Maine Statewide Independent Living Council

**BYLAWS**

**ARTICLE I – NAME**

This organization shall be known as the Maine Statewide Independent Living Council, hereinafter known as the Council.

**ARTICLE II – MISSION**

The Council is dedicated to ensuring that citizens with disabilities have control over their lives and environments, and have equal access to options, opportunities and choices as do all citizens.

**Article III – PURPOSE**

The Maine Statewide Independent Living Council holds that all people with a disability have a right to self-determination and dignity, to participate and contribute in their community, and to achieve their individual potential which means the opportunity to participate in all aspects of Maine life. The right of people with disabilities to live independently is just that; a right and not a privilege.

The goal of the Council is to promote these rights of self-determination and equal opportunity. The Council recognizes that society has the responsibility to change in order to best guarantee these rights. People with disabilities, as contributing members of society, must play an active role and participate in determining those changes and making them happen.

The Council seeks to improve and expand the opportunities, rights and resources available to people with disabilities.

The Council seeks to reach these goals by influencing public policy and supporting local opportunities for all citizens with disabilities to live independently in their chosen communities in all facets of their lives, irrespective of their disabilities.

The Council also recognizes the need for supporting the independent living goals and addressing the needs of citizens, regardless of their disabilities, while they work towards and maintain community-based independent living.

The Council shall:

1. Operate on the federal fiscal year, October 1st through September 30th;
2. Develop jointly with the director of the Center for Independence Living (CIL) the State Plan for Independent Living (SPIL);
3. Monitor, review and evaluate the implementation of the SPIL;
4. Coordinate activities with other councils that address the needs of cross disability populations and issues under other federal laws;
5. Ensure that all regularly scheduled meetings are open to the public, accessible, and sufficient notice is given;
6. Provide the Designated State Entity (DSE) and the Administrator of the Independent Living Administration such periodic reports as may reasonably be required and keep such records and afford access to such records as may be necessary to carry out the duties of the Council; and
7. Hold such public forums and meetings as the Council may determine to be necessary to carry out the duties of the Council. \*\*

**ARTICLE IV – INCORPORATION**

The Council hereby shall be incorporated by the Secretary of State in the State of Maine.

The Council shall carry out all duties as set forth in the Rehabilitation Act in 29 U.S.C.A.§796d as amended.

The Council shall be organized and recognized exclusively for charitable or educational purpose with a tax-exempt status as specified in Section 501(c)(3) of the Internal Revenue Code of 1986 and shall not carry out any activities in violation of said Section 501(c)(3).

**ARTICLE V – MEMBERSHIP**

**Section 1 – Composition**

The Council membership shall have all the powers of a Board of Directors as set forth in 13-B M.R.S.A. §701, consist of no more than twenty-two members with a minimum of 12 or 51% of whom are not employed by any state agency or center for independent living and shall be individuals with disabilities representing cross-disabilities to include cognitive, physical, sensory, and those with mental health disabilities. In addition, all efforts will be made to ensure geographic representation on the Council. The membership will comply with the federal statute requirements for the composition of Council, as described in CFR Title 34, Subtitle B, Chapter II, Part 364, Subpart 364-21.

A. Composition. The composition of the Council shall include:

* + At least one director of a center for independent living within the state;
	+ At least one other representative from centers for independent living;
	+ At least one parent and/or guardian of a person with a disability;
	+ At least one advocate of and for people with disabilities;
	+ At least one representative from an organization that provides services to people with disabilities;
	+ At least one representative from private business;
	+ The chairperson or designee from the State Rehabilitation Councils;
	+ Other appropriate and qualified individuals;
	+ A representative of the Designated State Entity.

**B.**  **Voting Members**

The makeup of the voting members of the Council will be consistent with the guidelines set within the Rehabilitation Act of 1973 and as outlined in Amendment VII, Section 705 (b) Composition and Appointment (3) additional members.

**C.**  **Non-voting Members**

Non-voting members include:

representatives from the Designated State Entity (DSE); and

representatives from other State agencies that provide services for individuals with disabilities

**Section 2 – Appointment**

Members of the Council shall be appointed by the Governor.

**Section 3 – Terms**

1. **Length of Term** – Each member of the Council shall serve a term of up to three (3) years.
2. **Number of Terms** – No member may serve more than two (2) full consecutive terms. former members may return to serve on the Council provided they have one year’s absence, and the normal nomination process is followed.
3. **Reappointment** – Members in good standing may be reappointed to the Council. Members in good standing are those members who have been active participants, contributing to the mission of SILC activities, and have complied with attendance policy requirements.
4. **Replacements** – In the event of a death, resignation or termination, a replacement may be appointed to serve out the remainder of this term. The time for this replacement is not counted towards the three (3) year term.

**Section 4 – Resignation**

Any member may resign by filing a written resignation with the Governor with notification to the Chairperson of the Council.

**Section 5 – Termination**

Members are expected to be active participants in all Council meetings, as set forth by the Council. Any council member who misses three unexcused meetings in a row will be viewed as having resigned from the council. The Council member in question may approach the Executive Committee for reconsideration and if allowed, the council majority vote will decide the status of the council member in question.

**Section 6 – Vacancy**

The Governor may appoint someone to complete a term of office. The Council shall maintain an updated list of potential candidates from which the Governor may select.

**Section 7 – Conflict of Interest**

No member of the Council shall cast a vote on any matter that would indicate direct benefit or advantage to the member or the organization that he/she represents.

1. **Conflict of Interest.** Council members, staff, and volunteers shall avoid any actual or potential conflicts of interest when participating in any activities of the Maine SILC.
2. **Disclosure.** Council members, staff and volunteers shall disclose any actual, potential, or perceived conflicts is known or reasonably should be known.
3. **Voting.** Individuals who are eligible to vote and whom have disclosed an actual or potential conflict of interest on a specific action being taken by the council, may not participate in any discussion, or vote on the action of said conflict. The individual may however answer specific questions put to him/her by the council.

**Section 8 – Compensation and Expenses**

The Council will use funds appropriated under this title to reimburse members of the Council for the reasonable and necessary expenses of attending Council meetings and performing Council duties.

The Council will pay $50.00 for those not otherwise compensated for participation in regular Council business meetings upon request of the Council member. Reimbursement is contingent on the availability of Maine SILC funds.

Reasonable and necessary expenses will be reviewed by the Executive Committee at the request of the Executive Director.

**ARTICLE VI – OFFICERS**

**Section 1 – Position**

Officers of the Council shall consist of Chairperson, Vice-Chairperson, Executive Director, Secretary/Treasurer and one (1) voting Council Member at Large. The Executive Director maybe delegated the duties of the Secretary/Treasurer at the discretion of the Executive Committee. Members must have been on the Council for at least one year prior to serving on the Executive Committee.

**Section 2- Duties and Responsibilities**

The Chairperson shall preside at all Council meetings. He/she shall sign or authorize all letters, reports, and other communications of the Council. He/she shall be responsible for directing and coordinating the affairs and supervising staff of the Council. He/she shall be responsible to disseminate information to the full council concerning Executive Committee activities and other work of the SILC Committees. It will be the expectation of the SILC Committees to keep minutes of all meetings that are then made available to the full Council. The Chairperson can delegate any or all of these tasks to the Executive Director.

The Vice-Chairperson, in the absence of the Chairperson, shall substitute for and have all the duties and powers of the Chairperson. The Vice-Chairperson will be given first consideration to nomination for the next Chairperson opening.

The Secretary/Treasurer shall maintain record of the minutes of all meetings of the Council and its ad hoc committees. He/she shall perform such other duties as may be assigned by the Council. The Secretary/Treasurer shall oversee the use of the Council funds and recommends budget changes necessary to remain within the available funding. He/she shall also work with the Executive Committee and fiscal agent to prepare the monthly fiscal reports, an annual federal budget and year-end financial report to be presented to the Council. He/she may delegate a recorder to maintain the minutes of meeting of the Council. The Executive Director may be delegated the duties of the Secretary/Treasurer at the discretion of the Executive Committee.

The one (1) voting Council member at large shall participate in meetings of the Executive Committee and shall have the privilege to vote on matters.

**Section 3 – Election and Term of Office**

Officers and a member at large shall be elected for two-year terms of office. No member shall serve more than two consecutive terms in the same office. Elections shall be held at the annual meeting in the fall. An office may be re-elected for office after one year’s absence following the officer’s two years in office. The Vice Chairperson will be given first choice to assume the Chair as another’s term ends.

**Section 4 – Removal**

Any officer of the Council may be removed by a two-thirds vote of all members sitting on the Council, whenever in the judgment of the Council; the best interest of the Council would be served thereby. The officer shall be permitted to present a defense.

**Section 5 – Vacancy**

A vacancy in any office shall be filled by the Council through election from existing membership for the unexpired portion of the term.

**ARTICLE VII – COMMITTEES**

The Council shall establish both standing committees and ad hoc committees. The Chairperson of the Council shall at the annual meeting appoint the Chairperson of each committee.

**Section 1 – Standing Committees**

1. Executive Committee shall be comprised of the Chair, Vice-Chair, Secretary-Treasurer and (1) voting Council member at Large. The Executive Committee shall evaluate staff, and ensure the Council complies with its responsibilities in the State Plan, Bylaws, budget, all policies adopted by the Council and federal guidelines.
2. Membership Committee shall be responsible for monitoring Council membership as outlined in these Bylaws, and shall be responsible for the orientation, training and recruitment to the Council of new members and for developing candidates for nomination.

**Section 2 – Ad hoc Committees**

The Council may establish ad hoc committees to serve as deemed necessary by the Council membership, Executive Committee or the Council Chairperson. Ad hoc committees will be time limited to completion of the subject matter.

**ARTICLE VIII – COUNCIL MEETINGS**

**The Council shall be notified of the following meeting:**

**Section 1 – Business Meetings**

The Council shall convene at least four (4) business meetings including an annual meeting a year in such places as it determines necessary to conduct Council business. The meetings shall be open and accessible to the general public. The Executive Committee shall be responsible for providing timely public notices of all Council meetings in at least three major areas of the State.

**Section 2 – Annual Meeting**

1. To develop, plan and review the Maine Statewide Plan for Independent Living;
2. To summarize the yearly activities of the Council;
3. To determine the schedule for the following calendar year business meetings;
4. To vote on nominations for the Council officers and select the Chair for standing committees; and
5. To conduct other business as deemed necessary.

**Section 3 – Special Meeting**

Special meetings may be call by the Chair to deal with emergency agenda items or other important matters.

**Section 4 – Procedures**

Meetings shall be conducted in accordance with Robert’s Rules of Order, current edition.

**Section 5 – Quorum**

A quorum will be established when 51% of the appointed Council membership are present as a meeting.

**Section 6 – Voting**

All appointed members of the Council except non-voting members have voting privileges. A Council member may not vote by proxy. Absentee voting and/or voting by telephone/email may be permitted when the Council determines such voting to be necessary to conduct Council business.

**Section 7 – Order of Business**

The Chairperson shall send to each member of the Council an agenda in advance of any meeting of the Council and shall be responsible for conducting the meeting in accordance with that agenda.

**ARTICLE IX – CONFIDENTIALITY**

No disclosure of individual names of people who receive independent living services shall be submitted or discussed in Council meetings without their prior authorization.

**ARTICLE X – DISSOLUTION**

In the event of the dissolution of the Council, or in the event it shall cease to exist for the stated purposed, all the property and assets of the Council, after payment of all existing debts and liabilities, shall be distributed to an organization or agency serving a similar purpose within the State of Maine and which has been granted exemption from the Federal Income Tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of -1 1986, with in the State of Maine. Under no circumstances shall any of the property or assets of this organization during the subsidiary of this Council.

**ARTICLE XI – AMENDMENT**

These Bylaws may be amended by an affirmative vote of two-thirds (2/3) of all members. Notices of proposed amendments must be distributed to all members not less than 21 days prior to the meeting at which the amendment is to be considered. No amendment may be in conflict with the Articles of incorporation or applicable Federal law. In no case shall these Bylaws be amended in such a way as to dedicate the assets or other property of this Corporation to other than charitable purposed which would qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

**Maine SILC Bylaws History**

Approved July 19, 1996

Full revision approved May 21, 1999

Amended September 17, 1999 to add Outreach Committee

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