

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 Statewide 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 189<sup>th</sup> St., Tonganoxie, KS 66086, in Leavenworth County, with a mailing address of the 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, 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.
- Section 2: **Application** - To apply complete an application for the appropriate membership category and pay the set dues amount on an annual basis.

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

Section 4: **Membership Period** - Membership shall be for a period of one year to coincide with NASILC's fiscal year, January 1 through December 31.

Section 5: **Types of Membership and Dues Amounts.**

1. Active Membership - All SILCs, serving as the voting body of NASILC.
  - a. Annual dues amount - \$150.
2. Associate Membership – Organizations that are interested in Independent Living and support the purpose of NASILC. Non-voting and may not hold office.
  - a. Annual dues amount \$75.

Section 6: **Non-discrimination.**

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

## **ARTICLE IV – Board of Trustees**

Section 1: **Composition** - The NASILC board of directors shall have between 4 and 15 voting members.

1. The board membership shall be composed of up to five (5) officers – Chair, Vice Chair, Secretary, Treasurer, and Past Chair (when available) and up to ten (10) Regional Representatives.

Section 2: **Terms of Office and Elections.**

1. **Officers** – Officers shall be elected by the full active membership, during the annual SILC Congress.
  - a. They shall be eligible to serve three terms of two years each term.
2. **Officer Elections** -
  - a. Chair and Treasurer shall be elected in odd numbered years.
  - b. Vice Chair and Secretary shall be elected in even numbered years.

3. **Regional Representative** – Regional Representatives will be elected by one voting member of each SILC within each region, during the annual SILC Congress.
  - a. Regional Representatives shall be eligible to serve multiple two-year terms, for as long as they are elected by their region.
  - b. If a Regional Representative resigns, the Regional Representative Alternate will complete the remainder of the original term.
4. **Regional Representative Elections** –
  - a. Odd numbered regions will be elected in even years.
  - b. Even numbered regions will be elected in odd years.

Section 3: **Vacancies.**

1. **Regional Representative Vacancies** – When a Regional Representative and their alternate are not able to fulfill their 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 fulfill the term until the next regional representative annual election.
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.
3. **Officer Vacancies** - When an officer is unable to fulfill their term, the officer position shall be filled by a majority vote of the board. The term of the position shall continue until the next scheduled election.

Section 4: **Responsibilities** - The NASILC board of directors shall:

1. Set the policies and goals of the organization.
2. Ensure 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 ensure the fiscal integrity of the organization.
5. Regularly review the bylaws, policies, and procedures to ensure the legal integrity of the organization.

Section 5: **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 6: **Board Representation** - No person may hold more than one (1) officer position simultaneously. Representation on the board is non-transferable.

Section 7: **Compensation.** All Officers and Regional Representatives of the NASILC shall serve without compensation.

## ARTICLE V – Meetings

Section 1: **Meetings.**

1. Regular meetings of the board of directors shall occur at least four (4) times a year, either in person or by virtual means.
2. Notice of the date, place, and time of each regularly scheduled meeting will be provided at least 2 weeks in advance of the meeting.
3. All regularly scheduled meetings will be posted on the NASILC website.
4. A simple majority of board members shall be present to constitute a quorum.

Section 2: **Annual Meeting** - The annual meeting shall be held each year on a day and time specified by the board. At such meeting;

1. Officers and Regional Representatives shall be elected.
2. Committees reviewed/appointed.
3. Reports of the affairs of the corporation shall be considered
4. Any other business may be transacted, which is within the power of the board of directors.
5. A majority of the voting members present shall constitute a quorum.

Section 3: **Special Meetings.**

1. The Chair may call special meetings of the board of directors when warranted
2. Special meetings require five (5) business days advanced notice to board members by telephone, or email.

Section 4: **Accommodation.**

1. NASILC will hold all its meetings and events in accessible locations.
2. 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.
3. . Individuals must contact NASILC at least five (5) business days in advance of a meeting, or sponsored event to request a reasonable accommodation.
4. SILC Congress will have a publicized timeframe for accommodations.

Section 5: **Action by Telephone or Interactive Meeting Technology.**

1. All votes may be conducted by interactive meeting technology.
2. Records must be maintained.
3. A simple majority of members shall decide the vote.

Section 6: **Absences.** Members of the board are expected to attend all meetings.

1. Any member who fails to attend three (3) board meetings in a twelve (12) month period will be asked to resign.
2. As a precaution, after two (2) absences the member will be reached out to in order to support their participation.

Section 7: **Meeting Minutes.**

1. All business meetings of the board of directors shall be recorded by the board Secretary or his/her designee.
2. The board of directors shall receive a draft of the minutes, ten (10) days prior to the next regularly scheduled board meeting, for approval.

## ARTICLE VI – OFFICERS

Section 1: **Officer Positions.**

NASILC shall have the following officer positions;

1. Chair, Vice Chair, Secretary, Treasurer and Past Chair when available.
2. All officer positions are members of the executive committee.
3. The Past Chair shall act as an ex-officio member of the executive committee.

Section 2: **Duties of the Chair.**

The Chair shall;

1. Preside over all regularly scheduled and special meetings of the board and executive committee.
2. Sign and execute in the name of the corporation, any instrument authorized by the board of directors.
3. 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.
4. Have the authority to create ad hoc committees, and/or task forces.



5. Appoint, remove, and replace chairs for standing, ad hoc committees and task forces unless otherwise specified in these bylaws.
6. Be an ex-officio member of all standing and ad hoc committees and task forces except for the executive committee.
7. Additional responsibilities and powers as delegated by the board of directors.

**Section 3: Duties of the Vice Chair.**

The Vice Chair shall;

1. Serve in the capacity of the Chair during the absence of the Chair or at the Chair's direction.
2. Serve as Chair of committees and task forces as appointed.
3. Assist in the planning of SILC Congress.
4. Serve as the Regional Representative Coordinator.

**Section 4: Duties of the Secretary.**

The Secretary shall;

1. Take minutes at all meetings.
2. Send notice to membership and board members of upcoming meetings as requested.
3. Keep updated record of the Regional Representatives.
4. Assist in the planning of SILC Congress.

**Section 5: Duties of the Treasurer.**

The Treasurer shall;

1. Ensure proper receipt and disbursement of all NASILC funds.
2. Make regular reports to the NASILC board on the financial condition of the organization.
3. Report annually to the general membership on the financial standing of the organization.
4. Ensure proper filings are preformed in a timely manner – including but not limited to Federal 990 tax returns.
5. Assist in the planning of SILC Congress.

## **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;

1. Director's and officer's (D&O) liability insurance.
2. General liability insurance for the corporation and planned events as requested in the contracting procedures.

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: **Checks 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 and volunteers shall avoid any actual or potential conflicts of interest when participating in meetings of the executive committee, board of directors, committees or when acting on behalf of the organization.
- Section 2: **Disclosure.** Board members 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 membership, 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 proposed amendment or amendments or repeal of these bylaws by the board of directors shall be made available to all members of NASILC, ten (10) business days before the business meeting.