees, but shall not have voting powers on the Board. Non-Board may be recruited, nominated and then elected by an affirmative majority vote of Committee Members present at a Committee meeting subject to final approval by the Board.

Section 3. Executive Committee

The Board may by resolution designate its Officers plus any additional Members or Committee Chairs as it sees fit to constitute an Executive Committee. The Executive Committee shall have the powers and authority to act on behalf of the Board, as needed, in the period between Board meetings. The Executive Committee shall keep regular minutes of its proceedings and report its actions to the Board at the next regular meeting of the Board, and when approved, said actions shall become the actions of the Board. The Executive Committee shall not have the power to reverse actions of the Board, fill vacancies on the Board, amend or repeal the Chapter's Bylaws. Subject to the provisions of this Section 3, by an affirmative vote of two-thirds (2/3) the Members present at a Board meeting, the Board may at any time revoke or modify any or all of the authority delegated to the Executive Committee, and increase or decrease the number of Officers and Members serving on the Committee.

Section 4. Communication Committee

The Board Communication Committee shall consist of at least two Members appointed by an affirmative majority vote of the Members present at a Board meeting. The Committee is responsible for helping the Chapter achieve against its Concern and Awareness Strategic Priority, including strengthening media partnerships, developing culturally competent and diverse campaigns, and maximizing Chapter awareness in the community.

Section 5. Development Committee

The Board Development Committee shall consist of at least two Members appointed by an affirmative majority vote of the Members present at a Board meeting. The Committee is responsible for helping the Chapter achieve against its Revenue Strategic Priority, including increasing Walk and The Longest Day participation, identifying and developing new corporate partnerships, and strengthening donor recruitment and cultivation.

Section 6. Program Committee

The Board Program Committee shall consist of at least two Members appointed by an affirmative majority vote of the Members present at a Board meeting. The Committee is responsible for helping the Chapter achieve against its Care and Support Strategic Priority, including evaluating the efficacy of Chapter programs, developing connections to advance rural outreach, and creating partnerships with organizations to advance our diversity outreach goals.

Section 7. Public Policy Committee

The Board Public Policy Committee shall consist of at least two Members appointed by an affirmative majority vote of the Members present at a Board meeting. The Committee is responsible for helping the Chapter achieve against its Public Policy Strategic Priority, including the advancement of State and Federal goals, recruiting and continually engaging advocates, and increasing membership in AIM.

Section 8. Research Committee

The Board Research Committee shall consist of at least two Members appointed by an affirmative majority vote of the Members present at a Board meeting. The Committee is responsible for helping the Chapter achieve against its Research Strategic Priority, including engaging and educating PCP and health professionals, developing strategies to increase participation in clinical trials, and strengthen partnerships to facilitate systemic change in Health Care and Long-Term Care systems.

Section 9. Other Committees

Other Committees required by the Association Policies and Procedures or otherwise formed to carry out the strategic purposes of the Chapter and not having or exercising the authority of the Board may be established by resolution of the Board. Committees have the authority to form special and ad-hoc sub-Committees as necessary to complete the work of the Committee. All Committees must keep minutes and reports as necessary to document their actions.

Section 10. Term of Office

Each Member of a Committee shall continue as such until the next annual meeting of the Board and until his or her successor shall be appointed, unless the Committee shall no longer be required or such Member shall cease to qualify as a Member thereof.

Section 11. Committee Chair

Unless provided for otherwise by the Board and subject to Section 1 of this Article, a Member of each Committee shall be appointed Committee Chair or Co-Chair by the Board Chair.

Section 12. Resignation or Removal

Any Member of any Committee may resign at any time upon written notice to the Committee Chair. A Committee Member may be removed by the Board at any time.

Section 13. Vacancies

Vacancies in the membership of any Committee shall be filled by appointments made in the same manner as the original appointments.

Section 14. Quorum

Unless otherwise provided in the resolution of the Board designating a Committee, a majority of the whole Committee shall legally constitute a quorum. The act of a majority of the Members of the Committee present at a meeting at which a quorum is present shall be the act of the Committee. Members of a Committee may participate in a meeting of a Committee by any means of communication by which all persons participating in the meeting can simultaneously hear and communicate with each other. Participating in such manner shall constitute presence in person at such meeting.

Section 15. Minutes

Each Committee shall keep regular minutes of its actions and submit the minutes to the Board.

Section 16. Rules

Each committee may adopt rules for its own operations that are not inconsistent with these Bylaws and with rules adopted by the Board.

Section 17. Informal Action

Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if a written, faxed or e-mail consent, setting forth the action so taken, shall be approved by an affirmative vote of two-thirds (2/3) of the Committee Members.

**ARTICLE VIII
REGIONAL LEADERSHIP COUNCILS**

The Chapter values the diversity and uniqueness of the four distinct regional communities that are served. Regional Leadership Councils (RLCs) are essential local advisory partners for the Board, helping to keep the Chapter informed on perspectives of local needs and ways to interpret mission and operations to best address these needs.

Section 1. Role of RLCs

- A. Mobilize Local Resources. RLCs mobilize local human and financial resources to build awareness and support of the programs, services and activities needed by the Region and the Chapter to assist families struggling with Alzheimer’s disease.
- B. Provide Advisory Support. RLCs provide advisory support and information on local needs and resources to the Board. RLCs also provide local advisory support to the Regional Office and staff as requested.
- C. Assist Board Committees. RLCs provide a local volunteer leadership voice to Chapter-wide Board Committees.

Section 2. Operations of RLCs

In keeping with the Chapter’s commitment to respect the uniqueness of its communities, RLCs are encouraged to develop their own operational guidelines and procedures to best suit their local needs with regard to frequency of meetings, number of Members, and committee structure. The Regional Director, who reports to and is supervised by the Executive Director, serves as the lead Chapter staff to the local RLC.

**ARTICLE IX
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

Section 1. Contracts

The Chapter Board shall serve as an advisor to the Chapter on entering into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

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

Section 3. Deposits and Investments

All funds of the Chapter shall be deposited or invested to the credit of the Chapter with such appropriate institutions as the Association may resolve.

Section 4. Gifts and Grants

The Chapter Board may advise the Executive Director to accept any gift or grant for general or specified purposes of the Chapter in accordance with the fiscal Policies and Procedures of the Chapter. The Chapter Board may advise the Executive Director to decline any gift that may be deemed inappropriate or designated by the donor for a specific purpose that the Chapter may not be able to fulfill.

**ARTICLE X
BOOKS AND RECORDS**

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and Committees, and shall keep at the registered or principal office a record giving the names and addresses of the Members of the Board entitled to vote. All books and records of the Chapter may be inspected by any Member, or his or her agent or attorney, for any proper purpose authorized by these Bylaws or as required by law.

**ARTICLE XI
FISCAL YEAR**

The fiscal year of the Chapter shall conform to the fiscal year of the National Alzheimer's Association.

**ARTICLE XII
SEAL**

If required by law, the Board shall provide a corporate seal in the form of a circle with the name of the Chapter and the words "Corporate Seal" inscribed thereon.

**ARTICLE XIII
COMPENSATION AND CONFLICTS OF INTEREST**

Section 1. Compensation

Except as may be specifically permitted by the Association or Chapter Policies and Procedures, no Member or Officer of the Chapter Board shall receive any salary, fee, payment, honorarium or other compensation of any kind from the Chapter or any other party as a result of his or her position or affiliation with the Chapter. Nothing contained herein shall prevent any person from being reimbursed by the Chapter for reasonable expenses as approved by the Board.

Section 2. Conflicts of Interest with Chapter

No Member or Officer of the Chapter Board shall engage in any course of conduct which may result in a conflict of interest with the Chapter, or take any public position inimical to the best interests of the Chapter without the prior written approval of the Board in keeping with the Chapter's Ethics Policy.

Section 3. Conflicts of Interest with Others

No Member or Officer of the Chapter Board shall engage in any course of conduct which may result in a conflict of interest with the Association or any other Chapter, without the prior written approval of the Association.

Section 4. Statement of Commitment

All Members and Officers of the Chapter Board shall enter into a "Statement of Commitment" as approved by the Board, as a condition to service to the Chapter.

Section 5. Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Association. Such authority may be general or confined to specific instances; provided, however, no loans shall be made by the Corporation to its Members or Officers.

**ARTICLE XIV
EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Bylaws, no Member, Officer, employee or representative of the corporation shall take any action or carry on any activity for or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c) (3) of the Internal Revenue Code of 1954, and its regulations as they now exist, or as they may hereafter be amended, or by an organization contributions to which are deductible for federal income tax purposes under Section 170 (c) (2) of such code, and regulations as they now exist, or as they may hereafter be amended.

**ARTICLE XV
PARLIMENTARY RULES**

Except as altered by these Bylaws, the latest edition of Robert's Rules of Orders, Newly Revised shall govern the proceedings of all meetings of the Board and Committees of the Board.

**ARTICLE XVI
INDEMNIFICATION**

The Chapter shall provide for indemnification by the Corporation of any and all of its Members and Officers or former Members and Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties or a party by reason of having been Members or Officers of the Chapter, except in relation to matters as to which such Member or Officer or former Member or Officer shall be adjudged in such action, suit, or proceeding to be liable for willful misconduct or gross negligence in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. The Chapter shall purchase insurance for such indemnification.

**ARTICLE XVII
AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted with the by an affirmative vote of two-thirds (2/3) of the Members present at a Board meeting and with approval of the Alzheimer's Association National Office. Proposed amendments to the Bylaws shall be sent in writing to all Members not less than thirty (30) days prior to the meeting at which such amendments are to be considered.

