



North American
Spinal Cord Injury
— Consortium —

CHARTER 2.0

(Amended November 12, 2018)

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**NORTH AMERICAN SPINAL CORD INJURY CONSORTIUM
NASCIC CHARTER DEFINITIONS**

Research – Any investigative study that is related specifically to those with a spinal cord injury. The scope and the type of research whether it be scientific i.e. neuroscience or societal will be determined by the governing council and its members.

Care – The provision of what is necessary for the health, welfare, maintenance, and protection of any person living with a spinal cord injury.

Cure - Restoration of ones fully functional and healthy body, including relief from pain and spasms, return of bowel, bladder and sexual function, and recovery of normal sensation in addition to motor control. Once cured a person should be able to live independently, free from assistive devices, caregivers, catheters etc.

Policy – A course or principle of action adopted or proposed by a government, party, business, or individual in relation to the spinal cord injury community.

SCI Community – A group of people with invested interest in spinal cord injury which would include spinal cord injured people, family, friends, caregivers, healthcare providers (including all health practitioners), private industry, researchers and organizations.

Like-minded - Having similar opinions and interests.

Trade Association - An association of people or companies in a particular business or trade, organized to promote their common interests.

Lobbying Entity - An organization or group that seeks to influence an issue.

Any person of influence who can create and/or change policy that affects those living with a spinal cord injury.

Treatment Care Center – A specialized facility for the investigation and treatment of spinal cord injury.

Active Engagement - Actively doing things for the Consortium, rather than simply giving one's support.

Active Member – Fulfilling the required membership dues; participating in regular and ongoing communication; attending or sending a delegate to the annual meeting.

Industry - A for-profit private sector organization and/or group.

Reasonable Expenses - Expenses incurred in the operation of the organization and reviewed by the Treasurer.

ARTICLE I
Mission, Guiding Principles, Purpose

a. Mission

1. The North American Spinal Cord Injury Consortium (NASCIC) has the mission to bring about unified achievements in research, care, cure and policy by supporting collaborative efforts across the spinal cord injury community.

b. Guiding Principles

The defining interest of NASCIC is to bring about positive change toward persons living with spinal cord injury and their care and quality of life.

1. NASCIC achieves its mission through the conduct of projects, rather than through the establishment of committees.
2. The members of NASCIC are all treated equally regardless of size, financial means, and breadth of reach.
3. NASCIC builds collaborative partnerships and connections to the SCI community.
4. The organization will operate in an ethical and financially responsible manner.
5. NASCIC is structured as a learning organization, with periodic internal review, including annual/semi-annual reviews of the NASCIC Charter.

c. Purpose

1. NASCIC brings together like-minded organizations, individuals, and groups to improve research, care, cure and policies impacting people living with spinal cord injury, their families, and community. Working collaboratively, the organization is structured to effectively bring about collective change through approved projects. This is achieved through:
 - I. The formation of relationships and active engagement between the individuals and organizations representing spinal cord injury;
 - II. The exchange of valid, trustworthy, and useful information, experience, and knowledge;
 - III. Promotion of and involvement with 'best practices of consumer engagement' in research, care, cure and policy;
 - IV. The creation of a unified platform for SCI advocacy in North America;
 - V. Promotion of collaboration among experts in the fields of research, care, cure and policy of participating members.
2. NASCIC is not a trade association, lobbying entity, or treatment care center. Those providing such services to the spinal cord injury community may be Partner members.

ARTICLE II
Membership, Rights & Duties of Members, Voting Rights

- a. Membership:** A member is any organization or individual whose main objective is to directly represent people living with SCI, their caregivers, family, or community.
1. **Principal member:** A consumer-based organization may be a member of NASCIC. The organization must be a registered 501c3(USA), Registered Charity not-for-profit organization or the equivalent in its jurisdiction that directly serves, represents, or advocates for the SCI community whether national, regional, or local. In the event that a participating organization represents the disability community in general, participating NASCIC members must have some direct interaction or related focus on the SCI community. Principal members have an obligation to inform their organization's members about NASCIC. This membership category has a limit of one voting delegate representative and this vote must be representative of the organization's membership.
 2. **Patron member:** Any individual living with a spinal cord injury or directly representing a person living with a spinal cord injury, such as a caregiver or family member, with a main objective of representing themselves and not an organization. This membership category has a limit of one voting delegate representative.
 3. **Partner member:** Any organization or individual with an interest or activities related to people living with SCI but do not meet the above membership categories. Examples may be clinical care facilities, professional associations, funding agencies, for profit entities, government agencies, research institutions, etc. This membership category can advise Principal and Patron members and participate in meetings and discussions, but does not have a voting delegate representative.
- b. Rights and Duties**
1. Each Principal Member has the right to send a maximum of one voting delegate to the annual meeting of NASCIC members. Additional non-voting members may attend the annual meeting.
 2. All members are obliged to be active in the duties of the NASCIC and to pay the agreed membership dues within 30 days of the expiration notice.
 3. All members must sign a conflict of interest and disclosure declaration, to be reviewed annually.
 4. **Fees and Dues**
 - i. The NASCIC Executive Council will propose a membership fee structure on an annual basis at the Annual Meeting, to be ratified by the Assembly of Delegates, keeping in mind that NASCIC is meant to be inclusive of a broad spectrum of SCI stakeholders interested in the overall mission of NASCIC Partner members who are employed by a country's federal government may not participate in structuring of membership dues and are exempt from payment of such dues.

5. Voting rights

Voting rights uphold the guiding principle of an equal voice among members, irrespective of size, financial means or reach. All votes must be cast within the voting period as defined by the Executive Council.

- I. Principal members may have one vote, which should be representative of their organizations membership.
- II. Patron members may have one vote, which is self-representing.
- III. Partner members shall not vote.

ARTICLE III
Admission (Processes)

a. Admission Policy & Procedure for NASCIC Participation

1. All interested in joining the consortium must complete an Application for consideration by the NASCIC Executive Council. Upon acceptance, applicant's membership will be considered provisional until membership dues are paid in full, if there are membership fees and a signed copy of the agreed upon articles governing the NASCIC are received.
2. Members will be expected to have their delegate (or self) attend the ***annual meeting***, either physically or virtually, in order to retain membership privileges.

ARTICLE IV
Expulsion (Processes)

a. An organization's membership may be revoked for the following circumstances:

1. Members fail to meet the expectations as defined in Article II for participation *(at the discretion of the EC)*.
2. Members do not pay their annual dues in a timely manner, if there are membership fees.
3. *Unprofessional behavior typified by a failure to adhere to agreed upon code of conduct: Always acting with fairness, honesty, integrity, and openness; respecting the opinions of others and treating all with equality and dignity without regard to gender, race, color, creed, ancestry, place of origin, political beliefs, religion, marital status, disability, age, or sexual orientation in meetings, email correspondence, or other forms of communication.* Failure to comply with the above code of conduct will result in a warning issued by the Executive Council. If failure to comply is repeated, then member organization will be subject to revocation of membership as determined by a two-thirds majority vote of the Assembly of Delegates.

4. Actions, speech, or behaviors outside of internal communications that reflect poorly on the reputation of NASCIC. These behaviors will be followed with a warning issued by the Executive Council and if not corrected, will be subject to revocation of membership following a two-thirds majority vote of the Assembly of Delegates.
5. Member may resign from participation by providing a letter signed and authorized by the member organization's leadership and sent to NASCIC Executive Council.
6. Members may apply for reinstatement following 12 months after expulsion. To be reinstated, the member must follow the standard application process set forth for NASCIC membership in ARTICLE III.

ARTICLE V

Conflict of Interest (Processes, potential instances)

A conflict of interest is defined as an actual or perceived interest by a member in an action or transaction that results in, or has the appearance of resulting in, personal, organizational, or professional gain. All members are obligated to always act in the best interest of the organization. This obligation requires that any member, in the performance of organization duties and business affairs, seek only the furtherance of the organization's mission and best interests. At all times, members are prohibited from using their position with the organization, job title, or the organization's name or property, for private profit or benefit.

- a. The members of the organization should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors/consultants and others with a business relationship with the organization. This provision is not intended to preclude bona-fide organization fundraising activities.
- b. No member of the organization shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his/her knowledge, any of the following has a financial interest in that purchase or contract:
 1. The member;
 2. Any member of their immediate or extended family;
 3. Their partner;
 4. An organization in which any of the above is an officer, director, trustee or employee;
 5. A person or organization with whom any of the above individuals is negotiating or has an arrangement concerning prospective employment.
- c. **Disclosure:** Any possible conflict of interest shall be disclosed by the person or person concerned to the Executive Council.

- d. **Executive Council Action:** When a conflict of interest is relevant to a matter requiring action by the organization’s EC, any member shall call it to the attention of the EC and said person(s) shall not vote on the matter. In addition, the person(s) shall recuse themselves from the final decision or related deliberation regarding the matter under consideration. When there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by vote of the Executive Council, excluding the person(s) concerning whose situation the doubt has arisen.

Record of Conflict: The official minutes of the EC shall reflect that the conflict of interest was disclosed and the interested person(s) did not participate in the final discussion or vote and did not vote on the matter.

ARTICLE VI Organization structure/Composition (Definition)

The organizational structure shall consist of each of the following:

- a. Assembly of Delegates
- b. Executive Council
- c. Financial Reviewers
- d. Executive Director

a. Assembly of Delegates

- 1. **Composition:** The Assembly of Delegates is the authorizing decision-making and controlling body of the NASCIC. It consists of all voting members of the NASCIC.
- 2. **Authority:** The Assembly of Delegates decides on all matters which have not been delegated to another body within the structure of the NASCIC. The following authority may not be delegated:
 - I. Approval of the annual report
 - II. Approval of the auditor’s report and approval of the financial reports
 - III. Election of the members of the Executive Council
 - IV. Decisions related to membership fees
 - V. Approval of the NASCIC budget
 - VI. Expulsion of members
 - VII. Resolutions concerning dissolution and liquidation
 - VIII. Approval and amendments of the Charter
 - IX. Voting to adopt proposed projects received from the Executive Council
- 3. **Convening:**
 - I. The Assembly of Delegates shall convene once per year for an **annual meeting**. Attendance at this meeting may be in person or virtually. Convening of the Assembly of Delegates for the annual meeting must be notified a minimum of eight weeks in advance of the meeting date. The notification must include the topics to be discussed, proposals, and

- all necessary documentation.
- II. The Assembly of Delegates may also be summoned for an **adhoc meeting** by the Executive Council, in special circumstances, or on demand of not less than one third of the member delegates. Additional meetings may be convened using a virtual format rather than in person. A notification must be sent within two weeks of the convening date.

b. Executive Council

1. **Composition:** The Executive Council (EC) needs continuity and historical context. The EC shall consist of:
 - I. President: Guarantees the supervision through the EC and represents the NASCIC externally and may delegate external representation to another EC member. The President conducts the meetings of the EC and the Assembly of Delegates. S/he holds authority given by the law, statutes, or regulations. The term shall be for two years and must not serve subsequently for another two years in order to be re-nominated. The term of the inaugural President shall be for two years and will be elected by vote of the potential Principal and Patron members that attended the inaugural meeting in October 2017.
 - II. Vice President: S/he will serve in this capacity for two years and then assume the role of the President. The Vice President (VP) position will be elected by vote of the Assembly of Delegates prior to the end of each term. The VP shall oversee all of the project committee chairs and shall represent the EC in absence of the President. The VP shall be the custodian of all the corporate records and when necessary the proceedings of the Assembly. The term of the inaugural Vice-President shall be for two years and will be elected by vote of the potential Principal and Patron members that attended the inaugural meeting in October 2017.
 - III. Treasurer: S/he will serve in this capacity for one year and be re-nominated and voted on by the Assembly of Delegates on an annual basis. There are no term limits for the Treasurer position. The Treasurer manages all financial and auditing affairs of the NASCIC. The term of the inaugural Treasurer shall be for one year and will be elected by vote of the potential Principal and Patron members that attended the inaugural meeting in October 2017.
 - IV. Past-President: Shall serve for two years immediately following their term as President.
 - V. Three members of the Assembly of Delegates with at least one being a Patron member. Their terms shall be one, two, or three years to allow rotation of delegates. The initial delegates will be elected by vote of the potential Principal and Patron members that attended the inaugural meeting in October 2017.
 - VI. Partner members may be invited to sit on the EC in an ex-officio manner when needed.
 - VII. The EC must have an odd number of voting members. In the event that

any member of the EC is unable to complete her/his term, a fourth member of the Assembly of Delegates will be appointed; refer to Article VII, section c.

2. **Authority:** The Executive Council shall have authority over all matters delegated by the Assembly of Delegates within the structure of the NASCIC. The following matters will remain under the responsibility of the EC:
 - I. Review and approval of all projects to bring forth to the Assembly of Delegates for vote
 - II. Execution of the decisions of the Assembly of Delegates
 - III. Operational management of the NASCIC and the establishment of its organization
 - IV. Supervision of those entrusted with specific duties
 - V. Accounting, financial control, and planning of the NASCIC
 - VI. Submission to the Assembly of Delegates of proposals concerning the expulsion of members
 - VII. Ratification of amendments to the Charter and budget
 - VIII. Establishment of project committees and working groups necessary to fulfill the purpose of the Consortium.
 - IX. Report quarterly to Assembly of Delegates
3. **Convening:** The Executive Council will convene as often as required and it may do so in a virtual format. It will be summoned by the President, or in absence, by the Vice President. The President must call a meeting within two weeks when requested in writing by a member who holds voting rights. The agenda shall be sent to all EC members along with the invitation. The Executive Council has a quorum when more than half of all EC members eligible to vote participate in the meeting. Telephone and online meetings have the same status as a physical meeting. Decisions will be taken with a simple majority vote. In case of a tie the President has the deciding vote. Upon the invitation by the President, EC meetings may be attended by non-voting expert advisers.
- c. **Financial Reviewers:** An annual review of final reports shall be conducted by an external financial consultant chosen by the EC. The final review reports shall be presented to the Assembly of Delegates.
- d. **Executive Director:** The Executive Director is appointed by the Executive Council. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend every meeting of the Delegates and Executive Council unless excused by the President or Vice-President, report on the progress of the organization monthly to the EC, answer questions of Delegate members and carry out the duties described in the job description. The Assembly of Delegates or the Executive Council can designate other duties as necessary.

ARTICLE VII
Terms, Elections & Vacancies (Definition)

a. Terms and Elections

- i. The Vice-President, Treasurer, and three Delegate members of the EC shall be voted in by a simple majority (51%) by the Assembly of Delegates.
- ii. The President and Past-President are members of the EC by succession from Vice-President.
- iii. Elections for the EC shall take place during the annual gathering of NASCIC.
- iv. The President and Vice President may not serve more than one consecutive term.
- v. The Past-President, President, Vice-President, Treasurer, and Assembly of Delegate representatives on the EC must be members of NASCIC in good standing.
- vi. Any member may be nominated for a specific position by another member or self-nominated.

b. Vacancies: The office of an Executive Council member shall automatically be vacated:

1. If the EC member is found to be a mentally/cognitively/emotionally incompetent person or becomes of unsound mind;
2. If the EC member by notice in writing to the NASCIC resigns office which resignation shall be effective at the time it is received by the EC or at the time specified in the notice, whichever is later;
3. If at a special meeting of the EC, a resolution is passed to remove the EC member in question by at least two-thirds of the votes cast at the special meeting;
4. If the EC member is unable to perform her/his duties.

c. Filling Vacancies: A vacancy occurring in the Executive Council shall be filled as follows:

1. If the vacancy occurs as a result of the removal of any EC member by the EC in accordance with paragraph (b) above, it may be filled upon the vote of a majority of the EC. Any EC member elected to fill a removed EC members' place shall hold office for the remainder of the removed EC members' term;
2. Any other vacancy in the EC may be filled for the remainder of the term by the current EC members, if they shall see fit to do so, and so long as there is quorum at Executive Council meetings.
3. Otherwise such vacancy shall be filled at the next annual general meeting of the Assembly of Delegates at which the Executive Council for the ensuing year are elected.

d. Remuneration of the Executive Council and Assembly of Delegates: The Executive Council and Assembly of Delegates shall serve as such without remuneration and no EC member or AoD shall directly or indirectly receive any profit from occupying the position of Council member or delegate; provided that a Council member or delegate may be reimbursed for reasonable expenses incurred by the Council member or delegate in the performance of their duties, upon review and approval by the Treasurer.

ARTICLE VIII
Resolutions and Amendments (Processes)

This Charter can be amended by the affirmative vote of a supermajority (two-thirds) of the Assembly of Delegates present and voting at a meeting at which a quorum is present (in person or virtually).

- a. Passage of Resolutions and Amendments:**
1. A quorum of at least two-thirds of the Assembly of Delegates are needed to pass any resolution or amendment.
 2. Votes must be cast within the allotted timeframe set forth in the resolution or amendment. Votes may be cast physically or electronically.
 3. Decisions shall be taken with a simple majority vote unless another statute specifies an alternative majority.
 4. In the event of a tied vote, the Executive Council has the casting vote. Article VI.B.1 dictates that the EC maintain an odd number of voting members in order to break ties.

ARTICLE IX
Revenue financial statement, account provision (Definition & Processes)

a. Fiscal and Annual Budget

1. The Fiscal Year of the NASCIC shall begin on January 1 and end December 31 of the same year.
2. The Annual Budget will be adopted by a simple majority vote of the Assembly of Delegates.

b. The income of the NASCIC includes:

1. **Membership dues**
The NASCIC Executive Council will determine the membership fee structures.
2. **Contributions, sponsorships, income, and voluntary donations from third parties**
Contributions, sponsorships, and voluntary donations from third parties must promote and benefit the NASCIC's mission and the spinal cord injury community. The Assembly of Delegates and Executive Council have the right to authorize a refusal of monetary resources from third parties. Third party monetary resources will be reviewed by the Treasurer.
 - I. Grants
 - II. Endowments and legacies

- III. Program fees
- IV. Investment income and gain on sale of investments
- V. Other sources of revenue
- VI. Grants from third parties or government sponsorships
- VII. Crowd Funding

c. Committee Budgets

1. Each committee project will develop a project plan which includes a budget of the human and financial resources and services necessary to complete the project with timelines. Baseline costs (organizing meetings, teleconferences) will be included in the budget.
2. The Assembly of Delegates and Executive Council will determine how monetary and human resources will be secured by mandatory and in-kind contributions in order to support committee projects.
3. Each Committee project will assign a committee treasurer who will manage and oversee the committee's finances. The committee treasurer is responsible for management of monetary resources and reporting the financial status to the Treasurer upon requested.
4. Committees will request financial assistance for reasons of achieving the purposes of the committee assignments.

d. Annual Statements

Each member shall annually sign a statement which affirms such person:

- Has received a copy of the Conflicts of Interest policy,
- Has read and understands the policy,
- Has agreed to comply with the policy, and
- Understands the NASCIC is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

e. Periodic Reviews

To ensure the NASCIC operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted by the EC. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- Whether partnerships, joint ventures, and arrangements with management organizations conform to the NASCIC's written policies, are properly recorded,

reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

f. Delegates Employed by Federal Governments

Delegates employed by any federal governments will not participate in the structuring of membership dues or other financial decisions and will not be involved in soliciting funds for the NASCIC.

APPENDIX

Reimbursement Policy

(Travel, Meal and Hospitality Expenses)

Executive Council Members

Reimbursement for expenses incurred by Executive Council members as it relates to their position will be determined on a case by case basis by the acting President of the Executive Council. If the acting President sees fit to reimburse Executive Council members, members are to follow the established reimbursement policy and submit an expense claim form to the acting President for review and approval.

Assembly of Delegates

Reimbursement for expenses incurred by the Assembly of Delegates as it relates to their position as members of the North American Spinal Cord Injury Consortium will be determined on a case by case basis by the Executive Council. If the Executive Council sees fit to reimburse members, members are to follow the established reimbursement policy and submit an expense claim form to the Executive Council for review and approval.

Policy and Rates

Reimbursement rates for expenses incurred by the Executive Council and/or Assembly of Delegates will be based on the submitting country's rates, set by their federal agency.

Transportation

Airplane/Train – Economy (coach) class is the standard option for ticket purchase. Travel in business class must have prior approval by the Executive Council President or Vice-President.

Vehicle – When renting a vehicle, a compact model or its equivalent is required.

Parking and Tolls – Reimbursement is provided for necessary and reasonable expenditures on parking as well as tolls.

Taxis/Public Transit - Reimbursement is provided for necessary and reasonable expenditures on taxis and public transit.

Accommodation

Reimbursement will be made for single accommodation in a standard or accessible room. There will be no reimbursement for hotel suites, executive floors or concierge levels. Reimbursement will cover room and tax only.

Meals

Reasonable and appropriate meal expenses will be reimbursed. Meal expenses will include tax and gratuities. Alcoholic beverages are not eligible for reimbursement.



North American
Spinal Cord Injury
— Consortium —

Expense Claim Form

Name: _____

Payable To: _____

Address: _____

Reason for Travel: _____

Statement of Expenses (Please attach *original* receipts)

Air Travel: _____

Rail Travel: _____

Car Rental/ Mileage: _____

Meals and Incidentals: _____

Accommodations: _____

Other Expenses: _____

(Please Explain)

TOTAL : _____

Signature: _____

Date: _____

Eligible Expenses

Travel

Travel expenses, where not paid directly by NASCIC, can be claimed for Economy Class travel unless specifically authorized by the NASCIC Executive Council.

Mileage

When claiming mileage for the use of your personal vehicle, please print out the Google map. There is no reimbursement for traffic or parking violations.

Hotel Accommodations, Attendant Services and Meals

When hotel accommodations have not been arranged by NASCIC, accommodations may be claimed for 1 single standard or accessible room.

Meals: (Alcoholic beverages are not eligible for reimbursement). All maximum amounts include taxes and tips. Please attach the original receipts.