

# NATIONAL COUNCIL ON INDEPENDENT LIVING

## BYLAWS

APPROVED MAY 2022

### ARTICLE I: NAME

The name of the organization governed by these bylaws is the National Council on Independent Living, hereinafter referred to as NCIL.

### ARTICLE II: MISSION

The National Council on Independent Living advances independent living and the rights of people with disabilities.

### ARTICLE III: MEMBERS

Section I     **Membership** – NCIL membership shall be open to those corporations, associations, groups, clubs, and individuals that submit a completed application for membership, the required documentation as outlined in Section II A for CIL or SILC applicants, and payment of the established dues for the selected category of membership. Membership shall be for a period of one year, renewable annually. Dues must be paid in full in order to be eligible to vote on elections, resolutions, and bylaw amendments. The NCIL Membership & Nominating Subcommittee shall review all CIL and SILC membership application monthly. CIL, SILC, Organization and/or individuals denied membership in NCIL will receive a letter stating reason(s) for denial and a copy of NCIL's appeals procedures. All appeals related to membership shall be forwarded to the NCIL Human Resource Committee for review. The Human Resource Committee shall make a recommendation to the NCIL Governing Board. The decision of the

Governing Board is final. The NCIL staff will review all organizational and individual member applications.

The NCIL Governing Board shall establish membership dues for CIL and SILC, Organization, and Individual memberships.

Upon payment of appropriate dues, it shall be assumed that a member automatically supports NCIL's mission, vision, and Guiding Principles; copies of which shall be forwarded to all CIL or SILC members annually by the NCIL office with a notation that they are what the dues and membership support.

Members have the right to be present at Governing Board meetings, the Annual Council Meeting, and fully participate in the committees to which they or their representative(s) (CIL, SILC, or Organization members) is (are) duly appointed. All committee and subcommittee members must also be Individual NCIL members.

## Section II **Types of Membership**

### **A. CIL and SILC MEMBERS**

Centers for Independent Living and Statewide Independent Living Councils – NCIL is committed to maintaining its requirement of consumer control in the organization's governance, advocacy efforts, and direction. In order to be considered for CIL or SILC membership, a copy of the CIL or SILC grant award notification from the U.S. Department of Health and Human Services, Independent Living Administration or a letter from its state funding agency saying that it receives funding as a CIL or SILC must be included with its application and dues.

Applicants for CIL or SILC membership that do not receive CIL or SILC funding from the U.S. Department of Health and Human Services, Independent Living Administration or the state; or those applicants not wishing to submit a grant award notification from the Independent Living Administration or a letter from the state funding agency, may petition the NCIL Membership & Nominating Subcommittee to review other documents as proof that the applicant meets NCIL's criteria as a CIL or SILC member. The applicant shall also agree to further investigation if NCIL finds it necessary.

The requested documents may include, but are not limited to the following list:

1. Copy of the letter from the Internal Revenue Service's stating that the organization is a private, non-profit agency (CIL or SILC)
2. Copy of the agency's bylaws (CIL or SILC)
3. The portion of the personnel policies that describes the hiring, firing and supervision of staff (CIL or SILC)
4. The goals and objectives from the SPIL (SILC or CIL)
5. The agency's grievance policy and procedures for consumers (CIL)
6. List and contact information of the board of directors (CIL or SILC)

**Voting** – CIL or SILC members have the right to vote on bylaws amendments, to nominate and vote for candidates to fill Governing Board positions, and to vote on resolutions.

**Weight of Vote** – CIL or SILC Member's votes shall be weighted as ten (10).

- B. Individual Members** – NCIL is committed to maintaining its requirement of consumer control in the organization's governance, advocacy efforts, and direction.

**Voting** – Individual members will have the right to vote on bylaws amendments, to nominate and vote for candidates to fill Governing Board positions, and to vote on resolutions.

**Weight of Vote** – Individual Member's vote shall be weighted as one (1).

- C. Organizational Members** – NCIL is committed to maintaining its requirement of consumer control in the organization's governance, advocacy efforts, and direction.

**Voting** – Organizational Members will have the right to vote on by-law amendments, to nominate and vote for candidates to fill Governing Board positions, and to vote on resolutions.

**Weight of Vote** – Organizational Member's vote shall be weighted as one (1).

### Section III

**Annual Council Meeting** – Members of NCIL shall meet annually at which time a business meeting shall be held for the primary purposes of announcing election results for the Officer, Member at-Large, and Diversity Committee Chair positions on the Governing Board, and

the results of voting on any by-law amendment(s) and/or resolution(s) presented to the membership prior to the Annual Council Meeting.

The Governing Board shall select the time and location of the Annual Council Meeting no less than six (6) months prior to such Annual Council Meeting date. The membership shall receive timely notice of business meetings and any other meetings associated with the Annual Council Meeting.

**Quorum** – Those members present at the Annual Council Meeting shall constitute a quorum.

Section IV **Powers** – The membership shall have primary responsibility of electing the members of the NCIL Governing Board (except the Executive Director); approving the mission of the organization; ratifying or rescinding amendments to the NCIL bylaws as recommended by the Governing Board; and voting on resolutions. Other responsibilities include participating on committees and subcommittees and setting NCIL’s advocacy priorities.

Section V **Annual Council Meeting Resolutions** – The purpose of resolutions is for the membership to direct what NCIL does and what NCIL stands for. Resolutions must be received by the NCIL office, in writing at least 90 days prior to the start of the NCIL Annual Conference. The President will appoint a resolution task force to review all resolutions to determine what impact the resolution’s actions would have on each of the following five areas: NCIL’s mission, resources, priorities, guiding principles/values, and any legal implication for the organization.

The resolution task force will provide the NCIL Governing Board with a one-page summary of each resolution including the potential impact in each area. The NCIL board will make a recommendation to the membership to accept or reject the resolution. The recommendation shall be in writing with a brief statement explaining the rationale for the board’s recommendation. All resolutions, including the brief statement with the board’s recommendation, will be sent to the membership prior to the end of voting on the resolution(s).

A call for resolutions shall be disseminated to the NCIL membership no less than 45 days prior to the resolution deadline date. No resolutions will be accepted for consideration after the deadline date.

Members proposing resolutions shall be given an opportunity to speak on their resolution before voting closes. Such opportunity shall

be conducted in an online format between the time resolutions are distributed to NCIL members for consideration and the time electronic voting on the resolution's closes.

**Resolution Voting Procedures** – Voting on motions to approve or reject a resolution shall be by electronic vote.

## **ARTICLE IV: GOVERNING BOARD**

Section I      **Authority** – The authority of the affairs of NCIL shall be vested in the Governing Board, the legally constituted governing body. The NCIL Governing Board shall exercise the governance of the organization subject to these bylaws and the laws, rules and regulations governing not-for-profit corporations.

Section II      **Duties:**

1. Set the policies and goals for the organization.
2. Ensure compliance with all applicable laws, rules and regulations governing not-for-profit corporations.
3. Approve an annual organizational budget.
4. Review the financial reports and monitor finances for the fiscal integrity of the organization.
5. Appoint or remove the Executive Director
6. Oversee the activities of the NCIL Executive Committee.
7. Contribute or secure an annual financial contribution to NCIL at the level recommended by the Resource Development Subcommittee and approved by the Board. (Give or Get Policy)
8. All Governing Board members are expected to attend all board meetings. On rare occasion, inclement weather or adverse personal circumstances may make in-person attendance impossible. In such instances, a board member may join by telephone with appropriate accommodation so that all persons participating in the meeting agree they are able to communicate either aurally or visually and such participation shall constitute presence in person at the meeting.
9. All NCIL Governing Board members shall actively participate on at least one committee or subcommittee of the NCIL board. If a

board member does not choose a committee or subcommittee on which to participate within three (3) months of their election or appointment to the NCIL Governing Board, the President of the NCIL board will assign the board member to a committee or subcommittee.

Section III **Governing Board Membership** – The Governing Board of NCIL shall be composed of up to four (4) Officers (President, Vice President, Secretary, and Treasurer), ten (10) Regional Representatives, the Diversity Committee Chair, six (6) Members At-Large, the Youth at-Large, and the Executive Director. Open Officer Positions, the Diversity Committee Chair, and open Member at-Large positions shall be elected at Annual Council Meetings. The Governing Board shall always be composed of at least a majority of people with disabilities. All Governing Board members must be Individual NCIL members.

Section IV **Dual Representation** – No person may hold two (2) or more Governing Board positions simultaneously. No CIL or SILC member may have more than two (2) representatives serving on the Governing Board simultaneously.

Section V **Eligibility**

- A. **Officers** – Eligibility to run for and hold any office in NCIL shall be limited to staff, board or other designated representative of a CIL or SILC member of NCIL.
- B. **Regional Representatives** – Eligibility to serve in any of the ten (10) positions of Regional Representative shall be limited to staff, board or other designated representative of a CIL or SILC member of NCIL.
- C. **Members' At-Large** – Eligibility to run for or hold any of the six (6) Member at-Large positions on the Governing Board shall be limited to staff, board or other designated representative of a CIL or SILC member of NCIL.
- D. **Youth at-Large** – Eligibility to run for the Youth at-Large position on the Governing Board shall be limited to individuals that are 26-or-younger at the time of the Youth at-Large election.

Section VI **Term of office**

- A. **Officers** – The term of service for officers of the Governing Board shall be two (2) years. The President and Treasurer shall be elected on odd numbered years. The Vice President and Secretary shall be elected on even numbered years.

- B. **Regional Representatives** – The term of service for Regional Representatives shall be two (2) years. The Regional Representatives from the odd numbered regions (Regions I, III, V, VII & IX) shall be elected in odd numbered years. The Regional Representatives from even numbered regions (Regions II, IV, VI, VIII & X) will be elected in even numbered years. The Chair of the Regional Representatives shall serve for a one-year term. The chair is elected by and from the group of ten (10) Regional Representatives.
- C. **Member at-Large** – The term of service for Members at-Large shall be two (2) years. At the 2002 Annual Council Meeting determined six (6) individuals will be elected to the Member at-Large positions. The three (3) individuals elected with the greatest number of votes will serve a two-year term, the other three (3) individuals elected to Member at-Large positions will serve a one-year term. Beginning at the 2003 Annual Council Meeting, and every year thereafter, three (3) of the six (6) Member at-Large positions will be elected to serve two-year terms
- D. **Diversity Committee Chair** – The term of service for Diversity Committee Chair shall be two (2) years.
- E. **Youth at-Large** – The term of service for Youth at-Large shall be two (2) years. The term limit for Youth at-Large shall be one term.

Section VII **Executive Committee** – The Executive Committee of NCIL shall be composed of the President, Vice President, Secretary, Treasurer, the Chair of the Regional Representatives, the Chair of the Diversity Committee, and the Executive Director. The Executive Committee may take action on behalf of the Governing Board between governing board meetings. Actions taken by the Executive Committee shall be consistent with the mission of the organization, the direction of the organization as prescribed by the goals of the organization, and within the Governing Board’s approved annual organizational budget. The Executive Committee shall evaluate the performance of the Executive Director. The annual evaluation shall be conducted in January of each year.

Section VIII **Meetings** – Regular meetings of the Governing Board shall occur at least twice during the year, not including the Annual Council Meeting. Regular meetings of the Executive Committee shall occur at least six times per year in addition to Governing Board and Annual Council Meetings. All such meetings shall be established with a fixed date, time and place at least one month in advance with notice of each

meeting sent to appropriate members for that meeting. NCIL does not allow proxy votes. The President shall Chair all Executive Committee, Governing Board and Annual Council Meetings.

- Section IX **Quorums** – Fifty percent plus one, including at least one officer, of the Governing Board shall be necessary at all Governing Board meetings in order to constitute a quorum for the transaction of any NCIL business. Fifty percent plus one of the Executive Committee shall be necessary at all Executive Committee meetings in order to constitute a quorum for the transaction of any NCIL business.
- Section X **Meeting Minutes** – All business meetings minutes of the Governing Board shall be recorded by the NCIL staff and disseminated to the Board members within 20 days of such meetings. The Executive Committee teleconference meeting minutes shall be recorded by the NCIL staff and disseminated to the Board members within fifteen (15) business days of the teleconference.
- Section XI **Action by Telephone, E-mail or Fax** – Between Governing Board and Executive Committee meetings, the Governing Board and/or Executive Committee may deem it necessary, from time to time, to vote on a time sensitive issue. Upon request of the President, Governing Board and/or the Executive Committee may conduct a vote on an issue using e-mail, fax or telephone. The vote shall be decided by a simple majority of those members returning their ballot on or before the deadline date.
- Section XII **Special Meetings** – The President of NCIL and the Executive Director confer with the Governing Board if they feel that an additional Governing Board meeting is needed within a given year.
- Section XIII **Attendance** – The Governing Board, by a majority vote, may declare that a vacancy exists if a member of the Governing Board has unexcused absences for two consecutive Governing Board meetings.
- Section XIV **Vacancies** – When a vacancy for an Officer, the Diversity Committee Chair, Member at-Large, or Youth at-Large position of the Governing Board occurs, the President shall, in consultation with the Executive Committee and with the approval of a majority of the Executive Committee, appoint a replacement for the balance of the term. If the term is greater than one-year, the President may call for a special election by the membership to fill that position.

When a vacancy for a Regional Representative occurs, the Chair of the Regional Representatives shall consult with members in the affected region and make a recommendation for a replacement to the



President. The President shall, in consultation with the Executive Committee and with the approval of a majority of the Executive Committee, appoint a replacement for the balance of the term. If the term is greater than one-year, the President may call for a special election by the membership to fill that position.

When a vacancy for Youth at-large occurs, the chair of the Youth Caucus shall consult with NCIL's Youth Caucus and make a recommendation for a replacement to the President. The President shall, in consultation with the Executive Committee and with the approval of a majority of the Executive Committee, appoint a replacement for the balance of the term. If the term is greater than one-year, the President may call for a special election by NCIL's youth members to fill the position.

Section XV **Resignation, Suspension, or Removal** – Any member of the Governing Board may resign by giving written notice to the President. The President may resign by giving written notice to the Vice President. The Governing Board shall be empowered to suspend or remove any member of the Governing Board by a two-thirds vote of the full Governing Board at a regular or special meeting of the Governing Board. The President shall assure the Governing Board and the board member concerned receive written notice of the proposed suspension or removal at least ten (10) business days prior to the meeting, at which the action is to be considered. The notice shall come from the President of the Governing Board with the reason or reasons for the proposed action. Said notice will come from the Vice President, when the President is the board member subject to suspension or removal. The concerned board member shall be granted an opportunity to be heard by the Governing Board prior to the action of suspension or removal.

## **ARTICLE V: OFFICERS**

Section I **Number** – NCIL shall have the following Officers: President, Vice President, Secretary, and Treasurer. All Officers shall be members of the Executive Committee.

Section II **Duties of the President** – The President shall serve as Chairperson of the Board. The President shall preside at all meetings of the Governing Board, Executive Committee and Annual Council. The President shall have such responsibilities and powers as may be delegated to them by the Governing Board. The President may sign

and execute, in the name of the corporation, any instrument authorized by the Governing Board. The President shall, whenever it may in their opinion be necessary, prescribe the duties of other officers and employees of the corporation, in a manner not inconsistent with the provision of these bylaws and the directions of the Governing Board. The President shall appoint, remove and replace chairs for standing and ad hoc committees, subcommittees and task forces unless otherwise specified in these bylaws. The President shall supervise the Executive Director.

Section III **Duties of Vice President** – The Vice President shall serve in the capacity of the President at the President’s direction during the absence of the President. Should the office of President become vacant the Vice President shall assume the powers and functions of the President for the remainder of the unexpired term.

The Vice President shall Chair the Legislative and Advocacy Committee and monitor the activities of the legislative and advocacy subcommittees, and other duties as assigned by the President and/or the Governing Board.

Section IV **Duties of the Secretary** – The Secretary shall Chair the Human Resource Committee and monitor the activities of its subcommittees. As Chair of this committee, they will be responsible for coordinating all membership recruitment, leadership development activities, and identifying and recruiting individuals to serve on the NCIL Board. This position will also be responsible for overseeing other activities related to the organization’s human resource issues.

Section V **Duties of the Treasurer** –The Treasurer shall assure the proper receipt and disbursements of all NCIL funds, shall make reports of the financial condition of NCIL to the Governing Board and the membership. The Treasurer shall Chair the NCIL Finance Committee and monitor the activities of its subcommittees.

## **ARTICLE VI: STANDING COMMITTEES, SUBCOMMITTEES, AND TASK FORCES**

Section I **Standing Committees** – The standing committees of NCIL shall be the following: (a) Finance, (b) Legislative & Advocacy, (c) Human Resource, and (d) Diversity. All standing committees shall have representation from an underrepresented or diverse population, including, but not limited to: disability, ethnicity, culture, urban/rural,

etc. The standing committees shall present written reports on the committee's actions at each meeting of the Governing Board and at the Annual Council Meeting.

- A. **Legislative and Advocacy Committee** – The Legislative and Advocacy Committee shall consist of the Chairs of the legislative and advocacy subcommittees and the Chair of the Regional Representatives. The Legislative and Advocacy Committee shall undertake activities as directed by the President and selecting a recipient or recipients for NCIL's annual national advocacy awards. The Vice President shall serve as Chairperson of the Legislative and Advocacy Committee.
- B. **Regional Representative Committee** – The Regional Representative is the pivotal position in NCIL's communication system with its membership. The Regional Representative is responsible for communicating at least quarterly with NCIL members regarding IL issues and working with any other group interested in pursuing NCIL's goals within their respective region. The Regional Representative will assist the NCIL Governing Board and committees in building and coordinating grassroots coalitions to advance NCIL's advocacy activities. The NCIL Regional Representatives will also assist in the recruitment and retention of NCIL members. The Regional Representatives will disseminate information related to regional or state advocacy efforts to their regional members. The regions used in NCIL's system are the same ten (10 regions designated by the U.S. Office of Management & Budget (OMB).
- C. **Finance Committee** – The Finance Committee shall consist of members appointed by the President or their designee. The Treasurer shall serve as Chairperson of the Finance Committee. The Finance Committee is charged with the responsibility to develop and present an annual operating budget to the Governing Board for approval, monitor the financial operations of NCIL, and provide regular reports to the Governing Board on matters related to organization's finances.
- D. **Diversity Committee** – The Diversity Committee shall consist of individuals representing concerns of diversity and marginalization of individuals with disabilities. A Chairperson for the committee shall be elected by the membership at the Annual Council Meeting. At least fifty-one per cent (51%) of the Diversity Committee's membership shall be individuals who have had personal experience with issues of diversity or marginalization. The committee shall advise NCIL on

ways in which to increase the participation of individuals with disabilities from diverse or underrepresented populations throughout the organization and its activities.

- E. **Human Resource Committee** – The Human Resource Committee shall be responsible for coordinating membership recruitment, identifying and recruiting prospective board members, leadership development activities, and reviewing grievances made against the organization, the executive director or board members and providing the Governing Board with recommendations. The Secretary shall serve as Chairperson of the Human Resource Committee. This committee shall also be responsible for the regular review, and review at the request of the Board, of the NCIL bylaws, personnel policies and standard operating procedures and making recommendations to the Board for revisions.

Section II **Subcommittees and Task Forces** – The President shall have the power and responsibility to establish a subcommittee or task force, which will have a specific directive to serve the need(s) of NCIL. The duration of the subcommittee or task force will last until the directive is accomplished or is disbanded by the NCIL President or Governing Board. The subcommittee or taskforce will report all findings and recommendations to the President or their designee for consideration by the Governing Board.

## **ARTICLE VII: INDEMNIFICATION/INSURANCE**

NCIL shall indemnify, defend and hold harmless board members, staff and volunteers who are carrying out the appropriate and authorized business of the organization against any and all indemnifiable expenses and liabilities. NCIL shall maintain director's and officer's liability insurance, insurances prescribed by prudent business practices, and other insurances as required by law. All insurances policies shall be maintained at a level that ensures adequate coverage.

## **ARTICLE VIII: FISCAL YEAR**

The fiscal year of NCIL shall begin on the first day of January and end the last day of December in each and every year.

## **ARTICLE IX: ANNUAL AUDIT**

The accounts and records of NCIL shall be audited annually by certified public accountants to be designated by the Executive Committee or their designee. The audit report shall be delivered to each Governing Board member and shall be reviewed at a regular or special meeting of the Governing Board annually. The audit report shall be made available to members of NCIL upon request.

## **ARTICLE X: RULES & REGULATIONS**

NCIL may establish rules and regulations, such as standard operating procedures, which detail procedures for effective adherence to the intent and directive of these bylaws based upon recommendations made by the Human Resource Committee to the Governing Board. Rules and regulations may be approved by a simple majority vote of the Governing Board and shall be appended to these bylaws. Rules or regulations that conflict with these bylaws shall not be enacted. These bylaws shall be the controlling instrument for the conduct of NCIL business. The rules and regulations shall be a means of establishing policy, direction, and intent of NCIL without the need of formal amendment to these bylaws.

## **ARTICLE XI: CONFLICT OF INTEREST**

- Section I      A conflict of interest exists when a matter to be acted upon by any duly authorized committee, the Executive Committee or Governing Board confers a substantial financial benefit to a board member, staff or volunteer of the organization. Any board member, member, staff or volunteer of the organization shall abstain from voting on any matter that places or has the potential of placing them in a conflict of interest.
- Section II      Prior to voting on matters in which a potential conflict of interest exists, the board member, staff or volunteer, shall declare a conflict of interest and abstain from voting on the matter. The President or committee chair may inquire if anyone, authorized to vote on a matter, desires to abstain from voting because of a conflict of interest.
- Section III      Prior to voting on any matter, a board member, staff or volunteer may be requested to abstain from voting because of a perceived or potential conflict of interest by another member of the committee, Executive Committee, or Governing Board. If the challenged individual refuses to abstain from voting as requested, the President

or committee chair shall table the item/action until the question of conflict of interest can be resolved.

Section IV If a board member, staff or volunteer of the organization fails to reveal a conflict of interest to a committee on which they serve or to the Executive Committee or Governing Board, that individual is subject to removal/termination from the committee, board or staff for cause.

## **ARTICLE XII: WHISTLEBLOWER POLICY**

Section I NCIL has a zero tolerance policy to protect staff members, board members, and volunteers from retaliation for reporting fraudulent or illegal practices, misuse of NCIL resources, or violations of NCIL policies. Procedures for reporting and investigating are detailed in the Standard Operating Procedures.

## **ARTICLE XIII: DISSOLUTION**

Section I In the event of the dissolution of NCIL or in the event that it shall cease to carry out the purposes set forth in Article II of these bylaws, the Governing Board or their designee shall, after paying or making provision for the payment of all liabilities of NCIL, dispose of all the assets of NCIL exclusively for the purposes of NCIL in such manner or to such organization or organizations that are organized and operated exclusively for charitable, educational, 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 provisions of any future United States Internal Revenue Law), as the Governing Board shall determine. Any such assets not so disposed of, shall be disposed of by the appropriate court of jurisdiction of the county in which the principle office of NCIL 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; or if not appropriately and efficiently to be disposed through court proceedings, the remaining assets of NCIL shall be disposed of in conformity with any then applicable statutes of the United States.

## **ARTICLE XIV: AMENDMENTS**

- Section I      Subject to ratification or rescission by the full membership, these bylaws may be amended on an interim basis by an affirmative vote of at least three-fifths (3/5) of the Governing Board members. In the event of such an interim amendment, the full membership shall be afforded an opportunity to vote, to ratify or to rescind the Governing Board's action within sixty (60) days of the date on which the interim amendment or amendments were made. Such a vote may be taken by mail, e-mail or fax or at the Annual Council Meeting. Mail, e-mail or fax votes shall be considered affirmative if a two-thirds (2/3) majority of those ballots received by a specified deadline date vote in the affirmative. Votes taken at an Annual Council Meeting may amend these bylaws if a two-thirds (2/3) majority of members present so vote.
- Section II      **Effective Date** – Amendments shall be effective on the date of approval by the membership.

## **ARTICLE XV: MISCELLANEOUS**

**Electronic Membership Votes** – Items requiring a vote of the membership may be conducted through mail, e-mail, online, or fax. The vote shall be decided by a simple majority vote of those members returning their ballots on or before the announced deadline date (excluding by-law amendment votes which require a two-thirds majority of ballots returned.)