

Board By-Laws

Approved 04/22/2019

***Amended April 22, 2024***

RRCI

BYLAWS FOR THE BOARD OF DIRECTORS

**ARTICLE I - STRUCTURE**

**Name of the Organization:** The name of the organization shall be Red Rock Center for Indepentance (RRCI).

**Structure: RRCI** shall be a private, nonprofit corporation. It shall not be controlled or receive direction from individuals or entities seeking profit from RRCI.

**Office of the Organization:** The office of the organization shall be located at 168 N 100 East, Suite 101, St. George, Utah 84341.

**ARTICLE II – MISSION, PURPOSE, FUNCTION**

**Mission:**

The mission of RRCI is to empower people with disabilities in Southwestern Utah to live independently through education, personalized services and technology.

**Values:**

**Individual Rights**

People with disabilities will have and exercise the same rights as everyone else.

**Consumer Focused Services**

Ensure that resources, services, and programs are focused on successfully responding to and meeting the needs of consumers.

**Community Relations**

Consumers, communities and staff recognize, understand and respect the professional services and mission of RRCI.

**Dedication**

Staff and consumers actively participate in training and education, and demonstrate values of integrity, empathy, compassion and engagement.

**Inclusion**

RRCI promotes full inclusion, access, diversity, and equity for all members of the community

**Purpose:**

The purpose of RRCI is to coordinate with civic groups, service organizations and individuals, as needed, to achieve an awareness of issues and needs of people with disabilities and to stimulate a coordinated community effort to promote the general welfare and independence of people with disabilities.

**Function:**

In order to realize its purpose, this organization shall engage in the following functions:

1. Encourage and coordinate the participation of interested individuals, groups and elected officials in RRCI board meetings and activities.

2. Establish an outreach network to identify people with disabilities and their specific needs.

3. Assist service agencies, elected officials, community groups, and individuals in developing an awareness of and sensitivity to disability needs and issues and developing programs to address those needs and issues.

4. Engage in activities including (1) Information and Referral - including housing, attendant care, and community service referrals; (2) Individual services - including individual advocacy, skills training, and peer counseling; (3) Community options development - including identification of barriers, technical assistance, public awareness/education, outreach, and resource development.

5. Bring about system change that is beneficial to people with disabilities at local, state, and national levels through advocacy.

6. Work with consumers using a problem-solving model.

**ARTICLE III - BOARD OF DIRECTORS**

**PURPOSE**

The Board of Directors shall be the policy making body for RRCI. Members of the Board of Directors are members of the organization. Only members of the Board of Directors have the right to vote.

**SIZE OF THE BOARD**

The Board of Directors shall consist of not fewer than three and not more than 15 persons. At least 51% of the members shall be persons with significant disabilities.

**ACTIVE MEMBERSHIP**

The Board of Directors shall establish the criteria for active membership and shall have the discretion to confer an active membership on any individual or group.

**SELECTION**

The Board of Directors shall select members as needed. Fifty-one percent of board members must have a significant disability. Membership will be solicited from, but not limited to, the following:

1. Parents or guardians of individuals with disabilities.
2. Representatives from private business.
3. Representatives from organizations that provide services to, or work with individuals with disabilities.
4. Advocates of and for individuals with disabilities
5. Other community individuals as appropriate.

Any interested group may petition the Board of Directors for membership.

**TERMS OF OFFICE**

Board members shall serve a term of three years. Board members may serve an additional term upon a two thirds board approval. No member will serve more than two consecutive full terms. A minimum of one full year of non-elected status is required before a voting eligible individual can be re-elected to the board. A member may resign at any time by giving written notice to the Board President. A board member can be removed without cause by a majority vote.

Vacancies shall be filled in such a manner that the requirements of the Bylaws are met. The Board, with the assistance of the Executive Director, shall be responsible for identifying potential members and filling Board vacancies. Additionally, the Board may by majority vote at any regular or special meeting remove any member from the Board with or without cause.

**FUNCTIONS OF THE BOARD**

The Board of Directors shall set all policy, approve programs, set the budget, monitor expenditures and program administration and make an annual evaluation of the programs, the Executive Director and the Board of Directors. It shall appoint the Executive Director. The Executive Director shall serve at the will of the Board.

**RESPONSIBILITIES OF THE BOARD:**

Manage the mission of the organization and understand its collective purpose

Ensure strong fiduciary oversight and financial management including approving and monitoring:

Annual budgets and budget amendments

Financial reports as presented in board meetings

Expenditures

Ensure legal and ethical integrity

Selecting, supporting, and at least annually evaluating the performance of the executive director

Strategic and organizational planning

Approving and monitoring the organization's programs and services

At least annually assessing its own performance as the governing body of the organization and ensuring the stability and activity levels of the Board

**RESPONSIBILITIES OF INDIVIDUAL BOARD MEMBERS:**

Help the Organization Operate:

Know the organization's mission, policies, programs, and needs

Read and understand the organization's financial statements and board materials in advance of meetings

Prepare for, attend, and conscientiously participate in board meetings

Pass along information, training/conference opportunities, or other events to Board Members and Staff

Be Engaged in the Mission:

Look for opportunities to engage in disability issues

Respect all who bring their efforts into the boardroom and the organization

Attend meetings, striving to be absent no more than twice in a year

Ask questions, learn, and seek to contribute

**FIDUCIARY RESPONSIBILITY**

The Board is obligated to act in the best interest of the organization

***Duty of Care*** - Board members must give the same care and concern to their board responsibilities as any prudent and ordinary person would manage their personal matters.

***Duty of Loyalty*** – Board members must place the interests of the organization ahead of their own interests at all times. Board members are required to disclose any conflicts of interest publicly and not use board service as a means for personal or commercial gain.

***Duty of Obedience*** - Board members must make sure that the nonprofit is abiding by all applicable laws and regulations and doesn't engage in illegal or unauthorized activities. The duty of obedience also means that board members must carry out the organization's mission in conjunction with the purpose stated in these Bylaws.

***Duty of Confidentiality*** - Board members must keep certain types of information confidential. They must not use the information they see or hear in the scope of their position for personal gain.

***Duty of Prudence*** - Being aware of risks and exercising caution in decision-making. Board members are expected to handle matters with a high degree of professionalism and be accountable for approving expenditures wisely.

***Duty to Disclose*** - Board members must be forthright in their speech and behavior. If they have information that would influence their decisions or impact the decisions of other board members, they have a duty to make that information known.

**INDEMNIFICATION OF BOARD MEMBERS**

Members of the Board serving in a voluntary capacity shall be indemnified by RRCI for Independence from any lawsuit brought against RRCI and/or the Board for any unintentional act, omission, or error not the result of malfeasance or misfeasance while in office. Additionally, RRCI shall carry Directors and Officers (D&O) insurance for members of the Board.

**NEPOTISM**

Board members will be excluded from consideration for employment or by contracting with the organization. Employment of a board member’s immediate family members by RRCI during their tenure constitutes a conflict of interest.

**EMPLOYMENT AND BOARD SERVICE**

A former employee may become eligible for a board position immediately after they resign.

A current Board member must resign from the Board prior to applying for a staff position with RRCI. Any persons leaving the board to apply for a staff position may apply to return to the board as soon their candidacy has ended and the position applied for has been filled by another person. A Board member shall not be appointed as an interim director.

**CONFLICT OF INTEREST**

All board members should endeavor to avoid a conflict, or the appearance of a conflict, between their private interests and official Board responsibilities.

Employment of a board member’s immediate family members by RRCI during their tenure constitutes a conflict of interest.

Board members or employees shall not directly or indirectly participate in any transactions for financial gain. Officers and employees are prohibited from the solicitation of gifts or gratuities. Board members should disclose close friendships to avoid the appearance of a conflict.

**ARTICLE IV - OFFICERS**

The officers shall be the president, vice president, secretary, and treasurer. The secretary and treasurer may be one person. The term of office shall be one year to coincide with the annual meeting of the board. With the exception of the president, whenever an officer on the board vacates her/his position before the end of her/his term, election of a replacement will be held as soon as possible and must be only for the remainder of that term. An officer may not be elected to serve for more than two consecutive one-year terms in the same office, but may be eligible again after an interval of one year. The vice-presidency shall be considered a preparatory office for the presidency.

**DUTIES OF OFFICERS**

**PRESIDENT.** The president shall preside at all meetings and shall be responsible for the agenda. The president shall be the spokesperson for the Board, shall serve as the registered agent for the organization, shall represent the organization in legal agreements and shall represent the Board when it is not in session. The president shall perform all duties usually incident to that office and other duties that may be proscribed by the Board from time to time.

**VICE-PRESIDENT.** The vice-president shall assist the president as requested and shall assume the responsibilities of the president in the event of the latter's absence, and when so acting, have the powers of and be subject to all the restrictions placed upon the president. The vice president shall be concerned with public relations, interpreting and promoting the goals of the organization, and fulfilling other assignments as assigned by the Board from time to time. In the event the President is unable to complete their full term, the Vice-President shall assume the duties of the President until the term expires. The board may choose to elect a new Vice-President to complete the current term.

**SECRETARY.** The secretary shall be responsible for the record of attendance at meetings and the minutes of board meetings (unless otherwise assigned). The secretary shall maintain a record of general membership in the organization and perform other duties as assigned by the Board.

**TREASURER.** The treasurer shall have Board responsibility to oversee fiscal function and shall have access to the records of all fiscal transactions, report a summary of these transactions at board meetings as requested, and approve those authorized to sign checks.

**Removal and/or Resignation:** The Board may remove any officer whenever in the Board's judgment, the best interests of RRCI would be served by such removal. Election or appointment of an officer shall not of itself create any contract rights. Any officer may resign at any time by giving written notice to the Board.

**ARTICLE V – MEETINGS**

**MEETINGS**

**Regular Meetings:** The Board of Directors shall meet at least ten (10) times a year. A quorum shall consist of a majority of those seats on the Board, which are filled. The Board shall set a regular meeting time. The board may go into closed executive session if approved by a two-thirds vote of the members present. Executive sessions may be called for purposes of discussing personnel, legal and/or real estate matters.

**Annual Meeting:** The annual meeting of the board shall be held in September or October each year at such place and time as the Board shall designate. At the annual meeting the board shall nominate and elect board officers, review the financial status of RRCI and review future needs and strategic planning.

**Special Meetings:** Special meetings of the Board of Directors may be called by the Chair or at the written request of any two members of the Board. Notice of the special meeting shall be in writing, include an agenda, and delivered to give members adequate notice to enable them to attend.

**Electronic Meetings**: The Board President is authorized to utilize the electronic meeting methods as necessary (including digital meetings, telephone, or email) to conduct business and take action. All electronic votes will be considered official votes, and action may be taken through electronic meetings/voting.

**Board Quorum:** A quorum of the Board of Directors, with power to exercise the prerogatives of the Board of Directors, shall consist of a majority of the Directors of the Board currently serving unexpired terms.

**ARTICLE VI – FISCAL YEAR**

The fiscal year of this organization shall be from July 1 – June30. The board is responsible for assuring that an annual fiscal audit is conducted and the report shall be sent to board members no later than 15 days prior to the annual meeting. The financial audit will be conducted for the Federal fiscal year. The state fiscal year shall be July 1 through June 30. The program performance report (PPR) will be prepared for the federal fiscal year.

**ARTICLE VII – AMENDMENTS OF THE BYLAWS**

These Bylaws may be amended by a vote of two-thirds of the occupied seats. Proposed amendments must be presented to the entire Board in writing at least 10 days prior to the vote.

**ARTICLE VIII – DISSOLUTIONS**

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, or religious and/or scientific purposes and which has been established with tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code.

The preceding BYLAWS were adopted and approved at a meeting held on the 22nd day of April, 2024. These Bylaws supersede previous Bylaws.

RRCI Board of Directors

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Chair

ATTEST:

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Secretary