

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

Approved Bylaws 2022

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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 189th St., Tonganoxie, KS 66086, in Leavenworth County, with a mailing address of the same.

ARTICLE II - MISSION/VISION/PURPOSE

Section 1: Mission - To provide resources to SILCs in the US and territories and promote collaboration with their partners to advance Independent Living values.

Section 2: Vision - Accessibility for all, inclusion for all, Independent Living for all.

Section 3: Purpose - NASILC shall provide education and offer peer sharing on the roles and responsibilities of Statewide Independent Living Councils. Provide resources to Statewide Independent Living Councils and promote collaboration with their partners to advance Independent Living philosophy and values and to encourage networking opportunities with various national partners. NASILC will provide a unified voice of Statewide Independent Living Councils.

ARTICLE III - DIVERSITY INCLUSION/ ACCESSIBILITY STATEMENT

NASILC is committed to diversity, inclusion, and accessibility. NASILC will ensure that its policies, practices, and procedures are consistent with or exceed legal accessibility requirements outlined in federal legislation and guidance. To ensure diversity, inclusion, and accessibility, NASILC will consider disability, culture, and language preferences in all its actions. This includes, but is not limited to, assuring that any meetings, conferences, events, materials, and websites are accessible, offering materials and resources in multiple and alternative formats as requested and required, using plain language in all documents and presentations, providing language access (translation

and interpretation services) upon timely request, and being responsive to the interpersonal styles, attitudes, and language of its members.

ARTICLE IV - MEMBERSHIP

- Section 1: **Qualification for Membership** - All federally recognized Statewide Independent Living Councils (SILC).
- Section 2: **Membership Period** - Membership shall be for a period in alignment with the calendar year (January 1st through December 31st).
- Section 3: **Dues Amounts** – Will be set annually by the Board of Directors. Dues are non-refundable, and not pro-rated.

ARTICLE V - BOARD OF DIRECTORS

- Section 1: **Composition** - The NASILC board of directors shall have up to 14 members.
- a. The Board of Directors is made up of:
 1. Four (4) officers elected by membership.
 2. Ten (10) regional representatives – elected within their regions.
 - b. All board of Directors must be the representative for their Statewide Independent Living Council.
 - c. SILCs must be current with membership and agree to sponsor the Directors involvement.
- Section 2: **Authority** - Powers and Duties of the Board of Directors: The authority to govern NASILC shall be vested in the Board of Directors, subject to the power and authority of the membership and the limitations on actions by the Board of Directors provided in these Bylaws.
- Section 3: **Limitation of Authority** - The Board of Directors may not take the following actions without the approval of the Membership:
1. Subject to the further provisions of these Bylaws in Article VIII, the amendment or repeal of the Articles of Incorporation or the Bylaws, or the adoption of new Bylaws.
 2. The permanent filling of vacancies on the Board of Directors.
 3. The approval of the merger or transfer of all or substantially all of the assets of NASILC.
 4. Action contrary to approved member resolutions.
- Section 4: **Duties and Responsibilities of the Board of Directors**

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.
6. Participate in organizational business on a regular basis (i.e. Board meetings, Committees)

Section 5: Duties and Responsibilities of Officers

1. Attend all board meetings.
2. Participate in one of NASILCs standing Committees.
3. Assist in planning of SILC Congress.

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 their opinion be necessary, prescribe the duties of other officers, of the corporation in a manner consistent 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.
8. Assist in the planning of SILC Congress.

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. Manage an up-to-date membership list.

4. Assist in the planning of SILC Congress.

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 performed in a timely manner – including but not limited to Federal 990 tax returns.
5. Serve as Chair of committees and task forces as appointed.
6. Assist in the planning of SILC Congress.

Secretary

The Secretary shall;

1. Take minutes at all Executive Committee, Board and business membership meetings.
2. Send notice to membership and board members of upcoming meetings as requested.
3. Serve as Chair of committees and task forces as appointed.
4. Assist in the planning of SILC Congress.

Region Representative Chair

1. Serve as the Regional Representative Coordinator: liaison between Regional Representatives and Executive Committee.
2. Keep updated record of the Regional Representatives.
3. Serve as Chair of committees and task forces as appointed.
4. Assist in the planning of SILC Congress.

Regional Representative

1. Serve as regional rep coordinator/liaison within region.
2. Coordinate at a minimum of one meeting per year of your region.
3. Disseminate information received from NASILC organization to your region.

Section 6: Terms of Office and Elections

1. **Officers** – Officers shall be elected by the membership, during the annual membership meeting.
 - a. Each term is for two years.
 - b. Individuals are eligible to serve three consecutive terms as an Officer.

- c. Chair and Treasurer shall be elected in odd numbered years.
- d. Vice Chair, Secretary shall be elected in even numbered years.
- 2. **Regional Representative** – Regional Representatives and alternates will be elected by each region, during the annual business meeting.
 - a. Regional Representatives shall be eligible to serve multiple two-year terms, for as long as they are elected by their region.
 - b. Regional Representatives must be the representative for their Statewide Independent Living Council
 - c. Odd numbered regions will be elected in even years.
 - d. Even numbered regions will be elected in odd years.
 - e. Regional Representatives shall elect a Region Representative Chair to sit as a voting member on the Executive Committee. This Chair shall be elected in even numbered years.

Section 7: Vacancies

- a. **Regional Representative Vacancies** – When both a Regional Representative and alternate are not able to fulfill their term, the Executive Committee will request the region appoint a new representative.
- b. **Chair Vacancy** – When the position of Chair becomes vacant, the Vice Chair shall assume the responsibilities of the Chair until the next scheduled election.
- c. **Officer Vacancies** - When an officer, other than chair is unable to fulfill their term, a call for nominees will go out to the membership and the position shall be filled by a majority vote of the board for the remainder of the term.

Section 8: Removal of Board Members

- a. Any member of the Board, including the Chair, may be removed from the Board for an ethics violation by a two-thirds vote of the board. The matter may be considered at a regular or special meeting of the Board. A minimum of 30 calendar days' notice shall be given to any Board member whose removal is being sought, prior to the vote for removal. Upon a vote for removal, removal shall be effective immediately.
- b. Attendance - Members of the board are expected to attend all meetings.
 - 1. Any member who fails to attend two consecutive board meetings without a good cause reason, 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 9: Board of Directors Voting

- a. Each board member has one vote.
- b. Must be a simple majority quorum of the elected Board.
- c. Chair (only votes in the case of tie).

ARTICLE VI: MEETINGS

Section 1: Meetings of the Board

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 posted on the website when determined.
3. All regularly scheduled meetings agenda will be posted on the NASILC website at least 72 hours in advance.
4. A simple majority of board members shall be present to constitute a quorum.
5. All meetings of the Board of Directors shall be open to attendance by any member, except when the Board is conducting business in executive session.
 - a. Executive session will be determined by the laws of Kansas.
6. All meetings of the board of directors shall be recorded by the board Secretary or their designee.
7. Records must be maintained. – Votes must be included in minutes.
8. All official board actions must take place within a scheduled board meeting.

Section 2: Annual Membership Meeting

1. For all members.
2. Shall be held each year on a day and time specified by the board.
3. Agenda will be posted on the NASILC website at least 72 hours in advance.
4. A majority of the voting members present shall constitute a quorum.

Annual Membership Meetings consist of:

1. Officers and Regional Representatives may be elected in person or announced at meeting if the Board has decided to use advance electronic voting.
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 purview of the board of directors.
5. Resolutions discussed and voted on as received from membership.

Section 3: Special Meetings

1. May be called by the Chair or at request of four (4) Board Members.
2. Notice – The Board Members should be notified ten (10) days prior to a special meeting, or as quickly as is practical in emergency situations.

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 14 days in advance of a meeting, or sponsored event to request a reasonable accommodation.
4. SILC Congress will have a publicized timeframe for accommodations.
5. Every attempt for accommodations will be made outside of the stated timelines.

ARTICLE VII: COMMITTEES

Section 1: Executive Committee

- a. The Executive Committee is made up of four (4) officers elected by membership (Chair, Vice Chair, Secretary, and Treasurer) and the Region Representative Chair.
- b. Region Representative Chair elected by all Region Representatives to serve on the Executive Committee from the existing Region Representatives.
- c. The Executive Committee has the authority to conduct business between Board meetings, all decisions must be ratified at the next board meeting.

Section 2: Standing Committees

- a. Committee members will be appointed by or at the direction of the NASILC Chair.
 - b. Those who serve on a committee must belong to an organization who is a member of NASILC.
 - c. Charters and timelines will be defined and outlined within the Policies and Procedures.
1. Finance Committee
 - a. The Treasurer will serve as the Committee Chair.

2. Membership and Nomination Committee
3. Conference Committee
4. Advocacy and Outreach Committee
5. Bylaws and Policies and Procedures

Section 3: **Ad-hoc Committee(s)**

- a. Other Committees: Committee Chair and members will be appointed by or at the direction of the NASILC Chair.

ARTICLE VIII: Amendments to 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. A majority of the voting members present shall constitute a quorum.

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

Section 3: **Notification** - Notice of any proposed amendment or repeal of these bylaws by the Board of Directors shall be made available to all members of NASILC, thirty (30) days before the membership meeting.

Article IX: 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.