



**AMENDED AND RESTATED
BYLAWS
OF THE
ALZHEIMER'S DISEASE
AND RELATED DISORDERS ASSOCIATION, INC.
DESERT SOUTHWEST CHAPTER**

As Amended by the Board of Directors on January 30, 2009

Board Chair: Robbie Nicol


signature

Board Secretary: Mike Beatty


signature

**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 Board of Directors (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 party to a formal “Statement of Relationship” with, and operates pursuant to the Policies and Procedures of, the Alzheimer’s Disease and Related Disorders Association, Inc. (the “Alzheimer’s Association”). The Alzheimer’s Association is a national organization, composed of member 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 equip, energize and ultimately empower individuals, families and communities to provide compassionate and effective dementia care and support in Arizona and Southern Nevada.

The purpose of the Chapter is to further the goals of the Alzheimer’s 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 and 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 caregivers and advocating for public education and support to ameliorate their problems.
- E. Advocating with public officials and with health and long term care providers to advance the interests of persons with Alzheimer’s disease, their families and caregivers, and to promote public and private programs that provide appropriate, affordable and high quality health, long term care and social services.

**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 MEMBERS**

The Chapter shall have no members.

**ARTICLE V
DIRECTORS**

Section 1. Powers. Subject to the provisions of the Articles of Incorporation, these Bylaws, the Statement of Relationship between the Association and the Chapter, and the Policies and Procedures of the Chapter and Association, the business and the property of the Chapter shall be exclusively managed by its Board. The Board may exercise all such powers of the Chapter and do all such acts otherwise limited in the Articles of Incorporation, these Bylaws, resolutions of the Board, or applicable law.

Section 2. Responsibilities.

- A. Board. The responsibilities of the Board of Directors include but are not limited to strategic planning, fundraising, stewardship and fiduciary duties, establishing Chapter Policies and employing the Executive Director pursuant to terms established by the Board.
- B. Executive Director: The Board shall select an Executive Director who shall be employed by the corporation pursuant to terms established by the Board. The Executive Director shall be responsible to, but only to, the Board. The Executive Director shall carry out the duties prescribed by the Board. 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 Directors. The Directors of the Board shall be elected by a two-thirds (2/3) affirmative vote of the Directors present at a Board meeting once nominated by the Board Development Committee.
- B. Number of Directors. The number of Directors 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 Directors requires a two-thirds (2/3) affirmative vote of all Directors.
- C. Tenure. Each Director shall be elected for a term of two years. Terms shall be staggered so that not all Directors' terms expire at the same time. A Director shall generally serve for no more than three consecutive terms. A Director may be eligible to serve a fourth consecutive term if approved by a two-thirds (2/3) affirmative vote of the Directors present at a Board meeting. A Director who has served the maximum consecutive terms shall not be eligible for re-election until one year after the expiration of such Director's final term. To facilitate appropriate leadership succession and transition planning, an exemption to the tenure limitations may be made, to permit a maximum of two additional terms for a current Chair or Past Chair who would otherwise be subject to pre-mature retirement of office as a result of this limitation. Such exemption(s) are subject to approval by a two-thirds (2/3) affirmative vote of Directors at a Board meeting for each of the board terms.
- D. Qualifications. Directors 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 Director may resign at any time by notification in writing to the Chair.
- F. Removal. Any Director may be removed by the Board with or without cause upon an affirmative vote of two-thirds (2/3) of all Directors.
- G. Vacancies. The filling of any vacancy occurring on the Board shall be by an affirmative majority vote of the Directors present at a Board meeting or by a sole remaining Director.
- H. Leaves of Absence. Any Director 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. Board Directors 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 of Directors may elect as one or more of its Directors, defined as persons with early stage Alzheimer's disease or related dementia. These Directors shall be elected to the Board of Directors 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 of Directors 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 of Directors may be called by the Chair or upon written request to the Secretary, signed by at least two-thirds (2/3) of all Directors.

Section 5. Notice of Meetings

- A. Annual Meeting and Regular Meetings. Each Director 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 Director 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 Directors present at a Board meeting.

Section 6. Quorum and Vote. A majority of the Directors currently elected and serving shall legally constitute a quorum for each meeting. The act of a majority of the Board of Directors 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.

Directors 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 Directors. 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 Directors.

Section 9. Waiver of Notice. Whenever any notice is required to be given to any Director under these Bylaws or by law, a written waiver thereof, signed by such Director, shall be deemed equivalent to the giving of such notice.

ARTICLE VI OFFICERS

Section 1. Officers. The Officers of the Chapter shall be Chair, a Vice Chair or Chairs, 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 Directors 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 Directors 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 Directors

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 Directors present at a Board meeting.

Section 6. Chair. The Chair shall be the principal Officer of the Chapter and shall be cognizant of significant business and affairs of the Chapter. He or she shall preside at all meetings of the Board. He or she may execute with the Secretary or any other proper Officer of the Chapter authorized by the Board, any contracts, or other instruments which the Board may have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by law to some other Officer or agent of the Chapter. The Chair in general, shall perform all duties incident to the office of Chair and such other 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 or 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 other duties as from time to time may be assigned to him or 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 other duties as may from time to time be assigned by the Chair or the Board.

Section 9. Treasurer. The Treasurer shall have charge of and be responsible for all funds and securities of the Chapter, for receiving and giving receipts for monies due and payable to the Chapter from any source whatsoever, for depositing all such monies in the name of the Chapter in such banks, trust companies, or other depositories as shall be designated by the Board, and for disbursing the funds of the Chapter as may be ordered by the Board. The Treasurer shall, in general, perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned by the Chair or by the Board. If required by the Board, the Treasurer shall give bond for the faithful discharge of his or her duties in a sum and with one or more securities satisfactory to 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 Director 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 Directors. The Chapter Board by resolution adopted by a majority of the Directors present at a Board meeting may designate one or more Committees, each consisting of two or more Directors, to assist the Board in their responsibilities to the extent provided in said resolution. A Director of the Board must serve as Chair or Co-Chair for each Committee and Board Directors 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 Director of any responsibility imposed on it or him or her by law.

Section 2. Non-Director Committee Members. Board Committees may include non-Directors as members. Non-Director Committee Members are entitled to vote on matters pertaining to their Committees, but shall not have voting powers on the Board. Non-Directors 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 Directors 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 in the management of the business and affairs of the Chapter, 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, or expend any funds not in accordance with the Chapter's approved budget. Subject to the provisions of this Section 3, by an affirmative vote of two-thirds (2/3) the Directors 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 Board Directors serving on the Committee.

Section 4. Audit Committee. The Audit Committee shall be appointed by an affirmative majority vote of the Directors present at a Board meeting. Said Committee shall consist of no fewer than two (2) Directors. The Treasurer shall not be a Member of the Committee. The Committee shall, at least once each year, examine the books and accounts of the Treasurer, and those of any other Committee or person handling funds of the Chapter, and shall report the results of their audit annually to the Board. Subject to Board approval, the Committee shall have the power to engage independent auditors for the purpose of making such audits. Where the work has been delegated to an independent auditor, the Committee may adopt the report of the auditors as their own, without further responsibility on the part of the Committee.

Section 5. Board Development Committee. The Board Development Committee shall consist of at least two Directors appointed by an affirmative majority vote of the Directors present at a Board meeting. The Committee is responsible for the on-going recruitment, development, education and evaluation of the Board of Directors. It is also responsible for the annual nomination of Officers.

Section 6. Finance Committee. Responsible for oversight of the Chapter's finances, including preparation of annual budget, review of reporting systems, monitoring of revenue and expenses, evaluation of internal controls, and filing of reports with the National Alzheimer's Association and other entities as required by law and Chapter Policies and Procedures.

Section 7. Other Committees. Other Committees required by the Alzheimer's 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 8. 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 9. 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 10. 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 11. Vacancies. Vacancies in the membership of any Committee shall be filled by appointments made in the same manner as the original appointments.

Section 12. 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 13. Minutes. Each Committee shall keep regular minutes of its actions and submit the minutes to the Board of Directors.

Section 14. 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 15. 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 of Directors, 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 of Directors. 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 may authorize any Officer or Officers, agent or agents to the Chapter, in addition to the Officers so authorized by these Bylaws, to enter 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 such Officer or Officers, agent or agents of the Chapter and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Chapter Board such instruments shall be signed by the Chapter Treasurer and countersigned by the Chair or a Vice Chair.

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 Chapter Board may resolve.

Section 4. Gifts and Grants. The Chapter Board or Executive Director may 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 or Executive Director reserve the right 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 having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the Directors of the Board entitled to vote. All books and records of the Chapter may be inspected by any Director, 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 Director or Officer of the Chapter 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 Director or Officer of the Chapter 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 Director or Officer of the Chapter 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 Directors and Officers of the Chapter 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 Board. Such authority may be general or confined to specific instances; provided, however, no loans shall be made by the Corporation to its Directors or Officers.

**ARTICLE XIV
EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Bylaws, no Director, 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 Directors and Officers or former Directors 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 Directors or Officers of the Chapter, except in relation to matters as to which such Director or Officer or former Director 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 Directors 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 Directors not less than thirty (30) days prior to the meeting at which such amendments are to be considered.