

RCIL

Regional Center for Independent Living, Inc.

Bylaws

I. Name

This organization shall be known as the Regional Center for Independent Living, Incorporated; hereafter referred to as "the Corporation."

II. Purpose

The Corporation is formed and shall be operated exclusively as a consumer-controlled¹ organization promoting a society in which people with disabilities enjoy full integration, independence, and civil rights.

RCIL is a not-for-profit, nonresidential, organization that provides services and advocacy to people with disabilities and seniors.

RCIL supports individuals' independence by providing information and assistance for housing, transportation, home care, securing benefits and other services.

RCIL advocates for the full integration, independence, and civil rights of people with disabilities.

III. Membership

Section One - Membership

General membership shall be open to any individual.

The Board of Directors shall determine the annual membership fee. The fee shall be reflective of specific costs associated with membership. Dues may be waived in cases of hardship. Service to the organization may be substituted for monetary payment.

Section Two - Membership Meetings

Annual membership meetings of the Corporation shall take place each year.

Special meetings of the membership will be called by the Chair, or at the request of three (3) members of the Board of Directors, or by written request of twenty percent (20%) of the membership, or fifteen (15) members, whichever is less.

All meetings of the membership will be held at a place designated by the Board, convenient to the members, on a bus line, and compliant with the Americans with Disabilities Act.

Section Three - Notification of Meetings

Notice of the time, place, and purpose of membership meetings shall be given to each member not less than ten (10) nor more than thirty (30) days before that meeting.

Section Four - Quorum

A quorum shall be necessary for the conduct of any membership meeting. A Quorum for meetings of the membership shall consist of either twenty (20) members or twenty percent (20%) of total membership, whichever is less.

Section Five - Voting

Each member shall be entitled to cast his or her vote in person or by mailing the official ballot to the secretary of the Corporation. To be counted, mailed ballots must be received by the Secretary prior to the meeting during which the vote takes place.

If a quorum is not reached, the Annual Meeting is void and a new meeting must be called within 30 days.

IV. Board of Directors

Section One - General

The Board of Directors is elected by and accountable to the membership. There shall be between eight (8) and fifteen (15) seats on the Board of Directors, including the officers. A simple majority of the Board's membership shall be people with disabilities.

Each Director shall be committed to uphold the purposes, philosophy, and policies of the Corporation.

Each Director shall have the willingness and ability to devote necessary time to Board activities, including participating on at least one committee throughout his/her term.

Section Two - Powers

The Board of Directors is responsible for overall policy and direction of the Corporation consistent with the agency articles of incorporation, mission and vision. The Board of Directors is responsible for the development of a long range plan and approves policies, updated as required. The Board of Directors delegates responsibility for day-to-day operations to the Corporation's President/Chief Executive Officer and periodically evaluates the performance of the President/Chief Executive Officer.

Section Three - Election and Term of Office

Elected board members shall serve for terms of three (3) years and shall remain on the Board until the election of their successor, except as provided for filling vacancies and as provided for in IV, Section 4 of the Bylaws. Elected board members shall take office immediately upon their election.

Section Four - Resignations, Vacancies, and Terminations

A Board member may resign at any time by advising the full Board in writing. The resignation shall be effective when specified in the letter or immediately if no date is given.

Vacancies occurring in the Board of Directors for any reason shall be filled by vote of a majority of Directors then in office who are in attendance at the regular board meeting that calls for a vote (assuming a quorum has been reached). Directors elected to fill vacancies shall serve until the end of the vacated term.

A Director may be removed for cause by a member-initiated process: a petition of ten (10) members, or a supermajority of the membership of the board [more than seventy-five percent (75%)], followed by a vote of membership at a membership meeting as defined in these Bylaws, Article III, Section Four – Quorum.

This process would require a narrative submission in the sender's preferred communication method, representative of the ten (10) members, or the supermajority membership of the board, of up to 500 words of grounds for the removal, to be followed within three (3) weeks by a rebuttal, of up to 500 words, by the Director to whom the cause is directed. Both narratives will be provided to the membership with the meeting notice.

A Director's term could be terminated if he/she has unexcused absences in excess of two (2) board meetings during the preceding twelve (12) months.

Section Five- Meetings and Attendance

The Board of Directors shall meet at least six (6) times each year at a regular date most convenient to the Board members. Written notification of the date, time, and location of all Board meetings shall be provided to each Board member not less than seven (7) days before each scheduled meeting. Additional special meetings may be called at any time by an officer of the Board or at the request of three members of the Board and must comply with the written notification requirement above. Failure to attend a scheduled meeting without notifying an officer will be considered an "unexcused absence" which will be counted by the Secretary of the Corporation.

Any one or more Directors may participate in a meeting of the Board of Directors by means of communications assistance or equipment, allowing all persons to participate simultaneously in the meeting. Participation by such means shall constitute presence in person at a meeting.

Meetings are open to all members of the Corporation, although the Board may meet in executive session when dealing with issues which require confidentiality, such as personnel.

Section Six- Membership

All members of the Board of Directors must be dues paying members of the Corporation prior to their nomination to the Board.

Section Seven- Voting

Each member of the Board of Directors shall have one vote except the Chair who only votes in case of a tie.

Section Eight - Quorum

A quorum shall be required for the legal and proper conduct of the business of the Board of Directors. A quorum shall consist of a majority of the membership of the Board of Directors.

Section Nine - Removal from the Board

Board members who do not fulfill their responsibilities to the organization may be removed after a two-thirds majority vote of the board and a confirmation vote by a majority of the membership. Any officer may be removed using the same procedures as used for removing Directors. [Article IV Section Four]

Section Ten – Advisory Council

The Board of Directors shall appoint an Advisory Council whose members shall consist of past Directors who have served at least 10 years as an elected Director. Members of the Advisory Council shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board of Directors. Advisory Council members may attend said meetings, except when the Board is meeting in executive session. Members of the Advisory Council shall support the work of the Corporation by sharing their experience, expertise and professional knowledge. Members of the Advisory Council shall comply with the policies set forth by the Board and shall complete confidentiality, code-of-conduct, or other documents as required of serving Directors, consistent therewith upon accepting appointment to the Advisory Council.

V. Officers**Section One - Election and Term of Office**

The officers of the Corporation, Chair of the Board, Vice Chair(s) of the Board, Secretary and Treasurer, and such other officers as the Board of Directors may determine, shall be elected by the general membership participating at the Annual Meeting. The term of office for each officer shall be one (1) year. Officers take office immediately upon their election. No officer shall serve in more than one officer position at the same time.

Section Two - Resignations, Vacancies, and Terminations

An officer may resign at any time by advising the Board in writing. The resignation shall be effective as of the next scheduled meeting.

An officer's term will be terminated if he or she is absent in excess of three meetings in one year if the absences are unexcused.

Vacancies in any office shall be promptly filled to the completion of term by a vote of the majority of the Board members in a meeting duly called following the occurrence of the vacancy.

Section Three - Qualifications and Duties**A. Chair**

The Chair must be a person with a disability and a member of the Board [as referenced in Article IV Section Six]. The Chair shall preside at all meetings of the Board of Directors; shall prepare a tentative meeting agenda which will be included in the meeting notice sent to the Board of Directors; shall preside at the meetings of the Board of Directors and the Executive Committee. The Chair shall have general supervision of the affairs of the corporation within the scope provided by these Bylaws. The Chair shall report on the activities of the corporation at the annual membership meeting and shall appoint board members to board committees. The Chair shall preside at the general membership meetings and be allowed to vote to break a tie; shall be an ex officio member of all committees; may sign contracts in the name of the Corporation only after authorization by the Board of Directors; can be authorized to sign checks.

B. Vice Chair(s)

The Vice-Chair(s) must be a person with a disability and a member of the Board. The Vice-Chair(s) shall assume the duties of the Chair in the event of the Chair's absence, incapacity, resignation, or removal from office. The Vice Chair(s) can be an authorized signer of checks; shall perform such other duties and have such other powers as the Board of Directors may assign.

C. Secretary

The Secretary must be a member of the Board. The Secretary shall be responsible to keep accurate minutes of all meetings of the General membership and Board of Directors; shall take roll

call and note absences at meetings of the Board of Directors; can be an authorized signer of checks; shall be responsible for notification of all relevant meetings, the attendance of written copies of minutes of all Board and general membership meetings, the mailing of written copies of the Board agenda, the maintenance of an accurate copy of the Bylaws of the corporation, and the maintenance of an accurate membership list.

D. Treasurer

The Treasurer must be a member of the Board and have knowledge of accounting and budgeting. The Treasurer shall have supervision over the financial records of the corporation. The Treasurer shall provide the Board at each of its regular meetings with a statement of the financial condition of the corporation and submit a copy of the financial report to the Secretary for inclusion with the minutes of that meeting; shall serve as Chairperson of the Finance Committee; can be authorized to sign checks; shall have such other powers and duties as may be designated by the Board. The treasurer will render an annual financial report at the annual membership meeting based on the fiscal year.

VI. Committees

Section One - Committees of the Board

(a) The Board of Directors shall annually appoint standing committees. These committees shall include the Governance/Nominating Committee, Finance Committee, Human Resources Committee, Nominating Committee, Program Assessment Committee, Public Policy Committee and Development Committee. These committees shall have the membership, powers, and duties as set forth in these Bylaws.

(b) The Board may appoint from its members such other ad hoc committees as it may deem appropriate.

(c) Any one or more members of the Committee may participate in a meeting of the Committee by means of a communications assistance or equipment, allowing all persons to participate simultaneously in the meeting. Participation by such means shall constitute presence in person at a meeting. A Committee may take action without a meeting

if all members of the Committee consent in writing and the action is within the authorized activities of the Committee.

(d) Committee chairs must be Directors.

(e) All committees are subject to the authority of the Board of Directors. The resolution and the members' written consents shall be filed with the minutes of the Committee. The Board shall be informed in writing of any actions taken by the Committee not less than seven (7) days before the next scheduled Board meeting. In the event that a meeting meets within fourteen (14) days of a Board meeting, the Committee will present a report on its activity to the Board at the following scheduled Board meeting.

Section Two - Committee Composition and Function:

(a) Governance/Nominating Committee: The Board Chair is the chair of the committee. The Committee shall be responsible for improving the effectiveness of the organization's governance and board functioning. The committee consists of the Chair, Vice Chair(s), and President/CEO as a non-voting member. The Chair may appoint another board member to represent the Chair or Vice Chair(s) at the meeting.

(b) Finance Committee: The Treasurer shall be the chair of the Committee. The Committee shall have general supervision of the financial affairs and procedures of the Corporation. The Finance Committee will appoint an ad hoc audit committee, chaired by someone other than the elected treasurer of the corporation, to oversee the annual audit process.

(c) Human Resources Committee: The Committee shall review and oversee the personnel policies and practices of the Corporation and shall recommend the compensation structure for general job titles of the Corporation. The Committee will hear employee related grievances in accordance with Corporation policy and procedures.

(d) Nominating Committee: The Committee shall present nominees for election as Directors at the Annual Meeting of the Corporation and, between Annual Meetings, shall present nominees to the Board for election to fill vacancies on the Board. The Committee shall develop ongoing training for new and existing Directors.

(1) The Nominating Committee will bring all candidates to the attention of the Board of Directors for interim appointments and the formation of the slate for the Annual Meeting.

(2) The Board of Directors makes the final determination on the slate for the Annual Meeting and the interim appointments.

(e) Program Assessment Committee: The Committee shall oversee work plan development and performance, mindful of compliance with the core services of the Independent Living movement. The committee also analyzes consumer satisfaction surveys.

(f) Public Policy Committee: The Committee shall review public policy issues, including proposed laws and regulations in an effort to formulate position statements and/or advocacy strategies, mindful of compliance with the core services of the Independent Living movement.

(g) Development Committee: The Committee shall oversee initiatives to increase awareness of the organization and increase revenues through grant writing, donations and fund-raising.

Section Three - Tenure of Members of Committees

Each committee of the Board and of the Corporation, and every member thereof, shall serve at the discretion of the Board. The Board will review committee composition annually.

VII. President/Chief Executive Officer

The Board of Directors shall appoint a President/Chief Executive Officer who shall be the chief executive officer responsible for administration of the Corporation. The President/Chief Executive Officer has day-to-day responsibility for the agency, including carrying out the agency's goals and Board policy. The President/Chief Executive Officer shall be responsible for the administration and conduct the business and affairs of the corporation, including the signing of checks and contracts, pursuant to guidelines established by the Board. The President/Chief Executive Officer will attend all Board meetings; report on the progress of the agency, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary. He or she shall serve as

an ex officio, non-voting member of all committees except the Nominating and ad hoc committees where he or she may attend only by the Committee's invitation. The President/Chief Executive Officer reports to the Board of Directors.

VIII. Nondiscrimination

The members, officers, directors, committee members, employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, color, cultural or ethnic group membership, disability, education level, family status, gender, income, national origin, race, religion, sexual orientation, or any other characteristic protected by law. RCIL will make reasonable accommodations for qualified individuals with known disabilities unless doing so would result in an undue hardship to RCIL.

IX. Conflict of Interest

Board members shall not be involved in the daily operation of the Corporation either as paid staff or consultants. Any possible conflict of interest shall be disclosed to the other Directors and made a matter of record. Any Director having such a possible conflict of interest shall not vote or attempt to influence the matter in question, and shall not be counted in determining a quorum for the meeting. The minutes shall reflect such a disclosure, abstention from voting, and the quorum count.

X. Dissolution-Article

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after the payment of all debts, obligations, and expenses related to the dissolution be distributed to organizations that qualify under Section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws or to the Federal government or to the state or local government for a public purpose. No Director of the Board, officer, member, or employee of the Corporation will be entitled to share in the distribution of any of the assets of the Corporation.

XI. Rules of Order

In all matters of parliamentary procedure not covered by these Bylaws, Robert's Rules of Order shall be the parliamentary authority.

XII. Audit

The Corporation shall complete all required fiscal reports and forms as required by New York State law each year. The fiscal year shall begin October 1st.

XIII. Indemnification

To the extent permitted by the New York Not-for-Profit Corporation Law and specifically Sections 722 and 723, the Corporation shall indemnify its officers and Directors of and from criminal and civil liability, including the payment of defense costs. The Corporation may purchase insurance for such purpose.

XIV. Amendments

These Bylaws may be amended, repealed, or altered in whole or in part by the majority vote of the members of the Corporation voting at any regular or special meeting. The proposed changes must be submitted by mail to the last recorded address of each member of the Corporation entitled to vote thereon at least ten (10) days prior to the time of the meeting.

ATTACHMENTS

- A. Conflict of Interest Statement

¹ Consumer control, as defined in the Federal Register (1 AUG 1995), is achieved when more than 50% of the Center's governing board are individuals with disabilities, and more than 50% of the employees in decision-making and Staff positions are individuals with disabilities.

ATTACHMENT A

Regional Center for Independent Living, Inc. Conflict-of-Interest Policy

Preamble

Members of the Board of Directors, Officers, the President/Chief Executive Officer (for the purposes of this policy, collectively referred to as the “Management Persons”) of the Regional Center for Independent Living, Inc. (RCIL) must not act in their personal interests, or in the interests of others, with respect to organization affairs but must act exclusively in the interest of the Organization. Management Persons must have undivided loyalty to the Organization and may not use their positions as Management Persons, or use the Organization’s property, in a manner that allows them to obtain a financial benefit for themselves or others to the detriment of the Organization.

Duties of Management Persons

Duty of Care: The duty of care requires that Management Persons be familiar with the Organization’s finances and operations, and it requires that Management Persons participate regularly in the Organization’s governance. In carrying out these duties, Management Persons must act in good faith using the degree of diligence, care and skill which prudent people would use in similar positions and under similar circumstances.

Duty of Loyalty: Management Persons are charged with the duty to keep the interests of the Organization paramount to all other interests in decision making with respect to the Organization. No Management Person shall engage in any transaction or arrangement involving the Organization that confers secret profits or unfair gains to Management Persons or others. This duty of loyalty requires, among other things, that any conflict-of-interest be disclosed fully and completely.

Duty of Obedience: Management Persons should ensure that the Organization remains compliant regarding its exempt, or central, purpose as typically defined in its articles or certificate of incorporation.

Conflict-of-Interest

A conflict-of-interest may occur when a Management Person is influenced in his or her decision making by personal, business, financial or other factors not solely related to the Organization’s best interests. Business transactions of the

Organization in which a Management Person has a financial interest (as defined) must be closely scrutinized. Prior to entering into business transactions with Management Person, the proposed transactions must be carefully reviewed to determine that such transactions are in the best interests of the Organization.

Duty to Disclose: Prior to the commencement of any negotiations with respect to a proposed transaction involving a Management Person with a financial interest in the proposed transaction (the “Interested Party”), the Interested Party must make full disclosure, to the best of his or her knowledge, of any dual interest in the proposed transaction by submitting a report to the Board of Directors (the “Board”), or any committee designated by the Board to handle such matters (the “Governance/Nominating Committee”), disclosing why the proposed transaction or arrangement may or may not be in the best interest of the Organization.

Determination of Conflict: After disclosure of the financial interest and all material facts to the Board or Governance/Nominating Committee, the Interested Party shall depart the Board or Governance/Nominating Committee meeting while the determination of a conflict-of-interest is discussed and voted upon. The Board or Governance/Nominating Committee, excluding any Interested Party, shall decide if a conflict-of-interest exists.

The Board or Governance/Nominating Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising its due diligence, the Board or Governance/Nominating Committee shall determine whether the Organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict-of-interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not involving a conflict, the Board or Governance/Nominating Committee shall determine by a majority vote of its disinterested members whether the proposed transaction or arrangement is in the Organization’s best interest and whether it is fair and reasonable.

Violation: If the Board or Governance/Nominating Committee has reasonable cause to believe that a Management Person has failed to comply with this conflict-of-interest policy, the Board or Governance/Nominating Committee may inform the Management Person of the basis for such belief and afford her or him an opportunity to explain the alleged failure to comply. After hearing the response and making such further investigation as may be warranted in the circumstances, if the Board or Governance/Nominating Committee determines that such Management Person has in fact failed to comply with this conflict-of-interest

policy, it may take action including, among other things, removal or termination of such Management Person.

A Management Person who receives compensation, directly or indirectly, from the Organization is precluded from voting on matters related to such compensation. Compensation paid by the Organization must be reasonable and necessary.

Gifts

Management persons are prohibited from receiving or giving any gift that is not permitted by generally accepted business ethical standards. If there is a dispute with respect to such ethical standards, the Governance/Nominating Committee shall determine if a gift is prohibited. Management persons may not accept a gift other than a gift of nominal value, without the approval of the Governance/Nominating Committee.

Records

The minutes of the Board or Governance/Nominating Committee meeting, during which a potential or actual conflict of interest was discussed, shall contain:

- The name of the Management Person who disclosed an actual or potential conflict-of-interest or otherwise was found to have a conflict-of-interest and the nature of the conflict-of-interest and
- Any action taken to determine whether a conflict-of-interest was present and the decision of the Board or Governance/Nominating Committee as to whether a conflict-of-interest existed; and a decision as to whether the transaction was approved notwithstanding the conflict; and
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement.

Definitions

Financial Interest- a person has a financial interest if the person has, directly or indirectly, through business, investment, or family (as defined below):

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;

2. A compensation arrangement with any entity or individual with which the Organization has a transaction or arrangement; and/or
3. An ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict-of-interest. Under the *Determination of Conflict* provisions of this conflict-of-interest policy, the Board or Governance/Nominating Committee decides if a conflict-of-interest exists.

Family-for purposes of this conflict-of-interest policy, family means spouse, parents, brothers, sisters, children, grandchildren, the spouses of children and grandchildren, aunts, uncles or cousins, and any other blood relative that resides in the same household as the Management Person.

Management Person Affirmation Statement and Disclosure Statement

Each Management Person shall annually sign a Management Person Disclosure Statement which affirms that such person:

- Has received a copy of the conflict-of-interest policy
- Has read and understands the policy
- Has agreed to comply with the policy

Each Management Person has a duty to place interests of the Organization foremost in any dealings involving the Organization and has a continuing responsibility to comply with the requirements of this conflict-of-interest policy. In connection therewith, if there is any question in the Management Person's mind about whether or not to disclose his or her interest in a transaction or arrangement, the Management Person should disclose the interest.

This policy is intended to supplement but not replace any applicable state and federal laws governing private inurement or conflict-of-interest issues with respect to tax-exempt organizations.

**Regional Center for Independent Living, Inc.
Management Person Disclosure Statement**

PRINT Name: _____

PRINT Title: _____

1. Please list all organizations 1) in which you have a financial interest (as defined in the Organization’s attached conflict-of-interest policy) or 2) in which you hold a position as an officer, director, general manager or other position, if such organizations engage in business with the Organization or if you anticipate that such organizations will do business with the Organization in the coming fiscal year.

Please respond N/A if you have no organizations to disclose.

Please describe the nature of each business transaction:

2. Please provide a description of all business transactions involving the Organization in the past fiscal year 1) in which you had, or have, a financial interest (as defined) or 2) that involved an entity or organization in which you hold a position as an officer, director, general manager or other position. Provide a brief description of each transaction and a description of your interest in the transaction. Please respond N/A if you have no transactions to disclose.

The answers to the foregoing questions are stated to the best of my knowledge and belief. I also acknowledge receipt of the Organization’s conflict-of-interest policy which I understand and will comply.

Date _____ Signature _____