

National Association of Statewide
Independent
Living Councils, Inc. (NASILC)

Proposed Bylaw Amendments 2025

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ARTICLE I - NAME AND CORPORATE STATUS

Section 1: Name The name of the organization is the National Association of Statewide Independent Living Councils, Inc.

Section 2: Corporate Status The National Association of Statewide Independent Living Councils, Inc., hereinafter referred to as NASILC, is a 501 (c) (3) charitable, non-profit corporation.

Section 3: Principal Office The principal office of NASILC shall be located at 22075 189th St., Tonganoxie, KS 66086, in Leavenworth County, with a mailing address of the same. We've discussed getting a storefront box with a street address and mail handling.

Section 4: Fiscal Year The fiscal year of NASILC shall begin on the first day of January and end on the last day of December of each year.

ARTICLE II - MISSION/VISION/PURPOSE

Section 1: Mission To provide resources to SILCs in the US and territories and promote collaboration with their partners to advance Independent Living values.

Section 2: Vision Accessibility for all, inclusion for all, Independent Living for all.

Section 3: Purpose NASILC shall provide education and offer peer sharing on the roles and responsibilities of Statewide Independent Living Councils. Provide resources to Statewide Independent Living Councils and promote collaboration with their partners to advance Independent Living philosophy and values and to encourage networking opportunities with various national partners. NASILC will provide a unified voice of Statewide Independent Living Councils.

ARTICLE III - DIVERSITY INCLUSION/ ACCESSIBILITY STATEMENT

NASILC is committed to diversity, inclusion, and accessibility. NASILC will ensure that its policies, practices, and procedures are consistent with or exceed legal accessibility requirements outlined in federal legislation and guidance. To ensure diversity, inclusion,

and accessibility, NASILC will consider disability, culture, and language preferences in all its actions. This includes, but is not limited to, assuring that any meetings, conferences, events, materials, and websites are accessible, offering materials and resources in multiple and alternative formats as requested and required, using plain language in all documents and presentations, providing language access (translation and interpretation services) upon timely request, and being responsive to the interpersonal styles, attitudes, and language of its members.

ARTICLE IV - MEMBERSHIP

Section 1: Qualification for Voting Membership All federally recognized Statewide Independent Living Councils (SILCs).

Section 2: Associate Membership (non-voting) Likeminded organizations and individuals who wish to participate in NASILC events and activities.

Section 3: Membership Period Membership shall be for a period in alignment with the calendar year (January 1st through December 31st).

Section 3: Dues Amounts Will be set annually for voting and associate members by the Board of Directors. Dues are non-refundable, and not pro-rated.

ARTICLE V - BOARD OF DIRECTORS

Section 1: Composition The NASILC Board of Directors shall have up to 14 members.

- a. The Board of Directors is made up of:
 1. Four (4) Officers elected by membership.
 2. Ten (10) Regional representatives – elected within their regions.
- b. Qualifications:
 1. All Board of Directors must be the representative (Executive Director or SILC chairperson) for their Statewide Independent Living Council.
 2. Participating SILC staff or Council members must be in good standing (having paid annual dues) and agree to sponsor the Director's/Council member's involvement.
 3. Officers may not serve concurrently on another National IL executive board. Exception: the member resigns or terms off the other national board within six months of election as a NASILC Officer.

Section 2: Authority Powers and Duties of the Board of Directors: The authority to govern NASILC shall be vested in the Board of Directors, subject to the power and authority of the membership and the limitations on actions by the Board of Directors provided in these Bylaws.

Section 3: Limitation of Authority The Board of Directors may not take the following actions without the approval of the Membership:

1. Subject to the further provisions of these Bylaws in Article VIII, the amendment or repeal of the Articles of Incorporation or the Bylaws, or the adoption of new Bylaws.
2. The approval of the merger or transfer of all or substantially all of the assets of NASILC.
3. Action contrary to approved member resolutions.

Section 4: Organizational Representation Agreements The Board of Directors gives discretion to the Executive Committee to collaborate, partner, and endorse projects that align with the purpose, mission and vision of NASILC. This may consist of, but is not limited to, publicly endorsing projects from strategic partners, working in conjunction with strategic partners on education events, providing feedback to strategic partners on issues important to Statewide Independent Living Councils. Any commitments for long-term projects over six months in time will be officially voted on by the committee and reported to the entire board.

Individual endorsements: No member outside of the Executive Committee may act as an official spokesperson for the organization or make commitments on behalf of the organization at any time. This includes individual chairpersons of all NASILC Committees.

Section 5: Duties and Responsibilities of the Board of Directors Board members shall:

1. Attend all Board meetings.
2. Participate in at least one of NASILC's standing committees
3. Assist in the planning of SILC Congress
4. Set policies and goals of the organization.
5. Ensure compliance with all applicable laws, rules and regulations governing non-profit corporations.
6. Review financial reports quarterly and monitor finances to ensure the fiscal integrity of the organization.
7. Ensure sufficient funds are set aside to provide accommodations for all NASILC meetings when accommodations are requested within the timelines set forth in Article VI, Section 4.
8. Approve the annual organizational budget during the last quarter of the calendar/fiscal year.

9. Biennially review the bylaws, policies, and procedures to ensure the legal integrity of the organization.

Section 6: Duties and Responsibilities of the Executive Committee

The Executive Committee shall:

1. Hire and terminate contractors for predetermined scope of work as needed and resources allow.
2. Review financial reports monthly and monitor finances to ensure the fiscal integrity of the organization.
3. The Chairperson, with the aid of the executive committee, is responsible for the day-to-day operations of the organization, overseeing projects, contracts, consultants and volunteers, including hiring and termination of those parties.
4. The Chairperson serves as a non-voting member of the Executive Committee, except in instances of a tie vote.
5. Executive Committee members are disqualified from contracting for the organization.
6. The Executive Committee can establish and give charge to any committee of its members, establishing any conditions of committee membership, and ratify committee appointments.
7. The Chairperson of the Board shall appoint chairs of the committees.
8. The Chairperson and the committee chair shall determine committee membership.
9. Set the date, agenda and location of meetings, establish election procedures, provide nomination for elected offices, provide recommendations on state and federal legislation, and report on the status of the corporation.

Section 6: Terms of Office and Elections

1. **Officers** Officers shall be elected by the membership, during the annual membership meeting. (Typically held at SILC Congress unless catastrophic events preclude an in-person conference).
 - a. Officers may not serve concurrently on another National IL executive board. Exception: the member resigns or terms off the other national board within six months of election as a NASILC Officer.
 - b. Each term is for two years beginning at the close of the annual Conference.
 - c. Individuals are eligible to serve three consecutive terms per position as an Officer.
 - d. Chair and Treasurer shall be elected in odd numbered years.
 - e. Vice Chair, Secretary shall be elected in even numbered years.

2. **Regional Representation** Regional Representatives and Alternates will be elected by each region, during the annual business meeting.
 - a. Regional Representatives shall be eligible to serve multiple two-year terms, for as long as they are elected by their region.
 - b. Regional Representatives must be a supported representative for their Statewide Independent Living Council.
 - c. Odd numbered regions will be elected in even years.
 - d. Even numbered regions will be elected in odd years.
 - e. Regional Representatives shall elect a Region Representative Chair to sit as a voting member on the Executive Committee. This Chair shall be elected in even numbered years.

Section 7: Vacancies

1. **Regional Representative Vacancies** – When both a Regional Representative and Alternate are not able to fulfill their term, the Executive Committee will request the region appoint a new representative.
2. **Chair Vacancy** – When the position of Chair becomes vacant, the Vice Chair shall assume the responsibilities of the Chair until the next scheduled election.
3. **Officer Vacancies** - When an officer, other than Chair is unable to fulfill their term, a call for nominees will go out to the membership and the position shall be filled by a majority vote of the board for the remainder of the term.

Section 8: Removal of Board Members

1. Any member of the Board, including the Chair, may be removed from the Board for an ethics violation by a two-thirds vote of the board. The matter may be considered at a regular or special meeting of the Board. A minimum of 30 calendar days' notice shall be given to any Board member whose removal is being sought, prior to the vote for removal. Upon a vote for removal, removal shall be effective immediately.
2. **Attendance** - Members of the Board are expected to attend all meetings.

Section 9: Board of Directors Voting

1. Each board member has one vote.
2. A simple majority of Board members shall be present to constitute a quorum.
3. Chair (only votes in the case of tie).

ARTICLE VI: MEETINGS

Section 1: Meetings of the Board

1. Regular meetings of the Board of Directors shall occur at least four (4) times a year, either in person or by virtual means.
2. Notice of the date, place, and time of each regularly scheduled meeting will be posted on the website when determined, at least 10 days in advance.
3. All regularly scheduled meetings agenda will be posted on the NASILC website at least 10 days in advance.
4. A simple majority of Board members shall be present to constitute a quorum.
5. All meetings of the Board of Directors shall be open to attendance by any member, except when the Board is conducting business in executive session.
 - a. Executive session will be determined by the laws of Kansas.
6. All meetings of the Board of Directors shall be recorded by the board Secretary or their designee.
7. Records must be maintained. – Votes must be included in minutes.
8. All official Board actions must be included on the agenda and voting may take place within a scheduled Board meeting or via email as appropriate.

Section 2: Annual Membership Meeting

1. Shall be held each year on a day and time specified by the Board.
2. Agenda will be posted on the NASILC website at least 10 days in advance.
3. A majority of the voting members present shall constitute a quorum.
4. SILCs in good standing are allowed one vote per office/issue.

Annual Membership Meetings consist of the following:

1. Officers and Regional Representatives will be elected at the annual meeting. Elections may be held electronically in advance of the annual business meeting.
2. Committees reviewed/appointed.
3. Written, annual financial report and other reports of the affairs of the corporation shall be considered.
4. Any other business may be transacted, which is within the purview of the Board of Directors.
5. Resolutions discussed and voted on as received from membership.
6. Ratification of Bylaw amendment(s).

- a. Proposed Bylaw amendments will be provided electronically to membership at least 30 days prior to the annual membership meeting.

Section 3: Special Meetings

1. May be called by the Chair or at request of four (4) Board Members.
2. Notice – The Board Members should be notified ten (10) days prior to a special meeting, or as quickly as is practical in emergency situations.

Section 4: Accommodations

1. NASILC will hold all its meetings and events in accessible locations.
2. NASILC shall provide reasonable accommodations, upon request, to Board members and others in order that they may fully participate in meetings and other NASILC sponsored activities.
3. Individuals must contact NASILC at least 10 days in advance of a meeting, or sponsored event to request a reasonable accommodation.
4. SILC Congress will have a publicized timeframe for accommodations.
5. Every attempt for accommodations will be made outside of the stated timelines.

ARTICLE VII: COMMITTEES

Section 1: Executive/Finance Committee

1. The Executive Committee is made up of four (4) officers elected by membership (Chair, Vice Chair, Secretary, and Treasurer) and the Region Representative Chair.
2. The NASILC Chairperson will serve as the committee Chair.
 - a. The Vice-chair will serve during meetings in the absence of the Chair.
3. Region Representative Chair elected by all Region Representatives to serve on the Executive Committee from the existing Region Representatives.
4. The Executive Committee has the authority to conduct business between Board meetings, all decisions must be ratified at the next Board meeting.

Section 2: Other Standing Committees

1. Membership and Nomination Committee

2. Conference Committee
3. Advocacy and National Strategy Committee
4. Bylaws, Policies and Procedures

Committee Membership and Priorities

- a. Committee members will be appointed by or at the direction of the NASILC Chair in consultation with the Executive Committee and Committee Chairperson.
- b. Those who serve on a committee must belong to an organization who is a member of NASILC.
- c. Priorities and timelines will be defined and outlined within each committee.

Section 3: Ad-hoc Committee(s)

1. Ad-hoc Committees: Committee Chair and members will be appointed by or at the direction of the NASILC Chair and the Committee Chairperson.

ARTICLE VIII: Amendments to Bylaws

Section 1: Amendments - The Board of Directors may from time to time, by a Quorum vote of the membership, amend or repeal any or all Bylaws. A majority of the voting members present shall constitute a quorum.

Section 2: Effective Date - All amendments to these Bylaws shall be effective on the date of approval by the membership.

Section 3: Notification - Notice of any proposed amendment or repeal of these Bylaws by the Board of Directors shall be made available to all members of NASILC, thirty (30) days before the membership meeting.

Article IX: Dissolution

Section 1: Dissolution - In the event of the dissolution of NASILC, the Board of Directors or their designee shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation held exclusively for the purposes of the corporation in

such manner, or to such organization or organizations organized and operated exclusively for the charitable, educational, religious, 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 provision of any future United State Internal Revenue law) as the Board of Directors determines. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation 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. Any remaining assets of NASILC shall be disposed of in conformity with any then applicable statutes of the State of Kansas or the United States.