

North Carolina Statewide Independent Living Council
By-Laws

ARTICLE I: NAME

Section 1. The name of this organization (or Council) shall be the North Carolina Statewide Independent Living Council, Inc.

ARTICLE II: PURPOSE

Section 2.1 In accordance with The Rehabilitation Act of 1973 as amended, Title VII, Section 705 the Workforce Innovation & Opportunity Act (the Act), the State shall establish a statewide independent living Council hereinafter referred to as "Council".

Section 2.2 The Council is incorporated in the State of NC and is a non-profit corporation under section 501 (c) (3) of the Internal Revenue code. The Council is not and shall not be established as an entity within a State agency. The Governor-appointed voting members shall serve as the board of directors of the non-profit corporation.

Section 2.3 The Council shall promote a philosophy of independent living including a philosophy of consumer control, peer support, self-help, self-determination, equal access, and individual and systems advocacy in order to maximize the leadership, empowerment, independence, and productivity of individuals with disabilities and the integration and inclusion of people with disabilities into the mainstream of American society.

Section 2.4 The Council shall:

- 2.4.1 Operate on the fiscal year November first through October thirty first,
- 2.4.2 Jointly with the directors of the Centers for Independent Living (CILs) in the state, develop the State Plan for Independent Living (SPIL) and
- 2.4.3 Jointly with the approval of the majority (51%) of the directors of the Centers for Independent Living, submit the SPIL as required by ACL;
- 2.4.4 Monitor, review and evaluate the implementation of the SPIL;
- 2.4.5 Coordinate activities with other Councils and organizations that address the needs of cross-disability populations and issues under other Federal laws;
- 2.4.6 Ensure that all regularly scheduled meetings are open to the public, accessible, and sufficient advance notice is given;

- 2.4.7 Provide to the DSE and the Administration on Community Living (ACL) Administrator of Independent Living such periodic reports as may be requested and keep such records and afford access to such records as may be necessary to carry out the duties of the Council;
- 2.4.8 Hold such public forums and hearings as the Council may determine to be necessary to carry out the duties of the Council;
- 2.4.9 Continue the formal relationship as outlined in the Workforce Innovation and Opportunity Act with the DSE and the Council;
- 2.4.10 Conduct other activities and perform other functions as the Council determines to be appropriate; and
- 2.4.12 Have a conflict-of-interest policy to foster public confidence in the Council and to protect the Council's interest.
- 2.4.13 Comply with relevant Federal, state, and local laws as applicable.

ARTICLE III: COUNCIL MEMBERSHIP

Section 3.1 MEMBER TYPES - The Council shall have two (2) types of members, voting and non-voting -ex-officio. The Council shall mean all sitting members appointed pursuant to the authority of Section 2.3, whether they are voting members of the Council or non-voting, ex-officio members.

Section 3.2 NUMBER - The Council shall consist of up to twenty (20) voting members including one director of a Center for Independent who shall be chosen by the other Center Directors as their representative per the Rehab Act, and eight (8) ex-officios, non-voting members. All members of the Council shall be appointed by the Governor.

Section 3.3 COMPOSITION - The Council shall include as voting members:

- 3.3.1 At least one director of a Center for Independent Living chosen by the directors of Centers for Independent Living within the state;
- 3.3.2 At least one Veteran;
- 3.3.3 At least one youth between the ages of eighteen (18) to twenty-six (26);
- 3.3.4 The Council may also include upon Council recommendations to the Governor:
 - a. Other representatives from Centers for Independent Living;
 - b. Individuals with disabilities;
 - c. Parents and legal guardians of individuals with disabilities;
 - d. Advocates of and for individuals with disabilities;
 - e. Representatives from private businesses;

- f. A representative of a community college, four-year college, or university who is familiar with Centers for Independent Living and services for individuals with disabilities;
- g. Representatives from nonprofit organizations that provide services to or advocate for individuals with disabilities, such as the state’s Protection and Advocacy Agency.
- h. A representative from the NC Works Commission

3.3.5 The Council's membership should reflect North Carolina's demographic diversity with respect to race, gender, type of disability, and age, and should provide statewide geographic representation to individuals with disabilities from diverse backgrounds who are knowledgeable about Centers for Independent living.

3.3.6 The Council shall include the following non-voting ex-officio members:

- a. A representative of the designated State Entity - the Division of Vocational Rehabilitation Services); and
- b. A minimum of two representatives from statewide organizations or agencies that provide services for individuals with disabilities and/or support the goals and objectives of the State Plan for Independent Living “SPIL” required by the Rehabilitation Act in conjunction with Centers for Independent Living.
- c. A representative of the Division of Services for the Blind
- d. A representative of the Division of Services for the Deaf and Hard of Hearing
- e. A representative of the North Carolina Council on Developmental Disabilities
- f. A representative of the North Carolina Client Assistance Program
- g. A representative from Disability Rights North Carolina, the state’s federally mandated protection and advocacy entity.

Section 3.4 QUALIFICATIONS – In addition to the above, the Council shall be composed of

3.4.1 members who provide statewide representation.

3.4.2 members who represent a broad range of people with disabilities (as defined by the Rehabilitation Act).

3.4.3 members who are knowledgeable about Centers for Independent Living and independent living services.

3.4.4 the majority or fifty-one percent (51%) of the Council membership and the sixty (60%) of voting members, shall be individuals with disabilities (as defined by the Rehabilitation Act) and individuals not employed by any state agency or center for independent living.

Section 3.5 APPOINTMENT - All members shall be appointed by the Governor. The Council shall nominate individuals for appointment by the Governor through a nominations process.

Section 3.6 TERM- Members shall serve terms of three (3) years. Member terms begin upon the Governor's appointment. Members can participate immediately following their appointment and are expected to attend the first quarterly meeting after the date of the appointment. Terms will end on August 15th in the respective year. The initial appointment terms shall be staggered by one (1), two (2), or three (3) years such that approximately one-third of the Council's terms shall expire annually on August 15.

Section 3.7 REAPPOINTMENT- Members having served less than two (2) full three-year consecutive terms shall be eligible for reappointment. No member of the Council may serve more than two (2) full three-year (3) consecutive terms. Members can reapply after one year if they rotate off. If a Council member is removed, they are not allowed to reapply for 3 years and at the board's discretion.

Section 3.8 VACANCIES - Vacancies on the Council shall be filled by the Governor based on recommendations from the Council. In the event of a vacancy caused by a reason other than the expiration of a term, the Governor shall appoint a recommended person to serve for the remainder of the unexpired term. Any member filling a vacancy shall also be eligible to serve two consecutive full terms.

Section 3.9 TERMINATION - The Council shall recommend termination of membership for any member who does not adhere to both the SILC Code of Ethics, the SILC Conflict-of-Interest document; and/or fails to attend 50% of the regularly scheduled meetings within a 12-month period. Members will be allowed (2) *excused* absences from regular meetings per year. Members shall send a written request for an excused absence to the Chair prior to the regularly scheduled meeting for determination of excuse. If the Executive Committee finds a member not meeting the membership and attendance requirements, the Executive Committee shall send a written notice to the member that he/she is no longer in compliance with NC SILC meeting requirements and may request their resignation.

Section 3.10 RESIGNATION - Any member may resign by submitting a written resignation letter to the SILC Chair.

Section 3.11 COMPENSATION - Members shall serve without compensation, except for an honorarium for those members not otherwise compensated or who must forfeit compensation, for attendance at regularly scheduled Council meetings. Members shall receive reimbursement for approved expenses for attending meetings and for expenses as deemed necessary for the conduct of the business of the Council and authorized by the Council. Members must spend at least three-fourths (3/4) of an eight (8) hour day in travel and/or meeting time for a regular, full-day Council meeting to receive the honorarium. Per Diem reimbursements are provided ONLY if an overnight stay is necessary.

Section 3.12 ACCOMMODATIONS - Accommodations will be made for any Council member upon request including but not limited to: alternate formats of printed materials, accessible locations, personal assistance services, sign language interpreters, and other accommodations necessary for the Council member to fully participate in Council meetings and activities.

ARTICLE IV – DUTIES OF MEMBERS

Section 4.1 ATTENDANCE REQUIREMENTS – Council members are expected to attend all meetings unless excused by the chair. Any member who fails to attend 50% of the regularly scheduled meetings within a 12-month period will be considered for termination. Members will be allowed two (2) excused absences from regular meetings per year. Failure to adhere to attendance requirements is addressed in Article 3, section 3.9.

Section 4.2 MONETARY CONTRIBUTION – Council members are encouraged to make an annual monetary contribution in an amount that is comfortable to their budget

Section 4.3 REPRESENTATION – When acting as a Council representative, all Council members are expected to represent the Council’s positions and policies as voted on by the Council.

Section 4.4 COMMITTEE PARTICIPATION– Each Council member must serve and actively participate on one committee of their choice.

ARTICLE V: OFFICERS

Section 5 OFFICERS – The officers of the Council shall consist of a Chair, a Vice-Chair, a Secretary, a Treasurer, two (2) members-at-large, and the immediate past SILC Chair. All officers are required to chair a committee as assigned by the Chair. (Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required)

Section 5.1 CHAIR - The Chair shall give direction and preside at all meetings of the Council, shall vote, and shall be an ex-officio member of all Council committees and Ad Hoc groups. The chair may sign leases, contracts, or other instruments, that the Council members have authorized to be executed. The Chair will also appoint the chairperson of all Council committees and serve as a liaison among the Council’s Board, its committees, and the staff. The Chair will facilitate and coordinate the Council’s discharge of its responsibilities as set forth in the by-laws and by Board resolutions.

Section 5.2 VICE-CHAIR - The Vice-Chair shall assume the duties and authority of the Chair in the event of death, absence or vacancy. The vice chair shall perform any additional duties as may be assigned by the Chair or at the direction of the Council or bylaws.

Section 5.3 TREASURER – The Treasurer shall be responsible for and oversee all financial administration of the Council. He or she shall present to the Council at each meeting an accurate account of the Council’s financial position. As the Chair of the Finance Committee, the Treasurer will engage with the Executive Director and other Council staff to lead the Board’s (a) oversight of the Council’s budgeting and planning processes; (b) monitoring of financial performance and financial condition; and (c) oversight of funds management. The Treasurer shall have such other powers and duties as the Board or as these Bylaws may prescribe.

Section 5.4 SECRETARY– The Secretary shall keep minutes of all meetings of the Council and the Executive Committee, including all votes and resolutions adopted; the recording of all corporate documents and records; the issuing of all notices for meetings of the Council in accordance with the provision of the Bylaws, and the filing of all reports required by governmental authorities.

Section 5.5 MEMBER-AT-LARGE- A member-at-large serves as a liaison to the general Council membership. The Member at Large serves to get input, provide feedback, and assist in recruiting and mentoring new SILC members.

Section 5.6 IMMEDIATE PAST CHAIR – The immediate Past Chair will advise the Chair and other officers and members of the Council regarding past practices, general operations, and other matters to assist in the smooth operation of the Council. The immediate Past Chair is a voting member of the Executive Committee.

Section 5.7 EXECUTIVE DIRECTOR - The Executive Director shall be the general manager and chief executive officer of Council as contemplated by Section 5213 of the Nonprofit Corporation Law and shall be responsible for the day-to-day management of the Client’s activities and affairs. The Executive Director shall have such other powers and duties as the Board, or these Bylaws may prescribe. [§5213(a)] Unless otherwise directed by the Board or relevant Board Committee, or unless the Board determines to meet in an executive session, the Executive Director, if not a director, may attend all Board and Board Committee meetings.

Section 5.8. OFFICER TERM-LIMITS - Officers serve a one-year term. Any officer or Member-at-Large who has served a full year prior to the first regular meeting shall be eligible to succeed himself/herself in the same office for one additional term.

Section 5.9. OFFICER VACANCY - When an office becomes vacant during the federal fiscal year, the Council shall elect a replacement in the first regular meeting after the vacancy occurs.

ARTICLE VI: ELECTIONS

Section 6.1 ELECTIONS- Elections shall be held during the July meeting. The Council shall elect from its voting members a Chairperson, Vice-Chairperson, Secretary, Treasurer and two Member-at-Large to serve a one-year term.

Section 6.2 Election shall be by voting Council members. However, in the instance of only one nominee, the election of the nominee may be by acclamation.

Section 6.3 The Council may elect to postpone the election of officers until the first meeting after the gubernatorial appointments have been received.

Section 6.4 OFFICER NOMINATIONS - Nominations for officers and Members- at -Large shall be made by the Governance Committee. Nominations will be called for and may be made from the floor in addition to those presented by the Governance Committee at the time of elections. The nominee shall give consent to serve prior to the election.

Section 6.5 REMOVAL OF OFFICERS - Any elected officer may be removed from office either with or without cause by a two-thirds majority Council vote. Removal of officers may occur whenever in its judgment the interests of the Council are best served. Furthermore, any such removal shall be without prejudice to the contract rights [will not affect contract rights], if any, of the officers so removed. The Executive Committee can make recommendations to the Governor's Office for the removal of Council members who violate the Code of Ethics.

ARTICLE VII: MEETINGS

Section 7.1. REGULAR MEETINGS The Council shall schedule at least four (4) regular meetings during the Federal Fiscal Year in places it determines to be necessary to conduct Council business. Council members may participate in meetings by means of a conference telephone or similar communications equipment including but not limited to the use of web-based applications of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting. Times and places will be established at least ten days in advance of the meetings by the Council. All such meetings will be held publicly and shall be in accordance with the procedures for public meetings established under Article 33 of the NC General Statutes, chapter 143, of which procedural sections are incorporated herein by reference.

Section 7.2. SPECIAL MEETINGS - Special meetings may be held upon the call of the Council Chairperson.

Section 7.3 MEETING NOTICE - Notice of all regular and special meetings will be given in accordance with the notice requirements of Article 33C of the NC General Statutes, §143-318.12. Council members will be given written notice at least ten (10) days before all regular meetings and a reasonable time before all special meetings. Notice given of any meeting will include the time, date, and place it is to be convened, and the agenda.

Section 7.4 PUBLIC NOTICE -. Public notice of all meetings shall be in accordance with the procedures for public meetings established under Article 33 of the NC General Statutes, chapter 143, in which procedural sections are incorporated herein by reference. The public will be able to view the meeting agenda on the NC SILC website eight (8) days prior to the meeting. Alternate formats will be provided if requested ten (10) days prior to the meeting.

Section 7.5. MINUTES: The minutes of the Council will be open to inspection by any member of the public as provided by Article 33C of the NC General Statutes, §143-318.12. The public may request to inspect Council minutes by contacting the Council's staff.

Section 7.6. EXECUTIVE SESSION. The Council may, either on its own initiative or upon the request of an interested party, hold an executive session during a regular or special meeting. The presiding officer must identify the authorization under North Carolina General Statute, for the holding of an executive session to the Council and to the public. Although inquiry, consultation, and discussion may be held in an executive session, no decisions (as defined by North Carolina's Open Meetings Law: NCGS 143-318.11(a)) may be made in Executive sessions. Executive sessions shall be limited to voting members of the Council.

Section 7.7. PUBLIC COMMENT - Persons desiring to address the Council should make arrangements in advance with the Chairperson of the Council. Any speaker shall provide his/her name, mailing address, telephone number(s), and the subject to be addressed. Presentations shall be limited to seven to ten minutes unless otherwise designated by the Council. Individuals and delegations will be heard during the early part of the agenda. Delegations are requested to use a single spokesperson. However, the Council may choose to schedule the presentation of an individual or delegation to coincide with a topic on the agenda and may limit the total period of time to be devoted to commenting on a particular issue or agenda item.

Section 7.8 QUORUM -A majority of the voting members shall constitute a quorum, and the act of a majority of voting members present at any meeting at which a quorum is present shall be the act of the Council. If a quorum is present when a duly called and noticed meeting is convened, the voting members present may continue to transact business as long as no voting occurs until adjournment even though the withdrawal of voting members originally present leaves less than the number otherwise required for a quorum.

Section 7.9- In the event, a member cannot attend a NCSILC meeting no vote may be cast by proxy or another representative. A member is considered to be in attendance via person or teleconference.

Section 7.10 Council members may participate in meetings by means of a conference telephone or similar communications equipment including but not limited to the use of web-based applications of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting. A Council meeting may be held in this manner for all members at the discretion of the Chair. Voting during such meetings will count as an in-person vote.

ARTICLE VIII: COMMITTEES

Section 8.1 – STANDING COMMITTEES - There will be four (4) designated standing committees, however, other committees may be appointed as deemed necessary by the Council. The standing committees are the Executive Committee, the Governance Committee, the Resource Development and Program Committee, and the Finance Committee. The Council Chairperson shall appoint the chair of all committees. All committee meetings must be held at a time and location agreed upon by a majority of the committee members and may be held by conference call by phone, by other teleconference means, or virtually through a web-based application.

- 8.1.2 When serving as an appointed member of a Council committee, non-voting members of the Council and non-Council members shall have voting rights regarding that committee’s business.
- 8.1.3 Committees will make recommendations to the full Council, but no decisions may be made by a committee on behalf of the Council without prior authorization.
- 8.1.4 All Council members shall participate in a minimum of one committee. Members will choose two committees that are of interest to them. The Board Governance Chair will designate the final committee assignment based on their preferences to ensure all committees have adequate membership.

8.2 EXECUTIVE COMMITTEE - There shall be an Executive Committee consisting of Chairperson, Vice Chairperson, Secretary, Treasurer, the most recent past Chairperson, and two (2) Members at Large elected by the voting membership of the Council and the CIL Representative. The Previous Chair shall remain on the Executive Committee for one year as Ex-Officio non-voting member. The Executive Committee may transact routine business between regular meetings. Any business transacted shall be reported to the full Council at the next regular meeting. The Executive Committee shall have at least six (6) regularly scheduled meetings and special meetings may be called by the Chairperson or at the written request of any three (3) Council members. Regularly scheduled meetings may be canceled and/or rescheduled at the discretion of the chair.

8.3 GOVERNANCE COMMITTEE - There shall be a Governance Committee appointed by the Chairperson. The committee shall be responsible for soliciting nominations for membership to the Council, making nominations for officers and at-large members of the executive committee, reviewing the bylaws annually and making recommendations for amendments, developing, and implementing the strategies for monitoring the implementation of the SPIL, and other duties as assigned by the Chairperson of the Council.

8.4 RESOURCE DEVELOPMENT AND PROGRAM COMMITTEE - There shall be a Resource Development and Program Committee appointed by the Chairperson. The committee shall be responsible for, in conjunction with SILC staff, coordinating the development of the SPIL with the CILs and submitting it to the Council and the CILs for approval; reporting on each SPIL Goal at the NCSILC Quarterly meetings, compiling data and preparing the federal annual Report (704/PPR Report) on independent living in the state to be submitted to the Independent Living Administration; compiling data and preparing other reports as required; and other duties as assigned by the Chairperson of the Council.

8.5 FINANCE COMMITTEE - The Finance Committee is a standing committee and shall consist of at least three members, at least one of which has considerable expertise in finance. The Council Treasurer shall serve as committee chair. At least one member of the committee should be independent of the Council to facilitate the independence of the committee's work. In general, the Finance Committee shall be responsible for assisting the Council in its oversight of: (i) the integrity of the financial statements of the organization, (ii) the compliance with legal and regulatory requirements, (iii) the independence, qualifications, and performance of the independent auditor, and (iv) the appropriateness of the organization's internal control procedures and their implementation.

8.6 AD HOC COMMITTEE - The Council Chair, with the approval of the Council, may appoint an Ad Hoc Committee that may be necessary from time to time for specific purposes. Members of the Ad Hoc Committee do not have to be members of the Council. All Ad Hoc groups will be supported consistent with Council support and in accordance with the bylaws.

ARTICLE IX: PROCEDURES

Section 9.1 The rules contained in Robert's Rules of Order (latest version) govern the Council in all cases to which they are applicable unless otherwise designated by the Council.

Section 9.2 Day-to-day operations of the SILC Office will be governed by an operation manual which shall include at a minimum policy related to employee rights and benefits and fiscal management. The policies shall ensure that the SILC is in compliance with the relevant state and federal laws and regulations.

ARTICLE X – MISCELLANEOUS PROVISIONS

Section 10 .11 INDEMNIFICATION – The Council shall indemnify and hold harmless any Council member, officer or former officer of the Council, and may by resolution of the Council indemnify any employee, against any and all expenses and liabilities necessarily incurred by him or her in connection with any claim, action, suit, or proceeding or in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such a member or officer. However, there shall be no indemnification in relation of matters as to which he or she shall be adjudged to be guilty of a criminal offense or guilty by reason of willful misconduct or negligence in the performance of duty. This section shall be in addition to and shall not be deemed exclusive of any other rights to which such members or officers may be entitled under North Carolina law regarding the indemnification of directors or officers.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees, costs, and disbursements; and judgements, fines, and penalties against, and amounts paid in settlement by, such Council member, officer, or employee. The Council may advance expenses or, where appropriate, may itself undertake the defense of any member, officer, or employee. However, such member, officer, or employee shall repay expenses if it should be ultimately determined that he or she is not entitled to indemnification under this article.

The Council shall authorize the purchase of insurance on behalf of any member, officer, employee, or other agents against any liability incurred by him or her which arises out of such person's status as a member, officer, employee, or agent whether or not the Council would have the power to indemnify the person against that liability under the law.

ARTICLE XI: AMENDMENTS

Section 11.1. Amendments to the bylaws may be adopted by two-thirds of the voting members present at a regularly scheduled meeting.

Section 11.2. The bylaws shall be reviewed at least annually, and any recommended changes shall be presented, by the Governance Committee at a regular meeting.

Section 11.3. Recommendations for amendments shall be presented to Council members in writing, or requested alternative format, at least thirty (30) days prior to the vote.

ARTICLE XII DISSOLUTION

Section 12.1 Should the corporation cease to exist, all assets and property remaining after provision for the satisfaction of all outstanding claims, to the extent allowed by federal rules and regulations, shall go to and be distributed to a lawfully established North Carolina nonprofit corporation which is exempted under Article 501(c)(3) of the Internal Revenue Code, whose primary purpose is to promote and support services for people with disabilities. If no such organization succeeds to the corporation, unqualified title to all the assets and property of the corporation shall then be remanded to the State Treasurer for vesting in other nonprofit organizations that promote and support services for people with disabilities. All assets and property purchased with federal monies shall be disposed of consistent with governing regulations.

In the event that there shall not be in existence such a state corporation, then all assets and property shall be distributed to any federal or state agency from which the funds were obtained to purchase any such assets or property. Under no circumstances shall any of the assets or property of the corporation during its existence or upon dissolution be distributed to any officer, Council Member, or employee of the corporation.

Amendment

Except as otherwise provided by law, these Bylaws may be amended or repealed, and new bylaws adopted by approval of the Council

[Amended and restated] on: January 19, 2023

Signed by: 

Previous By-Law Revisions:

07.23.2021
05.17.2019
11.08.2010