

Board By-Laws

Amended 4-2019

Red Rock Center for Independence Inc.

By-Laws

# Article I: Name

The name of this corporation shall be the Red Rock Center for Independence. For identification purposes within the community and within this document, the corporation shall also be known by the acronym, RRCI.

# Article II: Purpose

The purpose of the Red Rock Center for Independence 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.

1. Promote a philosophy of independent living, including a philosophy of consumer control, peer support, self-help, self-determination, equal access, and individual and system advocacy.
2. Develop, provide and expand independent living programs, services and philosophy in Washington, Iron, Beaver, Kane, Piute, Garfield, Wayne, Sevier and Millard Counties
3. Annually, develop a plan for independent living for the catchment area consistent with the State Plan for Independent Living in order to maximize the leadership, empowerment, independence, and productivity of individuals with disabilities into the mainstream of their community.
4. Monitor, review, and evaluate implementation of the local plan for independent living.
5. Coordinate activities with other state agencies and community councils, agencies, and organizations that address the needs and issues of the disability population.
6. Act as a resource to local public and private entities regarding disability issues.

# Article III: Governance

Section 1. The affairs of the RRCI shall be governed by the board of directors.

Section 2. The board will have the power to make policies for the RRCI.

Section 3. The board shall be responsible for approving and monitoring all contracts in the name and on behalf of the RRCI.

Section 4. The board shall be responsible for oversight of state and federal money.

Section 5. The board shall be responsible for compliance with state and federal laws respective to related funds.

# Article IV: Board of Directors

Section 1. The board of directors must be composed of at least three persons and not more than fifteen. The majority of voting board members must be persons with disabilities and the majority of total members shall be individuals with a disability. In addition to individuals with disabilities, recruitment shall focus on having at least one member who is an accountant or who has experience in the responsibilities of a non-profit board or organization.

Membership may also include:

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.

Section 2. Each member of the board must be:

1. A resident of the nine county catchment area.
2. Willing and able to participate in the activities of the board.
3. Willing to work cooperatively to achieve the goals of the Red Rock Center for Independence.
4. A person with a disability or a person interested in supporting and promoting independent living programs.

Section 3. The board of directors shall be responsible for the election of board members and its officers and recruitment of new board members shall occur as needed. The president shall appoint a nomination committee at the beginning of the fiscal year, consisting of not less than three members. A member of the board or an officer must be elected by a two thirds vote of board members in attendance at a regularly scheduled meeting of the board.

Section 4. A term of appointment on the board will be three years beginning with the date of their appointment to the board, renewable for an additional term upon a two-thirds vote of the board. No member will serve more than two consecutive full terms. A minimum of one full year of non-elected status is required to elapse before a voting eligible individual can be re-elected to the board. A member may request a leave of absence at any time for personal reasons for up to 6 months. He/she shall return to full membership at the end of the personal leave and this shall not affect his/her term of office.

There shall be no alternates.

Section 5. A member of the board or an officer may be removed by a two- thirds vote of the board at a regularly scheduled meeting of the board. Members may be removed from the board for just cause, which may include failure to participate in the work of the board, not accepting assignments and/or lack of attendance. Lack of attendance is defined as three consecutive absences or absence of fifty percent of board and/or committee meetings. Any board member who moves from the nine county catchment area shall be removed from the board. Any member of the board may resign at any time by giving written notice to the President. Such resignation takes effect at the time specified therein or upon its acceptance by the board.

Section 6. Ex-officio members of the board are selected and serve under the same duties and responsibilities as the other members. Ex-officio members are not authorized to vote, chair committees or hold office.

Section 7. Conflict of Interest: All board members have an affirmative duty to inform the board in writing of any actual or potential conflicts of interest with respect to their personal interests and those of the board. A conflict of interest is defined as any matter of board business which shall or might result in the member receiving a direct or indirect personal benefit, be it financial or otherwise, or that might be perceived as a conflict of interest.

When a question of conflict of interest exists, the member, or the board President shall request that the board make the determination as to whether or not the member has a conflict of interest. This decision shall be recorded in the minutes of the meeting. No member of the board shall cast a vote on any matter where it has been determined that a conflict of interest exists.

# Article V: Officers of the Board of Directors

Section 1. The officers of the board (president, vice president, treasurer, and secretary) must be elected by the board from its membership.

Section 2. 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.

Section 3. The president will have such powers and perform other duties as prescribed by these by-laws, and will have, in general, the powers and duties appurtenant to the office of president. The president will perform the following duties:

1. Preside at meetings of the board of directors.
2. Ensure that the actions of the corporation are in accordance with the by-laws
3. With the advice and consent of the board, appoint all committees
4. Be an ex-officio member of all committees
5. Exercise general supervision over the work of all committees and that of other officers, in order to assure that the objectives of the RRCI are executed in the best possible manner.
6. Authenticate by her/his signature, when necessary, all acts, orders, and proceedings of the RRCI
7. Be responsible for submission of the audited financial report to all board members 15 days prior to the annual meeting

Section 4. The vice president shall:

1. Assume the duties of the President in the absence of the President or through designation of the President.
2. Counsel with the President.
3. Assist the President in carrying out Board responsibilities.
4. 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-chair to complete the current term.

Section 5. The secretary oversees the minutes of board meetings to ensure that they are complete and accurate. In the event of the temporary absence of both the president and vice president, the secretary shall perform the duties of the president. In the event of the simultaneous and permanent vacancy of the president and the vice president, the secretary shall temporarily serve as the president until a new president and vice-president is elected.

The secretary shall:

1. Record and distribute minutes of all Board and Executive Committee meetings.
2. Assure that notice of meetings are distributed
3. Assure that records of attendance and terms of office are maintained.
4. Other activities incident to the office of Secretary as assigned by the President.

# Section 6. When possible the Treasurer shall have fiscal management skills and experience The Treasurer shall:

1. Chair the Finance Committee.
2. Oversee fiscal management and reporting of funds distributed to and by the Red Rock Center for Independence.
3. Report current fiscal status of The Red Rock Center for Independence at regularly scheduled or special meetings of the Board.
4. Work with staff on the development of the annual budget and on budget amendments when necessary.

# Article VI: Committees of the Board of Directors

Section 1. All committees necessary to further the objectives of the corporation will be determined by the board of directors and shall be appointed by the president with the advice and consent of the board of directors.

Section 2. Each committee shall consist of a board member as chairperson, appropriate staff member(s) and any individual who has the experience to further the work of the committee and is willing and able to serve.

Section 3. Each committee may invite as members or visitors any specialists, advisors, consumers, or others that they deem appropriate.

Section 4. Each committee shall meet at such times as are necessary to carry out its duties. The progress of each committee will be reported to the board of directors at the next regularly scheduled board meeting.

Section 5. Standing committees shall include an Executive Committee, a Finance Committee and a Nomination/Membership Committee.

1. The Executive Committee includes the president, vice president, secretary and treasurer and other members as needed. The executive director shall serve as an ex-officio member of the executive committee and has no vote. The immediate past-president shall also be an ex-officio member of the executive committee whenever possible.
2. The executive committee shall manage all activities and affairs of the board which must be addressed during intervals between meetings. All decisions of the executive committee shall be ratified at the next regular board meeting. In emergency situations, voting may be conducted by phone, mail, or electronic means with written documentation of the results kept on file.
3. The president may call meetings of the executive committee at any time. Minutes of the meetings shall be distributed prior to the next full board meeting.
4. A majority of the members of the executive committee shall constitute a quorum for transaction of business.
5. The executive committee shall plan and conduct an annual evaluation of the executive director. The annual evaluation shall include an evaluation of the past years performance as well as setting goals for the coming year. Any increase in the executive director’s salary shall be based on the performance evaluation and the availability of funding.
6. The Finance Committee includes the treasurer as chairperson, the executive director, the bookkeeper and other board members as appropriate. The committee meets once a month and reviews financial reports and budget issues. The committee makes recommendations to the board on budget matters.
7. The Nomination/Membership Committee includes a Chairman and at least two other members. The Nomination/Membership Committee shall have the following duties:
   1. Make recommendations to the board concerning the makeup of the board.
   2. Recruit new members for the board. Review and present recommended members for the board to review. The Nomination/Membership Committee shall make reasonable inquiries as to the qualifications of each nominated person and recommend how each could best serve the board.
   3. Develop a slate of candidates for officers of the board, at least one individual for each office of the board, which shall be presented and voted on at the annual board meeting. The slate shall be submitted to the board membership at least 10 days prior to the annual meeting.

# Article VII: Meetings of the Board of Directors

Section 1. A quorum at any meeting of the board of directors is necessary to conduct official business. A quorum must be at least one half the voting members of the board. A majority of the voting board members present shall carry any motion except the amendment of the articles of incorporation or the by-laws and election of and removal of new members and officers, which need to be by a two-thirds majority. In the case of a tie the President shall cast the deciding vote.

Section 2. The annual meeting of the board of directors must be held in September or October of each year at the time and date determined by the board of directors for the purposes of:

1. Nomination and election of board officers.
2. Review the goals for the RRCI.
3. Review the financial status of the RRCI.

Section 3. The board of directors will meet at least ten times a year. The time, date, and place of regular board meetings will be determined by the board of directors. Notice of meetings and the agenda for the meeting shall be in writing no fewer than one week prior to the meeting.

1. Consent Agenda: Routine agenda items may be grouped together in a “Consent Agenda” item and the block of items voted on as a block. Any item in the consent agenda block will be removed from the block for discussion at the request of any member of the board.
2. Voting: Each voting member shall have one vote on matters before the board. In emergency situations, as determined by the Executive Committee, voting may be conducted by phone, mail, fax, or electronic means with written documentation to be kept on file. A quorum is needed to vote on any issue with a quorum determined by the number of responses. Proxy voting shall not be permitted. Members shall declare any conflict of interest prior to debate of an issue and voting, but shall be allowed to vote if authorized by a majority of the voting members present.
3. Executive Session: 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.
4. Minutes: minutes shall be kept and distributed to board members of all regular, executive and special meetings within ten (10) days following the meeting.

Section 4. Special meetings may be called by the president or by any five members of the board. The call for the meeting shall state the business to be transacted. No other business will be transacted at the meeting. Board members must be notified at least one calendar week in advance. When a board decision is needed at once, and it is not practical to call meeting of the board, the president may take a ballot of the board members by phone or email, followed by written verification signed by each board member.

Section 5. Meetings may be held by conference call if all members can simultaneously communicate with one another.

Section 6. Robert's Rules of Order, Revised, shall govern the conduct of business at the meetings of the RRCI, the board of directors, and the various committees in all cases in which they are applicable and not in conflict with the articles of incorporation or the by-laws.

# Article VIII: Financial Management

Section 1. The fiscal year will be from July 1- June 30.

Section 2. 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.

Section 3. All checks over $700 drawn on the RRCI must be signed by two persons from a list approved by the board of directors. The list of signers must contain only the names of the executive director and approved members of the board.

# Article IX: Executive Director

Section 1. The board of directors must employ and dismiss if necessary an executive director for RRCI as outlined in the state contract. The board will establish the duties including the management of state and federal monies and fix the salary of the executive director. The executive director must function at all times within the policies established by the board of directors.

Section 2. The executive director will be the administrative head of the RRCI, serving at all times under the direction of the board of directors, through the president. He/She shall be responsible for the carrying out of the policies of the RRCI and develop the overall Independent Living Program, based upon long and short term goals. In the temporary absence of the executive director, she/he must appoint a staff member to be responsible for overseeing the day to day activities of the RRCI.

Section 3. The executive director is responsible for recruitment and employment of RRCI personnel, termination of employment of personnel and establishment of the duties and salaries of staff members. He/she is responsible for creating a nurturing environment in the workplace that produces maximum productivity and creativity while promoting and safeguarding the welfare of employees.

# Article X: Amendments

Section 1. These by-laws may be amended by the board of directors at any regularly scheduled meeting of the board or at a special meeting called for that purpose.

Section 2. Proposed amendments must be presented in writing at least 10 days prior to the meeting at which it is to be voted upon. The motion must carry by at least a two-thirds vote of the board members present.

# Article XI: Dissolution

Upon dissolution of the RRCI, if any single owned item is worth more than $5,000 (fair market value), it will be returned to the funding source. Supplies in aggregate fair market value exceeding $5,000 will be used for compensating the awarding agency.After paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to an existing Independent Living Center, service organization for the disabled, 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.