

STATEWIDE INDEPENDENT LIVING COUNCIL

AMENDED AND RESTATED BYLAWS

ARTICLE I. NAME

The name of this corporation shall be the STATEWIDE INDEPENDENT LIVING COUNCIL, hereinafter referred to as the "Council."

ARTICLE II. AUTHORITY

Title VII, Part A, Section 705 of the Rehabilitation Act of 1973, as amended (the "Act").

ARTICLE III. MISSION AND PURPOSE

A. The Council is organized and shall be operated as a nonprofit corporation under the laws of the State of Arizona (the "State") exclusively for charitable and educational purposes as described generally in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and described specifically herein.

B. The mission of the Council is to advocate the development of a network of programs, services and options designed to empower Arizonans with disabilities to live independently in the community.

C. The purpose of the Council is:

1. to promote the philosophy of independent living, including a philosophy of consumer control, peer support, self-help, self-determination, equal access and individual and system advocacy in order to maximize the leadership, empowerment, independence, and productivity of individuals with disabilities, and the integration and full inclusion of individuals with disabilities into the mainstream of society;
2. to provide guidance for development and expansion of independent living programs and concepts on a statewide basis;

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3. to provide guidance to State agencies and local planning and administrative entities assisted pursuant to Title VII of the Act;
4. to provide guidance to state agencies and local planning and administrative entities that are providing independent living services; and
5. to improve working relationships among councils, centers for independent living, State, federal and non-federal programs.

ARTICLE IV. LOCATION

The principal office of the Council at which the general business of the Council will be transacted and where the records of the Council will be kept, will be at such place in the State as may be fixed from time to time by the Board of Directors (the "Board").

ARTICLE V. MEMBERSHIP

- A. The Council shall not be a membership corporation and shall have no members.
- B. The Council shall have no capital stock.

ARTICLE VI. BOARD OF DIRECTORS

- A. The Governor of the State shall appoint, or designate to a third party to appoint, the members to the Board after soliciting recommendations from representatives of organizations representing a broad range of individuals with disabilities and organizations interested in individuals with disabilities. The Board shall have a minimum of fifteen (15) members and a maximum of twenty-one (21) members.
- B. The Board shall have the duties and responsibilities consistent with State law, the Articles of Incorporation of the Council and these Bylaws, including the management and control of the assets and affairs of the Council.

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C. The Board shall include

1. at least one director of a center for independent living chosen by the directors of centers for independent living within the State;
2. as ex-officio, non-voting members (a) a representative from the designated State unit; and (b) no more than four (4) representatives from other State agencies that provide services for individuals with disabilities; and
3. a representative who is a director of a Section 121 Project (as described in the Act).

D. The Board may include

1. other representatives from centers for independent living;
2. parents and guardians of individuals with disabilities;
3. advocates of and for individuals with disabilities;
4. representatives from private business;
5. representatives from organizations that provide services for individuals with disabilities; and
6. other appropriate individuals.

E. The Board shall be composed of members

1. who provide statewide representation;
2. who represent individuals with a broad range of disabilities; and
3. who are knowledgeable about centers for independent living and independent services.

F. The voting members of the Board (the "Voting Members") shall be all members except ex-officio members identified in Section C(2) above

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and the Chairperson (as defined in Article VIII) (except as provided in Article IX Section B(1)). The Voting Members shall have equal voting rights on all matters to come before the Board.

G. A majority of the Voting Members shall be individuals with disabilities described in the Act Section 7(8)(B) and not employed by any State agency or center for independent living.

H. Each member of the Board shall serve for a term of three (3) years except that a member appointed to fill a vacancy occurring prior to expiration of the term for which the predecessor was appointed shall be appointed for the remainder of such term.

I. No member of the Board may serve more than two (2) consecutive full terms.

J. A vacancy occurring in the Board shall be filled in the same manner as the original appointment. The vacancy shall not affect the power of the remaining members to execute the duties of the Board.

K. If a Board member misses three (3) Board and/or standing committee meetings within a calendar year, the Board may remove that member by an affirmative vote of the majority of the members present at a meeting of the Board. The Board member will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

ARTICLE VII. COUNCIL DUTIES AND RESPONSIBILITIES

A. In accordance with the purpose described in Article III, the following shall constitute the responsibilities of the Council:

1. to develop and submit, in conjunction with the State unit and the Arizona Rehabilitation Services Administration, the State Plan for Independent Living ("SPIL") addressing the need for independent living services and programs within the State and resource allocation;

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2. to monitor, review, and evaluate the implementation of the SPIL;
3. to coordinate activities with the State Rehabilitation Advisory Council and councils that address needs of specific disability populations and issues under other Federal law;
4. to ensure that all regularly scheduled meetings of the Board are open to the public and sufficient advance notice is provided; and
5. to maintain records and submit periodic reports to the Commissioner of the Rehabilitation Services Administration.

B. The Council is authorized to hold such hearings and forums as the Board may determine to be necessary to carry out its duties.

C. The Board shall prepare in conjunction with the designated State unit a budget for the operation of the Council.

D. The Board shall, consistent with State law and these Bylaws, supervise and evaluate such staff and other personnel employed by the Council as may be necessary to carry out the functions of the Council under this paragraph.

ARTICLE VIII. OFFICERS

A. The officers of the Board shall be Chairperson, Vice-Chairperson, Secretary, Treasurer, and Vice-Treasurer and such other officers with duties as described below.

1. The Chairperson shall:
 - a. develop the agenda, in accordance with Article IX Section D, and preside at all meetings of the Board and, in the absence of the Vice-Chairperson, assign a designee from the Board to preside in his or her absence;

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- b. subject to the control of the Board, exercise the general supervision and control of the business, affairs and personnel of the Council;
 - c. establish standing and ad hoc committees and task forces to assist the Board or committees in carrying out their respective responsibilities and designate the chair of all committees and task forces;
 - d. be the official spokesperson for the Council and provide oversight in the development and preparation of the independent living plan; and
 - e. execute on behalf of the Council all contracts, deeds, conveyances, and other instruments in writing that may be required for the proper and necessary transaction of the business of the Council as authorized by the Board.
2. The Vice-Chairperson shall:
- a. in the absence of the Chairperson, perform the Chairperson's duties; and
 - b. assume the position of acting Chairperson if the position of the Chairperson is vacated, until such time as a new Chairperson is elected.
3. The Secretary shall:
- a. keep a book containing minutes of all Board meetings and information concerning Council activities;
 - b. coordinate activities to assure that the minutes and agenda are distributed to the Board; and
 - c. present a full report of the transactions and affairs of the Council for the preceding year.

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4. The Treasurer shall:
 - a. provide for the safe-keeping of the funds and shall keep or cause to be kept all other books of account and accounting records of the Council, and shall deposit or cause to be deposited all moneys and other valuable effects in the name and to the effect of the Council in such depositories as may be designated by the Board;
 - b. disburse or permit to be disbursed the funds of the Council, as may be ordered or authorized by the Board and shall render to the Chairperson and to the Board whenever they require it, an account of all transactions of the Council and of the financial condition of the Council; and
 - c. render the annual report of the financial condition of the Council to the Board.
 5. The Vice-Treasurer shall:
 - a. in the absence of the Treasurer, perform the duties of the Treasurer; and
 - b. assume the position of acting Treasurer if the position of the Treasurer is vacated, until such time as a new Treasurer is elected.
 6. Any officer of the Board, in addition to the powers conferred upon him or her by these Bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board.
- B. The officers shall be elected as follows:
1. The officers of the Board shall be elected by a majority of the Voting Members and must be selected from among

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the Voting Members. The Chairperson, the Vice-Chairperson, Secretary, Treasurer and Vice-Treasurer shall be elected for two (2) year terms, or until the election of a successor, beginning as of the date elected.

2. Officers may be re-nominated and re-elected to the same posts for no more than two (2) consecutive terms.
3. The Nominating Committee (as defined in Article X) shall conduct the election and, in the absence of a majority vote, run-off election. To assure an open election process, floor nominations will be accepted.

C. A vacancy in any office, because of death, resignation, removal or any other cause, shall be filled by an appointment by the Executive Committee (as defined in Article X), which appointment shall be ratified by the Board and such appointee shall serve for the unexpired portion of the term until the election of a successor.

D. The Board may remove any officer with or without cause whenever in its judgement the best interest of the Council will be served thereby.

E. The Board may establish such positions of employment as it deems desirable from time to time and shall fix the compensation for such positions. Subject to the direction of the Board, the Chairperson shall hire and discharge employees necessary for the proper conduct of the business of the Council.

ARTICLE IX. PROCEDURES

A. All meetings of the Board shall be conducted according to the Open Meeting Law, A.R.S. Title 38, Chapter 3, Article 3.1, as it pertains to private nonprofit corporations in the State.

B. In order to conduct any official business, a quorum must be present. A quorum shall consist of fifty-one percent (51%) of the current Voting Members.

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- C. All voting of the Board shall be conducted as follows:
1. Each Voting Member shall have one vote. The Chairperson may vote only in the event of a tie. The Chairperson may then cast the deciding vote.
 2. All decisions shall be made by a majority vote of the Voting Members present at a meeting at which there is a quorum.
 3. All votes will be by voice unless there is a request by a member for a roll call vote.
 4. Ex-officio members may not vote or present motions.
 5. Proxy voting will not be permitted.
- D. The meetings of the Board shall take place as follows:
1. The Board shall meet at least once annually during the month of August, or at such other time as may be determined by the Executive Committee, for the purpose of electing officers and transacting other business.
 2. The Board shall meet on a regular basis, at least four (4) times per year, on such dates as shall be determined by the Board, to transact the business of the Council. The annual meeting of the Board may be counted as a regular meeting.
 3. A special meeting of the Board may be called by the Chairperson or Secretary and must be called by the Chairperson or Secretary when requested by at least three (3) members of the Board. Members must receive notice of special meetings at least five (5) working days in advance of said meeting.
 4. The meeting time and location of each meeting shall be specified by the Chairperson with input from the Board. Board members may attend meetings by means of

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telephone conference or similar method by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.

- E. The agendas for Board meetings shall be prepared as follows:
1. Agendas for regular and annual meetings shall be developed by the Chairperson with the assistance of the Council employees. Board members, other agencies, groups, organizations, or individuals desiring to place items on the agenda of a regular or annual meeting must present those items and statements of their purpose to the Chairperson not less than ten (10) working days before a forthcoming meeting, and the Chairperson shall include timely requested items on the agenda for such meeting. Agendas for special meetings shall be developed by the Chairperson with the assistance of the person requesting such meeting.
 2. The opportunity for public comment may be provided on each agenda.

F. A member of the Board is prohibited from making a decision, or participating in any manner in the decision regarding a matter in which he/she has the prohibited interest (i.e., conflict of interest.) A Board member will have a prohibited interest when, in the course of his or her duties, he or she has the opportunity to perform some act or make some decision in his or her official capacity that might substantially affect the economic interest of either himself or herself or the individual agency or organization he or she represents exclusive of other agencies or organizations of similar purpose. A conflict of interest is further defined by A.R.S. §§ 38-501 through 511.

G. In questions of parliamentary procedure, Roberts' Rules of Order shall be followed.

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H. Minutes shall be kept of all Board meetings. Minutes shall be maintained in the appropriate state unit administrative office. Such minutes shall be made available to the public upon request.

ARTICLE X. COMMITTEES

A. The Chairperson shall establish such ad hoc committees as necessary to carry out the specific duties and functions of the Board and designate from the Board a chairperson for each committee. All chairpersons are responsible and accountable for their committees and the funds allocated for their committee operations.

B. The Board shall have the following standing committees, purposes, responsibilities and objectives:

1. Executive Committee. The Executive Committee will be chaired by the Chairperson and will consist of all other officers of the Board and the immediate Past-Chairperson. The Chairperson may vote on the Executive Committee only in the event of a tie, in which case the Chairperson may then cast the deciding vote. The Executive Committee will serve as the central planning group for the Board and as an advisory group to the employees of the Council. It will also have full authority of the Board during the intervals between meetings of the Board. In order to conduct any official business, a quorum must be present. A quorum shall consist of fifty-one percent (51%) of the current Executive Committee members. All decisions of the Executive Committee shall be made by a majority of the Executive Committee members present at a meeting at which there is a quorum.
2. Nominating Committee. The Chairperson shall appoint a Nominating Committee of three (3) members of the Board to meet prior to the annual meeting who shall present a slate of officers for election at the annual meeting. The Nominating Committee may meet throughout the year to

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recommend possible replacements for the Governor's consideration for any director vacancies (which occur by resignation, removal or when terms of directors are due to expire) and to recommend officers to fill vacancies that have occurred.

C. All Board committees shall consist of not less than two (2) members from the Board and may include additional persons who are not Board members.

ARTICLE XI. COMPENSATION, REIMBURSEMENTS AND RESIGNATIONS

A. The Board may use Council resources to reimburse members of the Board or any committee for reasonable and necessary expenses of attending Board or committee meetings and performing Board or committee duties (including child care and personal assistance services), and to pay compensation to a member of the Board or committee for each day or portion of a day the member is engaged in performing Board or committee duties at a rate of \$50.00 per day.

B. Any payments made to a member of the Board or committee under this Article or to any employee of the Council that are expenses that are not allowable consistent with the exempt status of the Council, shall be returned to the Council by the member of the Board or committee or employee so paid to the full extent of such disallowance. It shall be the duty of the Board to enforce return of each such amount disallowed. In lieu of the return by the member of the Board or committee or employee, proportionate amounts may be withheld from his or her future compensation payments until the amount owed has been recovered.

C. Any member of the Board or a committee may resign at any time by giving notice of his or her resignation to the Chairperson or Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of the receipt thereof, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

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ARTICLE XII. FISCAL YEAR

The fiscal year of the Council shall be as determined by the Board.

ARTICLE XIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

A. The Board may authorize any officer or officers of the Board or agent or agents of the Council to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council, and such authority may be general or confined to specific instances.

B. All checks, drafts or other orders for the payment of money, or notes or other evidences of indebtedness issued in the name of the Council shall be signed by such officer or officers of the Board or agent or agents of the Council in such manner as the Board shall, by resolution, from time to time determine. In the absence of such determination by the Board, such instruments shall be signed by the Secretary, Treasurer or Vice-Treasurer and countersigned by the Chairperson or Vice-Chairperson.

C. All funds of the Council not otherwise employed shall be deposited from time to time to the credit of the Council in such banks, trust companies or other depositories as the Board may select.

D. No loans shall be made by or to the Council and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. The Council shall not lend money to or use its credit to assist its directors or officers, whether or not employees. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Council for the amount of such loan until repaid.

E. The Board may accept on behalf of the Council any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Council.

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ARTICLE XIV. VOTING UPON SHARES OF OTHER CORPORATIONS

Unless otherwise ordered by the Board, the Chairperson, acting on behalf and under the direction of the Executive Committee, shall have full power and authority on behalf of the Council to vote either in person or by

proxy at any meeting of shareholders of any corporation in which the Council may hold shares, and at any such meeting, he or she may possess and exercise all of the rights and powers incident to the ownership of such shares that, as the owner thereof, the Council might have possessed and exercised if present. The Board may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE XV. INDEMNIFICATION

A. The Council shall indemnify any acting or former directors, officers, employees and agents against expenses incurred in actions by third parties or by or in right of the Council to the full extent permitted and as provided by applicable laws.

B. The Council may purchase and maintain insurance on behalf of any person who is or was a director of the Council or officer of the Board or who, while a director or officer, is or was serving at the request of the Board as a director, officer, partner, trustee, employee or agent of another council, partnership, joint venture, trust, employee benefit plan or other entity, against any liability asserted against or incurred by the person in that capacity or arising from the person's status as a director or officer, whether or not the Council would have the power to indemnify the person against such liability under this Article XV of these Bylaws.

ARTICLE XVI. EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no director, officer, employee or agent of the Council shall take any action or carry on any activity by or on behalf of the Council not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Code or an

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organization contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE XVII. AMENDMENTS

These bylaws may be amended at any regularly scheduled meeting of the Board by a two-thirds (2/3) vote of the current Voting Members, provided that the amendment has been submitted in accessible formats to each member of the Board at the meeting immediately prior to the meeting

at which such amendment shall be voted on and provided that the amendment is not in conflict with any applicable state and federal laws and regulations.

ARTICLE XVIII. DISSOLUTION

Upon the dissolution of the Council and after the payment or the provision for payment of all the liabilities of the Council, the Council will dispose of all the assets of the Council exclusively for the purposes of the Council or to organizations that are then qualified as tax-exempt organizations under Section 501(c)(3) of the Code or to organizations to which contributions are deductible under Section 170(c)(2) of the Code or to government entities for public purposes. Any assets not so disposed of will be disposed of by a court of jurisdiction in the county in which the principal office of the Council is located.

CERTIFICATION

The undersigned hereby certifies that the Board duly and lawfully adopted these Amended and Restated Bylaws as of February _____, 2003.

_____, Secretary