

NATIONAL COUNCIL ON INDEPENDENT LIVING

PROPOSED BYLAWS

MAY 2023

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. PURPOSES AND LEGAL POWERS

Section 1 Purpose

The National Council on Independent Living is a nonprofit corporation operated for the purpose of:

- Advancing the disability-led Independent Living Movement to expand the capacity of Independent Living Programs to enhance the human and civil rights of all people with disabilities.

Section 2 Nonprofit Status

Nonprofit Legal Status

NCIL is a Missouri nonprofit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

ARTICLE III. MEMBERSHIP

Section 1 Eligibility for membership

Application for voting membership shall be open to those corporations, associations, groups, clubs, and individuals that support the purpose statement in Article II, Section 1, and submit a completed application for membership, the required documentation as outlined in Section 3 for Centers for Independent Living (CILs) or Statewide Independent Living Councils (SILCs) applicants, and payment of the established dues

for the selected category of membership. Membership shall be for a period of one year, renewable annually.

Section 2 Applications and Annual Dues

Dues must be paid in full in order to be eligible to vote on elections and Bylaw amendments, to submit proposed resolutions for Board consideration, and to comment on proposed resolutions. The NCIL staff shall review all membership applications as they are received. CIL, SILC, Other 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 Executive Director who then forwards them to the Operational Excellence (OE) Committee for review. The decision of the OE Committee is final.

The NCIL Governing Board shall establish membership dues for CIL and SILC, Other 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.

Section 3 Types of Memberships

CIL and SILC Members

NCIL is committed to maintaining its requirement to be a disability-led organization in its governance, advocacy efforts, and direction. By definition, CILs and SILCs are disability-led organizations with a majority of governing board members and staff members being individuals with disabilities (CILs) and a majority of Council members being individuals with disabilities (SILCs). In order to be considered for CIL or SILC membership, a copy of the CIL or SILC grant award notification from the Administration for Community Living (ACL), 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 ACL or the state; or those applicants not wishing to submit a grant award notification from ACL or a letter from the state funding agency, may petition the NCIL Operational Excellence Committee 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.

Voting

CIL or SILC members have the right to vote on Bylaws amendments, to nominate and vote for candidates to fill Governing Board positions, to submit proposed resolutions for Board consideration, and to submit comments on proposed resolutions.

Weight of Vote

CIL or SILC Member's votes shall be weighted as ten (10).

Individual Members

NCIL welcomes individuals as members who are committed to NCIL's goals and guiding principles.

Voting

Individual members will have the right to vote on Bylaws amendments, to nominate and vote for candidates to fill Governing Board positions, to submit proposed resolutions for Board consideration, and to submit comments on proposed resolutions.

Weight of Vote

Individual Member's vote shall be weighted as one (1).

Other Organization Members

NCIL welcomes other organizations as Other Organization Members that are committed to NCIL's goals and guiding principles.

Voting

Other Organization Members will have the right to vote on Bylaw amendments, to nominate and vote for candidates to fill Governing Board positions, to submit proposed resolutions for Board consideration, and to submit comments on proposed resolutions.

Weight of Vote

Other Organization Member's vote shall be weighted as one (1).

ARTICLE IV. MEETINGS OF MEMBERS

Section 1 Annual Meetings

Members of NCIL shall meet annually at which time a business meeting shall be held for the primary purposes of announcing (a) election results for the Officers, Members at-Large, and DEAI Committee Chair positions on the Governing Board, (b) the results of voting on any Bylaw amendment(s) presented to the membership prior to the Annual Council Meeting, and (3) the results of action taken on resolution(s) submitted to the Governing Board virtually prior to the Annual Council Meeting.

The time, date, and location of the Annual Council Meeting shall be determined by the Board President in alignment with the Annual Conference schedule, no less than six (6) months prior to such Annual Council Meeting date.

Section 2 Notice of Meetings

The membership shall receive timely notice of business meetings and any other meetings associated with the Annual Council Meeting.

Section 3 Quorum

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

Section 4 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; proposing resolutions for Board consideration; and providing comments on proposed resolutions. Other responsibilities include participating on committees and subcommittees and giving input into setting NCIL's advocacy priorities.

Section 5 Proposed Resolutions

The purpose of resolutions is to provide the membership with a way to contribute to NCIL's mission by having input into what NCIL does and what NCIL stands for. Resolutions and the submitter's rationale for the resolution 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, financial and personnel 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. Resolutions that are consistent with the five impact areas, will be posted for member comment. The NCIL Board will consider the Resolution Task Force's analysis and comments from the membership and vote on whether to accept or reject each resolution. The Board's decision shall be in writing with a brief statement explaining the rationale for the Board's decision. All resolutions, including the brief statement with the Board's decision and rationale will be announced at the Annual Council Meeting.

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.

Section 6 Electronic Voting

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 Bylaw amendment votes which require a two-thirds majority of ballots returned.)

ARTICLE V. GOVERNING BOARD

Section 1 Number and 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, Equity, Accessibility & Inclusion (DEAI) Committee Chair; six (6) Members At-Large; the Youth at-Large; and the Executive Director.

Section 2 Powers

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 3 Terms

Officers

The term of service for officers of the Governing Board shall be two (2) years. The President and Treasurer shall be elected in odd numbered years. The Vice President and Secretary shall be elected in even numbered years.

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.

Member at-Large

The term of service for Members at-Large shall be two (2) years. Each year three (3) of the six (6) Member at-Large positions will be elected to serve two-year terms.

DEAI Committee Chair

The term of service for DEAI Committee Chair shall be two (2) years.

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 4 Eligibility

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.

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. The Regional Representatives must reside in the region they represent.

Members At-Large

Eligibility to run for or hold any of the six (6) Members 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.

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 5 Board Elections

Open Officer Positions, the DEAI Committee Chair, and Members at-Large positions shall be elected by the NCIL Membership via ballot prior to the Annual Council Meeting. Regional Representatives are elected from among the members within their respective regions. 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 6 Election Procedures

The Operational Excellence Committee will be responsible for nominating a slate of prospective Board members each year for the open Officer, DEAI Committee Chair, and Members at-Large positions. The Committee will also work with NCIL staff to prepare and issue a Call for Nominations from the NCIL membership.

The OE Committee will team with the incumbent Regional Representatives Chair to solicit nominations for open Regional Representatives positions.

Section 7 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 8 Quorum

Fifty percent plus one, including at least one officer of the currently held positions 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.

Section 9 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 Finance Committee and approved by the Board. (Give or Get Policy)
8. Attend all board meetings.
9. 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 10 Meetings and notice

Regular meetings of the Governing Board shall occur at least four times during the year. 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 Board members. The President or any two other officers and the Executive Director shall confer if they feel that an additional (special) Governing Board meeting is needed within a given year. The President shall chair all Governing Board meetings.

Section 11 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.

Section 12 Action by E-mail

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, the Governing Board and/or the Executive Committee may conduct a vote on an issue using e-mail. The vote shall be decided by a simple majority of those members returning their ballot on or before the deadline date.

Section 13 Attendance

A director may be removed from office if the director is absent and unexcused from two or more Board meetings in a twelve-month period. The President is empowered to excuse directors from attendance for a reason deemed adequate by the President. The President shall not have the power to excuse him/herself from the Board meeting attendance and in that case, the Vice President shall excuse the President.

Section 14 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 that 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.

Section 15 Vacancies

When a vacancy for an Officer, the DEAI 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.

ARTICLE VI. OFFICERS

Section 1 Number

NCIL shall have the following Officers: President, Vice President, Secretary, and Treasurer, all of whom shall be elected by, and serve at the pleasure of, the NCIL Membership. Each officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of the Board President. All Officers shall be members of the Executive Committee.

Section 2 Duties of the President

The President shall:

1. Be the chief volunteer officer of the corporation.
2. Lead the Governing Board in performing its duties and responsibilities, including, if present, presiding at all meetings of the Governing Board, Executive Committee and Annual Council.
3. Have such responsibilities and powers as may be delegated to them by the Governing Board.
4. Sign and execute, in the name of the corporation, any instrument authorized by the Governing Board.
5. Whenever it may in their opinion be necessary, prescribe the duties of other officers, in a manner not inconsistent with the provision of these Bylaws and the directions of the Governing Board.
6. Appoint, remove, and replace chairs for standing and ad hoc committees, subcommittees and task forces unless otherwise specified in these Bylaws.
7. Serve as a member of the Executive Committee.
8. Supervise the NCIL Executive Director.

Section 3 Duties of Vice President

The Vice President shall:

1. Serve in the capacity of the President at the President's direction during the absence of the President.
2. Should the office of President become vacant, assume the powers and functions of the President for the remainder of the unexpired term.
3. Chair the Advocacy and Public Policy Committee.

4. Monitor the activities of the Advocacy and Public Policy subcommittees and give policy guidance as requested.
5. Serve as a member of the Executive Committee.
6. Have such other powers and duties prescribed for them by the President and/or the Governing Board.

The Vice President may appoint, with approval of the Board, another Board member to assist with the performance of all or part of the duties of the Vice President.

Section 4 Duties of the Secretary

The Secretary shall:

1. Keep or cause to be kept a file of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and other such information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws.
2. Cause notice to be given of all meetings of directors and committees as required by these Bylaws.
3. Chair the Operational Excellence Committee, which oversees the development and updating of all organizational policies (excluding fiscal policies and procedures and staff standard operating procedures), including Bylaws, Board operational policies and procedures, personnel policies, and other policies approved by the Governing Board
4. Serve as a member of the Executive Committee.

The Secretary may appoint, with approval of the Board, another Board member or member of the staff to assist with the performance of all or part of the duties of the Secretary.

Section 5 Duties of the Treasurer

The Treasurer shall:

1. Be the lead director for oversight of the financial condition and affairs of the corporation.
2. Oversee and keep the Governing Board informed of the financial condition of the corporation and of audit or financial review results.
3. In conjunction with NCIL fiscal staff, oversee budget preparation.

4. Ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board on a timely basis or as may be required by the Board.
5. Chair the NCIL Finance Committee and monitor the activities of its subcommittees.
6. Serve as a member of the Executive Committee.

The Treasurer may appoint, with approval of the Board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

ARTICLE VII. STANDING COMMITTEES, SUBCOMMITTEES, AND TASK FORCES

Section 1 Standing Committees

The standing committees of NCIL shall be the following: (a) Executive; (b) Finance; (c) Advocacy & Public Policy; (d) Operational Excellence; (e) Diversity, Equity, Accessibility, and Inclusion (DEAI); (f) CIL Capacity Building; (g) Regional Representatives; (h) Membership Recruitment and Retention; and (i) NCIL Programs and Projects. Committee chairs must be members of the Board. 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.

Section 2 Executive Committee

The Executive Committee of NCIL shall:

1. Be composed of the President, Vice President, Secretary, Treasurer, the Chair of the Regional Representatives, the Chair of the DEAI Committee, and the Executive Director.
2. Be chaired by the NCIL President.
3. Act on behalf of the Governing Board between Governing Board meetings – actions which 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.
4. Evaluate the performance of the Executive Director. The annual evaluation shall be conducted in January of each year.
5. Meet at least six times per year in addition to Governing Board and Annual Council Meetings.

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. 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 3 Finance Committee

The Finance Committee shall:

1. Be chaired by the NCIL Treasurer.
2. Include the NCIL Executive Director or their staff designee, and at least one other Board member.
3. Consist of other members appointed by the President or their designee.
4. Develop and present an annual operating budget to the Governing Board for approval, monitor the financial operations of NCIL, provide regular reports to the Governing Board on matters related to the organization's finances, and oversee the development and updating of NCIL's fiscal policies and procedures.
5. Monitor and report on the activities of its subcommittees which it may from time to time request to be established.

Section 4 Advocacy and Public Policy Committee

The Advocacy and Public Policy Committee shall:

1. Be chaired by the NCIL Vice President; and co-chaired by the Chair of the CIL Capacity Building Committee.
2. Consist of the Chair of the CIL Capacity Building Committee, Chairs of any advocacy and public policy subcommittees established each year to address advocacy priorities, the Chair of the Regional Representatives, and any other policy experts selected by the Vice President.
3. Support and provide input to NCIL's Advocacy and Public Policy staff to draft or analyze proposed legislation and/or regulations and maintain awareness of activities that have the potential to impact CILs, SILCs, and individuals with disabilities.
4. Support and provide input to NCIL's Advocacy and Public Policy staff to establish preliminary positions and strategies.
5. Advance potential advocacy actions to the Governing Board for consideration.
6. Monitor and report on the activities of its subcommittees which it may from time to time request to be established.

7. Undertake other activities as directed by the President.

Section 5 Operational Excellence (OE) Committee

The Operational Excellence Committee shall:

1. Be chaired by the NCIL Secretary.
2. Be responsible for the regular review, and review at the request of the Board, of the NCIL Bylaws, personnel policies, Board operating procedures, and other policies approved by the Governing Board, and making recommendations to the Board for revisions.
3. Be responsible for nominating a slate of prospective Board members each year for the positions outlined in Article V, Section 6.
4. Organize orientation for new Board members and training for full Board.
5. Review grievances made against the organization, the executive director or board members and providing the Governing Board with recommendations.
6. Review and resolve appeals for denied applications for NCIL membership.
7. Monitor and report on the activities of its subcommittees which it may from time to time request to be established.

Section 6 Diversity, Equity, Accessibility, and Inclusion (DEAI) Committee

The DEAI Committee shall:

1. Be chaired by the DEAI Chairperson elected by the membership to serve as a member of the Board in that position.
2. Represent the concerns of individuals with disabilities that have intersecting marginalized identities.
3. Maintain a majority of Committee membership of individuals who have had personal experience with issues of DEAI.
4. Review NCIL policies and procedures through a DEAI lens and provide input to NCIL on ways in which to increase the participation of individuals with disabilities from diverse or underrepresented populations throughout the organization and its activities.
5. Review and provide feedback on NCIL program or project proposals to ensure cultural sensitivity.

Section 7 CIL Capacity Building Committee

The CIL Capacity Building Committee shall:

1. Be chaired by a NCIL Board member who is knowledgeable about the Rehabilitation (Rehab) Act, as amended, its implementing regulations, administrative responsibilities of the Administration for Community Living, and other legislation, policies, and procedures that impact Centers for Independent Living and Statewide Independent Living Councils; and be appointed to the Chair position by the President.
2. Provide analysis of proposed legislation and/or regulations that specifically pertain to the Independent Living Program as defined by the Rehab Act and maintain awareness of activities that have the potential to impact CILs and SILCs.
3. Support and provide input to NCIL's Advocacy and Public Policy staff in drafting or analyzing proposed legislation and/or regulations that impact CILs and SILCs.
4. Make recommendations for policy/advocacy priorities and potential funding streams pertaining to the Independent Living Program to the Governing Board.
5. Draft reports of committee activities and recommendations for the Governing Board and NCIL Membership.
6. Monitor and report on the activities of its subcommittees which it may from time to time request to be established.

Section 8 Regional Representatives Committee

The Regional Representatives Committee shall:

1. Be chaired by a Regional Representative elected by and from the group of ten (10) Regional Representatives.
2. Plan and implement ways to maintain and expand communication and engagement with NCIL's membership and other groups interested in pursuing NCIL's goals within their respective regions.
3. Assist the NCIL Governing Board, committees, and staff in building and coordinating grassroots coalitions to advance NCIL's advocacy activities.
4. Collaborate with the NCIL Membership Recruitment & Retention Committee in the recruitment and retention of NCIL members.

The regions used in NCIL's system are the same ten (10) regions designated by the U.S. Office of Management & Budget (OMB).

Section 9 Membership Recruitment & Retention Committee

The Membership Recruitment & Retention Committee shall:

1. Be chaired by a Board member appointed by the Board President.
2. Support and provide input to NCIL membership staff in the regular review of membership data to ensure effective outreach strategies are implemented.
3. Recommend outreach strategies to NCIL staff and Regional Representatives and other Board members so designated.
4. Assist with drafting membership solicitations and marketing materials targeted to attracting and maintaining members; and researching potential member benefits.
5. Monitor and report on the activities of its subcommittees which it may from time to time request to be established.

Section 10 NCIL Programs and Projects Committee

The NCIL Projects and Programs Committee shall:

1. Be chaired by a Board member appointed by the Board President.
2. Support and provide input to NCIL training/education and resources staff to identify training, technical assistance, and informational resources needs of CILs, SILCs, businesses, and other customers.
3. Oversee program expansion and development.
4. Review training participant data regularly to identify trends and future needs.
5. Oversee NCIL's Annual Conference Subcommittee.
6. Monitor and report on the activities of its subcommittees which it may from time to time request to be established.

Section 11 Subcommittees and Task Forces

The President shall have the power and responsibility to establish a subcommittee as may be recommended by a Standing Committee and which will have a specific directive to serve the need(s) of NCIL. The duration of the subcommittee will last until the directive is accomplished or is disbanded by the NCIL President or Governing Board. The subcommittee will report all findings and recommendations to the Standing Committee which oversees it. The Standing Committee will report to the President or their designee for consideration by the Governing Board. Standing Committees may create task forces for the sole purpose of researching a specific issue and providing a report with recommendations to the Standing Committee. Task Forces will be disbanded by the end date established by the Standing Committee.

ARTICLE VIII. 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 insurance policies shall be maintained at a level that ensures adequate coverage.

ARTICLE IX. 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 X. 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 XI. RULES & REGULATIONS

NCIL may establish rules and regulations which detail procedures for effective adherence to the intent and directive of these Bylaws based upon recommendations made by the Operational Excellence Committee or Finance Committee, as appropriate, 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 XII. CONFLICT OF INTEREST

The board shall adopt and periodically review a Conflict of Interest Policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

ARTICLE XIII. WHISTLEBLOWER POLICY

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 Governing Board Policy Manual.

ARTICLE XIV. DISSOLUTION

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 XV. AMENDMENTS

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 in-person Annual Council Meeting may amend these Bylaws if a two-thirds (2/3) majority of members present so vote. Amendments shall be effective on the date of approval by the membership.