

BY-LAWS OF THE
NORTH CAROLINA STATEWIDE INDEPENDENT LIVING COUNCIL,
A 501(c)(3) NOT-FOR-PROFIT CORPORATION
January 2012

ARTICLE ONE. NAME, PURPOSE, LOCATION, OTHER OFFICES

Section 1.1 Name. The name of this corporation shall be the North Carolina Statewide Independent Living Council (NCSILC).

Section 1.2 Purposes. The purpose of the North Carolina Statewide Independent Living Council (NCSILC) is to promote a philosophy of independent living, including a philosophy of consumer control, peer support, self help, self determination, equal access, and individual and systems advocacy, in order to maximize opportunities for individuals with disabilities and the integration and full inclusion of individuals with disabilities into the mainstream of society.

This purpose shall be facilitated and accomplished through the timely interaction of the Council, as further defined in the Council's policies and committee(s) manuals, with the Federal and State mandated North Carolina Centers for Independent Living, and the current Designated State Agencies, all in accordance with the Rehabilitation Act of 1973 (as amended).

Section 1.3. Location. The principal office of the Council at which general business of the Council will be transacted and where the records of the Council will be kept, will be at such place in the State of North Carolina as may be fixed from time to time as decided upon by the Executive Director, within reasonable discretion and with the approval of the Executive Committee.

Section 1.4. Other Offices. The Council may have such other offices, within the State of North Carolina, as the Council may from time to time determine.

ARTICLE TWO. MEMBERSHIP

Section 2.1. Definition of Council. Council shall mean all sitting members appointed pursuant to the authority of Section 2.3, whether they are voting members of the Council or ex officio members.

Section 2.2. Classes of Membership. The Council shall have two types of members, voting and non-voting.

Section 2.3. Appointment of Members. Applicants for membership may complete the NCSILC application form. The completed application can be submitted to the NCSILC. Applications submitted to the NCSILC shall be vetted by the Membership Committee of the NCSILC and recommended to the full Council for a vote. NCSILC-approved recommendations will be forwarded to the Governor of North Carolina. Members of the Council shall be

appointed by the Governor after soliciting recommendations from organizations representing individuals with disabilities and organizations interested in individuals with disabilities.

Pursuant to 34 CFR Part 364, Section 364.21, and Title VII of the Rehabilitation Act of 1973 as amended, the Council shall include as ex officio, non-voting members, representatives from the designated state agency as defined in Title VII of the Federal Rehabilitation Act of 1973, as amended, and representatives from other state agencies that provide services to individuals with disabilities.

Section 2.4. Term of Appointment. Each member of the Council, including non-voting ex officio members (except the initial members and those appointed to fill a vacancy) shall serve for a term of three (3) years. No voting member of the Council may serve more than two consecutive full terms.

Section 2.5. Vacancies Prior to Expiration of Term. A member appointed to fill a vacancy occurring prior to the expiration of a term, shall be appointed in the same manner as the original appointment of their predecessor and shall serve for the remainder of that term.

Section 2.6. Composition of Council.

2.6.1 The Council shall include:

2.6.1.1 At least one director of a center for independent living chosen by the directors of centers for independent living within the state; and

2.6.1.2 A representative from each Designated State Unit, who serve as ex officio, non-voting members and,

2.6.1.3 Representatives from other state agencies that provide services for individuals with disabilities, who serve as ex officio, non-voting members.

2.6.2 The Council may also include, at the discretion of the appointment authority

2.6.2.1 Other representatives from centers for independent living;

2.6.2.2 Parents and guardians of individuals with disabilities;

2.6.2.3 Advocates of and for individuals with disabilities;

2.6.2.4 Representatives from private businesses;

2.6.2.5 Representatives from organizations that provide services for individuals with disabilities;

2.6.2.6 Individuals with disabilities; and

2.6.2.7 Other appropriate individuals.

2.6.3 The Council shall be composed of members who

2.6.3.1 provide statewide representation;

2.6.3.2 represent a broad range of individuals with disabilities;

2.6.3.3 are knowledgeable about centers for independent living and independent living services.

2.6.4 A majority of the members of the Council shall be individuals with disabilities and who are not employed by any state agency or center for independent living

Section 2.7. Change of Status. In the event a currently sitting member accepts employment by any state agency or center for independent living, such member may continue to serve for the un-expired portion of his or her term unless such member's new status affects the membership composition required by Section 2.6.4 above. However, the Council will recommend that such change in status be taken into consideration by the appointing authority upon request for re-appointment to a second term.

Section 2.8. Conflicts of Interest. No Member shall participate in any voting procedure that would provide direct financial benefit to the member, the member's immediate family, affiliate organization or any other matter where a potential conflict of interest may exist.

Section 2.9. Compensation of Members. Members shall receive no compensation for their services other than Per Diem Compensation pursuant to North Carolina G.S. 138-5(a)(1), but shall be reimbursed for allowable expenses actually incurred and necessarily incurred by them in the performance of their duties in accordance with applicable state and federal statutes and regulations.

Section 2.10. Member Removal.

2.10.1 **Resignation.** A member may resign from the NCSILC by submitting a letter of resignation to the NCSILC Chairperson and the NC Governor's Office of Boards and Commissions.

2.10.2 **Attendance.** Failure of a board member to attend board meetings in a manner consistent with Section 5.6 shall constitute grounds for removal from the board.

2.10.3 Members may be recommended to the Governor for removal upon majority vote of the full NCSILC.

ARTICLE THREE. OFFICERS

Section 3.1. Designation of Officers. The officers of the Council shall be a chairperson, a vice-chairperson, a secretary and treasurer. No two offices may be held by the same person.

Section 3.2. Election and Term of Office. The officers of the Council shall be elected annually from the Council Members by majority vote of the Council at the fourth quarterly meeting of the Council in its fiscal year. New offices may be created and filled at any meeting of the Council. Each officer shall serve for one year and hold office until his or her successor shall have been duly elected and shall have been qualified. Officers shall not serve more than two consecutive terms in the same officer position.

Section 3.3. Removal. Any officer elected by the Council may be removed by a vote of two-thirds of the Council whenever in its judgment the interests of the Council would be best served. Any such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 3.4. Vacancies. In the event of a vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, the Council will fill the vacancy as described in Section 3.2.

Section 3.5. Chairperson. The Chairperson shall be the Chief Executive Officer of the Council, and shall exercise general supervision and control over all activities of the Council. The Chairperson:

- (a) Shall preside at all meetings of the Council and the Executive Committee;
- (b) May sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution of such instruments has been expressly delegated to some other officer or agent by the Council, by these By-Laws, or by operation of law;
- (c) Shall appoint all committees, task forces, and other subgroups of the Council, with the exception of the Council's elected Executive Committee members; and
- (d) Shall perform all other duties generally incident to the office of chairperson and such other duties as may be prescribed by the Council.

Section 3.6. Vice-Chairperson. In the absence of the chairperson or in the event of the Chairperson's inability or refusal to act, the Vice-chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairperson. The Vice-chairperson shall be a member of all committees,

and shall coordinate creation of the agenda. The Vice-chairperson shall perform such additional duties as may from time to time be assigned to him or her by the Chairperson or by the Council.

Section 3.7. Secretary. The Secretary shall:

- (a) Assure the minutes of joint meetings of members and of the Council are kept in one or more books provided for that purpose;
- (b) Assure that all notices are duly given in accordance with these By-Laws or as required by law;
- (c) Assure appropriate custodial care of the corporate records and of the seal of the corporation;
- (d) Keep a record of Council membership including the names and addresses of all Council members, and with respect to any membership, which has been terminated, record that fact together with the date of termination.
- (e) Exhibit to any member of the Council, or to a member's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these By-Laws, the certificate of incorporation, membership records, the minutes of any meeting, and the other records of the corporation.

Section 3.8. Treasurer. The Treasurer shall:

- (a) Be responsible for reporting the status of all funds of the corporation at each Council meeting;
- (b) Report to the Council confirming that all monies due and payable to the Council from any source whatsoever, are received and receipts given for such;
- (c) Report to the Council confirming the deposit of all such monies in the name of the Council in such banks, or other depositories as shall be selected by the Council; and
- (d) Assure that an independent and bonded CPA firm familiar with accounting principles and requirements for Statewide Councils, or other responsible agency, be retained to ensure that the Council is complying with all applicable regulatory reporting requirements.
- (e) In general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the chairperson or by the Council.

ARTICLE FOUR. EXECUTIVE DIRECTOR

Section 4.1. Hire. An Executive Director shall be hired by the Council to serve at its discretion as its agent and the chief administrative officer of the corporation. The rate of compensation of the Executive Director shall be determined from time to time by the Finance Committee of the Council. The Executive Director may be removed by the Executive Committee in their discretion with or without cause.

Section 4.2. Duties. The Executive Director shall:

- (a) Be responsible for all funds of the corporation.
- (b) Assure that all monies due and payable to the Council from any source whatsoever, are received and receipts given for such;
- (c) Assure the deposit of all such monies in the name of the Council in such banks or other depositories as shall be selected by the Council; and
- (d) Work with any Council-appointed independent and bonded CPA firm familiar with accounting principles and requirements for Statewide Councils that has been retained to ensure that the Council is complying with all applicable regulatory reporting requirements.
- (e) Serve as Chief Administrator of the activities of the Council's programs, shall be responsible to the Council and any committees thereof, but shall have no power to vote and, subject to the direction of the Council, may represent the Council in matters dealing with the public or other agencies.
- (f) Be responsible for recruiting, hiring, supervising and the terminating of all Council employees.
- (g) Have such additional authority and duties as may, from time to time, be prescribed by the Executive Committee.

ARTICLE FIVE. MEETINGS OF THE COUNCIL

Section 5.1. Quarterly Meetings. Regular meetings of the Council shall be held at such time and place as may be reasonably determined by the officers of the Council, however such regular meetings shall not occur less than four times a fiscal year. All such meetings will be held publicly and shall be in accordance with the procedures for public meetings established under Article 33 of the NC General Statutes, chapter 143, which procedural sections are incorporated herein by reference. The officers shall not select a legal holiday in North Carolina for any regular meeting.

Section 5.2. Quorum. (a) Except as may otherwise be provided in these By-Laws, or in the certificate of incorporation of this corporation, or by law, a majority of the voting members shall constitute a quorum, and the act of a majority of members present at any meeting at which a quorum is present shall be the act of the Council.

(b) In the event a member cannot attend an NCSILC meeting no vote may be cast by proxy or other representative. A member is considered to be in attendance via teleconference.

(c) All meetings of the Council shall be governed by Robert's Rules of Order, including such revisions of those rules as may from time to time be published, and except as those rules are inconsistent with these By-Laws, with the certificate of incorporation of this Council, or with the laws of The State of North Carolina, Chapter 143, Article 33C.

Section 5.3. Agenda. The agenda for each NCSILC meeting shall be developed by the Vice-Chairperson and the Executive Committee, prepared as appropriate for various disabilities and forwarded to all members ten (10) days prior to regularly called meetings.

Section 5.4. Public Notice. Public notice of all meetings shall be given in accordance with the notice requirements of Article 33C of the NC General Statutes, §143-318.12.

Section 5.5. Informal Action by the Council. In an emergency, any action required or permitted to be taken at any meeting of the Council may be taken without such meeting by the Chairperson or Executive Director. The Chairperson and Executive Director will consult as many members as possible prior to taking action and will inform the entire Council as soon as possible.

Section 5.6. Attendance. All persons appointed by the Governor to serve on a board shall attend at least 75 percent of all regularly scheduled meetings of the board during the board's calendar year. If a member fails to meet the attendance requirement, the Council may vote to recommend removal of the member. The Executive Director shall inform the Governor's appointment office of any vote by the Council to recommend removal of a member for failure to meet the attendance requirement.

Section 5.7. Voting Rights. Each voting member shall be entitled to one vote.

Section 5.8. Electronic Meetings. Electronic meetings may be conducted by the NCSILC and its committees and other affiliated groups when needed to facilitate action on a timely basis.

ARTICLE SIX. COMMITTEES

Section 6.2. Executive Committee. The Council shall at all times have an Executive Committee to be composed of the Chairperson, the Vice-chairperson, Secretary and Treasurer, as well as a voting member elected by the Council at large and other members as

appointed by the Chairperson. The Executive Committee shall act as an advisor to the Chairperson and shall conduct the affairs of the NCSILC between meetings as directed by the Council, and report on its activities at each NCSILC meeting.

Section 6.3. Task Force and Ad Hoc Committees. Upon a demonstration of need, the chairperson of the Council may appoint such task forces and other ad hoc groups to provide technical and expert assistance to the Council for such periods of operation as may be required. Task forces and ad hoc committees may be comprised of both members of the Council and non-members, except that the designated Chairperson of any such task force or ad hoc committee must be a member of the Council. Members of task forces and ad hoc committees shall receive no compensation for their services but may be reimbursed for all expenses actually and necessarily incurred by them in the performance of their duties, in accordance with the procedures established by the Council.

Section 6.4. Terms of Office. Each member of a committee shall continue as such for a one-year term and until his or her successor is appointed, unless such committee shall be sooner abolished, or unless such member be removed or cease to qualify as a member of the committee.

Section 6.5. Committee Chairpersons. One member of each committee shall be appointed to preside over, and report to the Council concerning the matters of the Committee. A chairperson will be appointed by the Chairperson of the Council.

Section 6.6. Committee Participation. Every NCSILC voting member shall serve on at least one (1) committee each fiscal year.

Section 6.7. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so appointed shall serve for the unexpired term of the predecessor

Section 6.8. Quorum. Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the Committee.

Section 6.9. Rules. Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however that such rules and regulations shall be consistent with these By-Laws, and provided further that regular minutes of all proceedings shall be kept.

ARTICLE SEVEN. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 7.1. Contracts. The Council may, by resolution duly adopted, authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by

these By-Laws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general, or confined to specific instances.

Section 7.2. Gifts and Contributions. The officers of the Council or its agent are authorized to:

(a) Accept on behalf of the Council any contribution, gift, bequest, or devise of any type of property (“donations”), for the general and special charitable purposes of the Council, on such terms as the Council shall approve;

(b) Hold such funds or property in the name of the Council or of such nominee or nominees as the Council may appoint;

(c) Collect and receive the income from such funds or property;

(d) Devote the principal or income from such donations to such benevolent and charitable purposes as the Council may determine;

(e) Enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and after approval of such agreement by the Council devote the principal or income from that donation according to the agreement.

Section 7.3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the chairperson or the chairperson’s agent may select.

Section 7.4. Checks, Drafts, Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Council shall be signed by such officer or officers, agent or agents of the Council and in such manner as the Council shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the Chairperson, and countersigned by the vice-chairperson of the Council.

ARTICLE EIGHT. MISCELLANEOUS

Section 8.1. Books and Records. The Council shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its members. Council, and committees, shall keep at the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the Council may be inspected by any member, or his or her agent or attorney, or any proper person, at any reasonable time.

Section 8.2. Fiscal Year. The fiscal year of the Council shall begin on the first day of October and end on the last day of September in each year.

Section 8.3. Waiver of Notice. Whenever any notice is required to be given under the provision of the Not-for-Profit Corporation Law of North Carolina or under the provisions of the certificate of incorporation or the By-Laws of this Council, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE NINE. AMENDMENTS

Section 9.1. Power of Members to Amend By-Laws. The By-Laws of this corporation may be amended, repealed, or added to, or new By-Laws may be adopted by the vote or written assent of two-thirds of the Council provided that previous notice of the amendment was given to all members at least ten (10) days in advance. Each member of the Council shall receive a dated copy of the By-laws as amended.

ARTICLE TEN. LIQUIDATION

Section 10.1. Liquidation. In the event of dissolution, whether voluntary or involuntary, no member or officer of the Council or any private individual, or other person shall be entitled to any distribution or division of its remaining property or its proceeds. The balance of all money and other property received by the Council from any source, after the payment of its debts and obligations of the Council, shall be used to distribute exclusively for purposes similar in nature to those set forth in the Articles of Incorporation and within the intendment of section (c) of the Internal Revenue Code of 1954 and the regulation there under as the same now exists or as they may be hereafter amended from time to time.

CERTIFICATION

The undersigned hereby certifies that the NC Statewide Independent Living Council duly and lawfully adopted these Amended and Restated Bylaws as of _____ (date).

Certifying Officer