

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 (DAI) is organized exclusively for charitable, scientific, and educational purposes.

The purpose of the DAI is:

To advocate for the voice of people living with dementia;

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

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

Advocate for people living 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 living 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 DAI.

Membership of Dementia Alliance International is free and is open and exclusive to anyone with a medical diagnosis of any type of dementia - Mild or Major Neurodegenerative Disorder.

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.

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.

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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/Co-Chairs. Board meetings are attended by the current board members, the Treasurer; guests are by invitation only. There will be three Honorary Officers, Chair, Co-Chair or Vice Chair, and Treasurer.

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 board. 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/Co-Chairs, Vice Chair, and Treasurer, are elected by the new Board of Directors.

Section 3 - Special Meetings: Special meetings may be called by the Chair, Co-Chairs and/or 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, provide 30 days' notice, and include 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 thirty days prior to the meeting.

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/Co-Chairs has/have 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 retains all powers granted under Texas law which permit all necessary and convenient actions to affect all the approved purposes for Dementia Alliance International. The board shall have up to 12 members, but not fewer than 3, as determined by each elected board. The members of the Board of Directors may comprise of DAI members and non-members (people without dementia) with the relevant skills, with a majority being DAI members. The Chair/Co-Chair must be a DAI member. The Treasurer may be a non-DAI member. 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 and are eligible for reelection for up to three additional two-year terms to be served consecutively. No board member shall serve for more than eight (8) consecutive years on the board; except after serving a total of four consecutive two-year terms, a board member may be eligible for reconsideration as a board member after one year has passed since the conclusion of such board member's service. 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.

Section 4 - Personal and Professional Behavior: All board members, Staff and Volunteers who wish to resign from their role, do so in accordance with our bylaws by providing one month's notice, where possible. DAI requests the right to make a public announcement of board resignations, in advance of the member announcing it publicly.

Section 5 - Election procedures: The board shall be responsible for nominating a slate of prospective board members representing the Associations diverse constituency from the membership. All members will be eligible to submit one vote.

Section 6 - Officers: There shall be three officer bearers (board members) consisting of Chair, Vice Chair, and Treasurer or two Co-Chairs and Treasurer. The Chair, Co-Chairs and Vice Chair must be DAI members on the board. The Treasurer must be a board member but can be a non-DAI member.

Section 7 - The Chair/Co-Chairs and/or Vice Chair shall convene regularly scheduled board meetings. The 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.

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Section 8 - The Treasurer shall convene regular meetings of the Finance Committee as per Article V Section 2. In addition to the duties outlined in Article V Section 2, the Treasurer shall oversee the accounting, liaise with the board appointed Certified Public Accountant (CPA), have access to banking records, accounts and QuickBooks, and perform transactions as directed by the board.

Section 9 - 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 10 - Vacancies: When a vacancy exists on the board mid-term, the Chair or Co-Chairs 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 11 – 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, the term of the co-opted member is until the following AGM. If they wish to continue on the board, they will need to be formally nominated and elected at the AGM and will serve their term(s) in accordance with members elected at an AGM.

Section 12 - Resignation, termination, and absences: Resignation from the board must be electronically submitted to the Chair/Co-Chairs and providing not less than 30 days' notice, where possible. 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 13 - Special board meetings: Special meetings of the board shall be called at the request of the Chair/Co-Chairs, 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 14 – Expenses: All expenses must be pre-approved by the board as per our budget and delegation policies. Travel Policies must be adhered to.

Section 15. A majority of the board members in office immediately before a board meeting shall constitute a quorum for the transaction of business at that meeting. No business shall be considered by the board at any meeting at which a quorum is not present.

ARTICLE V - COMMITTEES

Section 1 - Committee formation: The board may establish ad hoc committees as it deems necessary for the effective management of the organization. The board will create one standing committee, the Finance Committee as per Article V section 2. Each ad hoc committee will be chaired by a board member appointed by the Chair/Co-Chairs.

Section 2 –Finance Committee - The Treasurer is the chair of the Finance committee. The Finance Committee is responsible for reviewing fiscal procedures, fundraising plans, and the annual budget.

Section 3 - 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

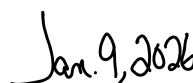
ARTICLE VI - AMENDMENTS

Section 1 - Amendments: These bylaws may be amended, when necessary, by two-thirds majority vote of the Board of Directors. Proposed amendments must be submitted to the Chair/Co-Chairs to be sent out with regular board announcements.

Signed on behalf of the Board of Directors:



Co-Chair: Janine Whited



Date