

AMERICAN PARKINSON DISEASE ASSOCIATION, INC.
CHAPTER BY-LAWS

BY-LAWS
OF

_____ Chapter of The American Parkinson
Disease Association, Inc.

ARTICLE I

Name, Territory, & Offices

Section 1. Name: This Chapter shall be known as the _____
_____ Chapter, American Parkinson Disease Association, Inc.

Section 2. Territory: The territory assigned to the Chapter by the American Parkinson Disease Association, Inc., (a New York Corporation hereinafter called "the Association") is _____

Subject to such changes herein as may from time to time be made by the Association.

Section 3. Offices: The headquarters and principal office of the Chapter shall be in the City of _____,
County of _____, located at _____, State of _____, Zip
Code _____.

ARTICLE II

Purpose

The purpose of this Chapter shall be to perform the local functions of and to the extent required, to participate in the other activities of the Association in the territory assigned to the Chapter, all in accordance with the Certificate of Incorporation, the By-laws and rules, regulations and policies of the Association as all of these may be amended from time to time.

ARTICLE III

Members & Membership Meetings

Section 1. Membership: Membership in the Chapter shall consist of the persons named in its charter application and such other persons as may be elected to membership. Members shall pay annual dues as established by the local chapter.

Section 2. Annual Meetings: The Annual Meeting of the Chapter members shall be held during the month of September each year, for the consideration of reports, and for the transaction of such other business as may properly come before the meeting.

Section 3. Special Meetings: Special meetings of the Chapter members may be called at any time by the President or by three (3) members of the Chapter Executive Committee. It must be called by President or Secretary on the receipt of the written request of at least one-third of the Chapter members. The purpose of the special meeting must be in the meeting notice. No other business can take place at this meeting.

Section 4. Notice of Meetings: Notice of the time, place and purposes of each annual or special meeting shall be given by mailing the same not less than five (5) or more than twenty (20) days before the meeting to each member, at his address as it appears on the books or records of the Chapter.

Section 5. Quorum: At any meeting of the members, one-third of the chapter membership present in person, shall constitute a quorum.

Section 6. Voting: At every meeting of members, each member present in person shall be entitled to one (1) vote.

Section 7. Proxy: Proxy votes are not permitted.

Section 8. Termination of Membership: Membership of any person may be terminated by two-thirds of the Executive Committee for conduct of such member deemed detrimental to the Association and/or the Chapter. Such members have the right to appeal to the general membership within thirty (30) days.

ARTICLE IV

Executive Committee

Section 1. Powers: The business and affairs of the Chapter shall be managed and controlled by its Executive Committee.

Section 2. Number: The number of members of the Executive Committee shall be not less than three (3) or more than fifteen (15).

Section 3. Election: The members of the Executive Committee shall be elected at the annual meeting of the Chapter members for the term of two (2) years and shall serve for said term until their successors shall have been duly elected. Only Chapter members in good standing shall be eligible for election and shall serve as members of the Committee. All elected officers are automatically members of the Executive Committee and the balance is elected from the general membership.

Section 4. Regular Meetings: The annually elected members of the Executive Committee may meet immediately after each annual meeting of the Chapter members for the purpose of organization, and the transaction of business, provided a quorum of the members of the Committee is present.

Section 5. Notice of Meetings: Notice of all meetings of the Executive Committee shall be given by mail or telephone at least five (5) days before the meeting to each member of the Committee at the address furnished by the member for such purpose to the Secretary of the Chapter.

Section 6. Quorum/ Voting: A majority of the members of the Executive Committee present in person shall constitute a quorum. Each member of the Committee shall have one (1) vote and no voting by proxy shall be permitted.

Section 7. Vacancies: Any vacancy in the Executive Committee, occurring for any reason, may be filled for the unexpired portion of the term at any meeting of the Committee by a majority vote of the remaining members of the Committee present at the meeting.

Section 8. Delegation of Powers: The Executive Committee may, by general resolution, delegate to committees of its own number or

to officers or representatives of the Chapter, such powers, as they see fit. These committees shall not be of the same purpose as the Standing Committees which are appointed by the President.

Section 9. Committees: The President may appoint or provide for the appointment of such advisory and administrative standing committees from among Chapter members as he sees fit and shall determine their duties and functions. The members of such committees shall serve at the pleasure and subject to the control and direction of the President.

Section 10. Annual Report: The Executive Committee shall present at the annual meeting of the Chapter members an annual report for the fiscal year preceding such annual meeting.

ARTICLE V

Officers

Section 1. Number: The officers of the Chapter shall be a President, one (1) or more Vice Presidents, a Secretary and a Treasurer. Any one person may hold the offices of Secretary and Treasurer simultaneously.

Section 2. Election: All officers shall be elected for a two (2) year term by majority of members present at the annual meeting of the Chapter. To be eligible for election, such person must have had served on the Executive Committee for that period.

Section 3. Vacancies: If any office becomes vacant for any reason, the Executive Committee may at a meeting elect an officer to fill such vacancy for the unexpired term.

Section 4. President: The President shall be the Chief Executive of the Chapter. He shall preside at all meetings of members of the Chapter and of the Executive Committee. He may sign and execute all authorized contracts and other obligations and undertakings in the name and solely on behalf of the Chapter. The Executive Committee shall have the power to designate the Secretary as a co-signer.

Section 5. Vice President(s): At the request of the President, or in the event of his absence or disability, the Senior Vice President shall perform the duties of the President.

Section 6. Secretary: The Secretary shall attend and keep the minutes of all meetings of the Executive Committee and the Chapter

members. He shall attend to the giving and serving of all notices of the Chapter. He may sign with the President, in the name of and on behalf of the Chapter, any and all contracts or agreements authorized by the Executive Committee. He shall have charge of such books, documents and papers as the Executive Committee may determine. He shall, in general, perform all the duties incident to the office of Secretary subject to the control of the Executive Committee. He shall also keep a record containing the names, alphabetically arranged, of all persons who are members of the Chapter, showing their places of residence and dates of membership.

Section 7. Treasurer: *The Treasurer shall have the custody of all the funds of the Chapter subject to such regulations as may be prescribed by the Executive Committee. He may endorse on behalf of the Chapter for collection, checks, notes and other obligations, and shall deposit the same as any receipts received in cash to the credit of the Chapter in such banks that are members of the F.D.I.C. as shall be designated by the Executive Committee. No funds shall be deposited in the name of an individual. He shall sign all receipts and vouchers and shall countersign all checks of the Chapter. He shall enter regularly on the books of the Chapter to be kept by him or her for that purpose, any and all monies and obligations paid or incurred for the account of the Chapter and shall exhibit such books at all reasonable times to any member of the Executive Committee or to the Association as their regulations, rulings and practices may prescribe.*

Section 8. Term of Office: *The term of office shall be for two (2) years commencing immediately after the annual meeting.*

ARTICLE VI

Contracts

Unless specifically authorized in writing by the Executive Committee, no officer, agent or member of the Chapter shall have any power or authority to bind the Chapter by any contract or engagement or to pledge its credit or render it liable financially for any purposes or in any amount.

ARTICLE VII

Funds, Property and Bank Accounts

Section 1. Funds and Property: *All funds and property, both real and personal, received by the Chapter in any manner including donation, gift, bequest, etc. shall belong in its entirety to the Association. These funds and property are to be held by the Chapter in trust for the Association and used only for the purposes authorized by the Association either in accordance with its rules and regulations or with the policies of the Association as specified, from time to time, to the Chapter in writing.*

Section 2. Bank Accounts: *All funds of the Chapter shall be maintained in a depository account with a bank that is a member of the F.D.I.C. The account name shall be " _____ "*
Chapter, American Parkinson Disease Association, Inc." All withdrawals from such accounts shall be made only by check or similar bank draft and shall be signed by the President and Treasurer, however if either are not available these checks can be signed by any two signatures. The Chapter shall promptly report to the Association all bank accounts and the respective account numbers. All bank accounts of chapters shall be established in such a manner that the Association shall be authorized to withdraw funds, and all chapters must send a bank resolution to the Association.

ARTICLE VIII

Waiver of Notice

Any notice of meetings required to be given in accordance with these By-Laws may be waived by the person or persons entitled to receive such notice. The waiver must be in writing and signed by such person or persons. The executed waiver of notice may be signed either prior to or after the date set for the meeting.

ARTICLE IX

Existing Chapters shall conform to these By-laws. All former By laws or resolutions are hereby repealed and annulled. These By-laws may be altered or amended only by the Association.

ARTICLE X

Rules, regulations, policies and By-laws of the Association shall take precedence over that which is contained herein.

ARTICLE XI

The Association shall not be liable for or with respect to any act or any failure to act of the Chapter, the members of the Chapter, its committee, officers, agents, servants, or employees, nor for any obligation assumed or incurred by any of them.

NOTE: *Wherever the By-Laws state "he", it shall be gender neutral and shall mean "he or she."*

The foregoing By-Laws is hereby acknowledged, accepted and approved this _____ day of _____, 200__.

AMERICAN PARKINSON DISEASE ASSOCIATION, INC.

BY: _____
Joel Gerstel, Executive Director

Chapter Name & Address:

The _____ Chapter of the APDA was originally established in _____ (month) of _____ (year). These new by-laws will replace any set previously filled out and signed prior to the above date.

BY: _____
Chapter President (Signature)

Please Print:

CHAPTER PRESIDENT: _____

TREASURER: _____