

**National Association of Statewide
Independent Living Councils, Inc.
(NASILC)**

Bylaws 2020

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Article I - Name and Corporate Status

- Section 1: **Name.** The name of the organization is the National Association of Independent Living Councils, Inc.
- Section 2: **Corporate Status.** The National Association of Statewide Independent Living Councils, Inc., hereinafter referred to as NASILC, is a 501 (c) (3) charitable, non-profit corporation.
- Section 3. **Principle Office.** The principle office of NASILC shall be located at 22075 189th St., Tonganoxie, KS 66086, in Leavenworth County, with a mailing address of same.

ARTICLE II – Purpose

- Section 1: **Purpose/Duties.** NASILC is organized as a nonprofit corporation to carry out the following mission:
- To provide resources to Statewide Independent Living Councils across the nation and promote collaboration with their partners to advance independent living values.
- NASILC shall be organized and operated as an affirmative business, i.e., the NASILC, will operate businesses which provide education and offer peer sharing on the roles and responsibilities of Statewide Independent Living Councils and to encourage networking opportunities with various national partners. The association will also offer a unified voice of Statewide Independent Living Councils for the independent living movement.

ARTICLE III – Membership

- Section 1: **Qualification for Membership.** All federally recognized Statewide Independent Living Councils (SILC) as well as National organizations that are interested in Independent Living and support the purpose of NASILC are eligible to apply for membership in NASILC, who complete an application in the appropriate membership category and pay the set amount of dues on an annual basis. The Executive Committee reviews and approves all applicants seeking Membership

status. Membership shall be for a period of one year to coincide with NASILC's fiscal year which is January 1 through December 31.

Section 2: **Types of Board Membership**

1. **Active Membership** - All SILCs, this is the voting body of NASILC. Dues \$150.
2. **Associate Membership** – Organizations that are interested in Independent Living and support the purpose of NASILC. They do not have the right to vote or hold office. Dues \$75.

Section 3: **Application Review** - The Executive Committee of the NASILC board shall review all applications for board membership.

Section 4: **Authority** - The authority of the affairs of NASILC shall be vested with the board of directors, the legally constituted body of the organization subject to these bylaws and the federal and state laws, rules and regulations governing non-profit corporations.

Section 5: **Responsibilities** - The NASILC board of directors shall:

1. Set the policies and goals of the organization.
2. Insure compliance with all applicable laws, rules, and regulations governing non-profit corporations.
3. Approve the annual organizational budget.
4. Regularly review financial reports and monitor finances to insure the fiscal integrity of the organization.
5. Regularly review the bylaws, policies, and procedures to insure the legal integrity of the organization.

Section 6: **Composition** - The NASILC board of directors shall have between 4 and 14 voting members. The voting membership shall be composed of up to four (4) officers – Chair, Vice Chair, Secretary, and Treasurer, and up to 10 Regional Representatives. The officer positions shall be elected by the full active membership, during the annual SILC Congress. Regional Representatives will be elected by the SILCs in each region during the annual SILC Congress.

Section 7: **Board Representation** - No person may hold more than one (1) officer position simultaneously. Representation on the board is non-transferable.

Section 8: Terms of Office.

1. **Officers** – Officers shall be elected by the full active membership. They shall be eligible to serve three terms of two years each term. The Vice Chair and Secretary shall be elected in even numbered years and the Chair and Treasurer shall be elected in odd numbered years.
2. **Regional Representative** – Regional Representatives shall be eligible to serve multiple terms of two years each term as long as they are elected as the Regional Representative of their region. If a Regional Representative resigns, the Regional Representative Alternate will complete the remainder of the original term. Odd numbered regions will be elected in even years and even numbered regions will be elected in odd years.

Section 9: Vacancies.

1. **Regional Representative Vacancies** – When a vacancy occurs on the NASILC board, when a Regional Representative and their alternate are not able to fill the term, the Executive Committee will request a name or names to fill the vacant position from the Active members of that region. The individual, appointed by the board, shall complete the term of the vacant position.
2. **Chair Vacancy** – When the position of Chair becomes vacant, the Vice Chair shall assume the responsibilities of the Chair until the next scheduled election of officers by the NASILC board. Vacancies in other officer positions shall be filled by a majority vote of the NASILC board. The term of the position shall continue until the next scheduled election of officers by the NASILC board.

Section 10: **Meetings.** Regular meetings of the NASILC board of directors shall occur at least four (4) times a year in person or over the telephone. All board members will receive notice of the date, place, and time of each regularly scheduled meeting at least 2 weeks in advance of the meeting. All regularly scheduled meetings will be posted on the NASILC website.

Section 11: **Annual Meeting** - The annual meeting shall be held each year on a day and time specified by the board. At such meeting, Officers and Regional Representatives shall be elected, committees reviewed/appointed, reports of the affairs of the corporation shall be considered, and any other business may be transacted, which is within the power of the board of directors.

Section 12: **Special Meetings.** The Chair may call special meetings of the board of directors when warranted. Special meetings require three (3) business days advanced notice to board members by telephone, or email.

- Section 13: **Action by Telephone or Interactive Meeting Technology.** The Chair or his/her designee may at times request a vote on an issue by the board between regularly scheduled meetings. The Chair may conduct a vote on a time sensitive issue using telephone or interactive meeting technology. A simple majority of members shall decide the vote.
- Section 14: **Quorum.** A majority of the voting members present, in person, or via telephone, shall constitute a quorum at a regular or special meeting of the board.
- Section 15: **Absences.** Members of the NASILC board are expected to attend all meetings. Should a board member be unable to attend a board meeting, he or she shall contact the Chair or her/his designee prior to the meeting and request an excused absence. The Chair shall determine whether a board member is excused from a meeting.
- Section 16: **Meeting Minutes.** All business meetings of the board of directors shall be recorded by the board Secretary or his/her designee. The board of directors shall receive a copy of the minutes by the next regularly scheduled board meeting.
- Section 18: **Compensation.** All Officers and Regional Representatives of the NASILC shall serve without compensation.

ARTICLE IV – OFFICERS

- Section 1: **Officer Positions.** NASILC shall have the following officer positions; Chair, Vice Chair, Secretary, and Treasurer. All officer positions are members of the executive committee. The Past Chair shall act as an ex-officio member of the executive committee.
- Section 2: **Duties of the Chair.** The Chair shall preside over all regularly scheduled and special meetings of the NASILC board and executive committee. The Chair does not vote on actions, except in the case of a tie. The Chair shall have such responsibilities and powers as may be delegated to him or her by the board of directors. The Chair may sign and execute in the name of the corporation, any instrument authorized by the board of directors. The Chair shall, whenever it may in his or her opinion be necessary, prescribe the duties of other officers, of the corporation in a manner not inconsistent with the provision of these bylaws and

the direction of the board of directors. The Chair shall have the authority to create ad hoc committees, and/or task forces. The Chair shall appoint, remove, and replace chairs for standing, ad hoc committees and task forces unless otherwise specified in these bylaws. The Chair shall be an ex-officio member of all standing and ad hoc committees and task forces.

Section 3: **Duties of the Vice Chair.** The Vice Chair shall serve in the capacity of the Chair at the Chair's direction during the absence of the Chair. Should the office of Chair become vacant, the Vice Chair shall assume the powers and function of the Chair until the next scheduled election of officers.

Section 4: **Duties of the Secretary.** They, or their designee is also responsible for taking minutes at all meetings.

Section 5: **Duties of the Treasurer.** The Treasurer shall insure proper receipt and disbursement of all NASILC funds and make regular reports to the NASILC board on the financial condition of the organization.

ARTICLE VII – INDEMNIFICATION & INSURANCE

Section 1: **Indemnification.** NASILC shall indemnify, defend, and hold harmless any board officer, director, employee, or volunteer of this corporation, who is carrying out the appropriate and authorized business of the corporation, from and against all costs and expenses which may be imposed upon or reasonably incurred by him or her in connection with, or arising out of any claim, action, suit or proceeding in which she or he may be involved by reason of his or her being an officer, director, employee, or volunteer of this corporation.

Section 2: **Insurance.** NASILC shall maintain director's and officer's liability insurance, insurances prescribed by prudent business practices, and other insurances as required by law. All insurance policies shall be maintained at a level that insures industry standard coverage.

ARTICLE VIII – ADMINISTRATIVE AND FISCAL PROVISIONS

- Section 1: **Fiscal Year.** The fiscal year of NASILC shall begin on the first day of January and end on the last day of December of each year.
- Section 2: **Execution of Contracts.** Except as these bylaws otherwise provide, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of the Corporation. Such authorization will be confined to contracts for day-to-day operations and to host the annual SILC Congress.
- Section 3: **Bank Depositories and Accounts.** The board of directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the board or by an officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the board of directors.
- Section 4: **Check and Drafts.** All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall be determined from time to time by resolution of the board of directors

ARTICLE IX – CONFLICT OF INTEREST

- Section 1: **Conflict of Interest.** Board members, staff, and volunteers shall avoid any actual or potential conflicts of interest when participating in meetings of the executive committee, board of directors or duly authorized committees or when acting on behalf of the organization.
- Section 2: **Disclosure.** Board members, staff, and volunteers shall disclose any actual, potential, or perceived conflicts of interest as soon as actual, potential, or perceived conflict is known or reasonably should be known.

Section 3: **Voting.** Individuals who are eligible to vote and whom have disclosed an actual or potential conflict of interest on a specific action being taken by the board, may not participate in any discussion, or vote on the action of said conflict. The individual may however answer specific questions put to him or her by the board.

ARTICLE X – DISSOLUTION

Section 1: **Dissolution.** In the event of the dissolution of NASILC, the board of directors or their designee shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation held exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for the charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue law) as the Board of Directors determines. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. Any remaining assets of NASILC shall be disposed of in conformity with any then applicable statutes of the State of Kansas or the United States.

ARTICLE XI – AMENDMENTS TO THESE BYLAWS

Section 1: **Amendments.** The board of directors may from time to time, by a Quorum vote of the board, amend or repeal any or all bylaws.

Section 2: **Effective Date.** All amendments to these bylaws shall be effective on the date of approval by the board of directors.

Section 3: **Notification.** Notice of any amendment or amendments or repeal of these bylaws by the board of directors shall be made available to all members of NASILC, upon request, ten (10) business days after the effective date.

ARTICLE XII – NON-DISCRIMINATION AND ACCOMMODATION

Section 1: **Non-discrimination** – NASILC does not discriminate in the selection of board members, staff, or volunteers based on race, creed, ethnicity, national origin, religion, disability, gender, sexual orientation, or age. NASILC will ensure that recruitment activities of board members, staff, or volunteers include, encouraging people from multi-cultural population, underserved disability populations, and seniors to become involved with NASILC.

Section 2: **Accommodation** – NASILC will hold all its meetings and events in accessible locations. NASILC shall provide reasonable accommodations, upon request, to board members and others in order that they may fully participate in meetings and other NASILC sponsored activities. Individuals must contact the NASILC at least five (5) business days in advance of a meeting, or sponsored event to request a reasonable accommodation.