

North Carolina  
Statewide Independent Living Council Inc.  
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**ARTICLE I: NAME**

**Section 1.** The name of this organization is 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 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 federal fiscal year, October first through September thirtieth;
- 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 Designated State Entity (DSE), submit the SPIL as required by Section 704 of the Act;
- 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;

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- 2.4.3 Provide to the DSE and the Administrator of the Independent Living Administration such periodic reports as may reasonably be requested and keep such records and afford access to such records as may be necessary to carry out the duties of the Council;
- 2.4.4 Hold such public forums and hearings as the Council may determine to be necessary to carry out the duties of the Council; and
- 2.4.5 Continue the formal relationship as outlined in the cooperative agreement with the NC Division of Vocational Rehabilitation, the NC State Rehabilitation Council, and the Council;
- 2.4.6 Conduct other activities and perform other functions as the Council determines to be appropriate; and
- 2.4.11. Have a conflict of interest policy to foster public confidence in the Council and to protect the Council's interest.

**ARTICLE III: MEMBERSHIP**

**Section 3.1.** The Council shall have two types of members, voting and non-voting. 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 ex officio members.

**Section 3.2** The Council shall consist of 20 voting members including one director of a center for independent. All non-voting members of the Council shall be appointed by the Governor except for the member representing the centers for independent living (CILs) who shall be chosen by the CILs.

- 3.2.1 At least one director of a center for independent living chosen by the directors of centers for independent living within the state;
- 3.2.2 The Council may also include, at the discretion of the appointment authority:
- 3.2.3 Other representatives from centers for independent living;
- 3.2.4 Individuals with disabilities;
- 3.2.5 Parents and guardians of individuals with disabilities;
- 3.2.6 Advocates for individuals with disabilities;
- 3.2.7 Representatives from private businesses;
- 3.2.8 Representatives from organizations that provide services for individuals with disabilities;
- 3.2.9 Representative of the state's Protection and Advocacy System; and
- 3.2.10 Other appropriate individuals.

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**Section 3.3** The Council shall be composed of members who:

- 3.3.1 Provide statewide representation;
- 3.3.2 represent a broad range of individuals with disabilities;
- 3.3.3 Are knowledgeable about centers for independent living and independent living services.
- 3.3.4 A majority of the voting members of the Council shall be individuals with disabilities and who are not employed by any state agency or center for independent living.

**Section 3.4.** Appointment- All members shall be appointed by consistent with Section 3. The Council shall nominate individuals for appointment by the Governor through a nominations process.

- 3.4.1 Non-voting ex-officio members shall include: a representative from each Designated State Entity and
- 3.4.2 Representatives from other state governmental agencies that provide services for individuals with disabilities

**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 be appointed for 3 years. Terms of office shall begin on the first day of July of the appropriate year or on the date the appointment is made by the Governor and end on the last day of June of the appropriate year.

**Section 3.7.** Reappointment- Members having served less than two (2) full three-year terms consecutively shall be eligible for reappointment. No member of the Council may serve more than two (2) full three-year terms consecutively unless their seat has not been filled by the Governor.

**Section 3.8.** Vacancy- Any vacancy occurring in the membership of the Council shall be filled in the same manner as the original appointment and to complete the original term. Any member filling a vacancy shall be eligible to also serve two consecutive full terms. The vacancy shall not affect the power of the remaining members to execute the duties of the Council.

**Section 3.9.** Members who do not attend at least three (3) of the regularly scheduled meetings within a 12 month period may be asked to resign from the Council.

**Section 3.10.** 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

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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 an honorarium.

**Section 3.11.** 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: ELECTIONS OF OFFICERS**

**Section 4.1.** At its first regular meeting in each federal fiscal year, the Council shall elect from its voting members a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, and two Members at Large to serve a one-year term.

**Section 4.2.** 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 4.3.** 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.

**Section 4.4** 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 4.5.** Election shall be by voting Council members. However, in the instance of only one nominee, election of the nominee may be by acclamation.

**Section 4.6.** The Council may elect to postpone the election of officers until the first meeting after the gubernatorial appointments have been received.

#### **ARTICLE V: MEETINGS**

**Section 5.1.** There will be four (4) regular meetings of the Council during the Federal Fiscal Year. Times and places will be established 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, which

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procedural sections are incorporated herein by reference.

**Section 5.2.** Special meetings may be held upon the call of the Council Chairperson.

**Section 5.3.** Public notice of all meetings shall be given in accordance with the notice requirements of Article 33C of the NC General Statutes, §143-318.12. Notice given of any meeting will include the time, date and place it is to be convened, and a statement of its purpose. The agenda for each NCSILC meeting shall be prepared as appropriate for various disabilities and forwarded to all members ten (10) days prior to regularly called meetings.

**Section 5.4.** Public notice of all meetings shall be given in accordance with the notice requirements of Article 33C of the NC General Statutes, §143-318.12. The public will be provided copies of the agenda of any meeting on the day it is held, before it has been convened. Alternate formats will be provided if requested ten (10) days prior to the meeting.

**Section 5.5.** The minutes of the Council will be open to inspection by any member of the public as provided by of Article 33C of the NC General Statutes, §143-318.12. The public may request to inspect Council minutes at the Council office or by contacting the Council's staff.

**Section 5.6.** Council meetings are open to the public. 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 general public. Although inquiry, consultation, and discussion may be had 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 members of the Council.

**Section 5.7.** 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. Delegations are requested to use a single spokesperson.

**Section 5.8.** Individuals and delegations will be heard during the early part of the agenda. 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 comment on a particular issue or agenda item.

**Section 5.9** 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.

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**Section 5.10** In the event a member cannot attend an NCSILC meeting no vote may be cast by proxy or other representative. A member is considered to be in attendance via teleconference.

## **ARTICLE VI: COMMITTEES**

**Section 6.1** In addition to the Executive Committee, there will be four designated standing committees, however, other committees may be appointed as deemed necessary by the Council. 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.

6.1.2 When serving as an appointed member of a Council committee, non-voting members of the council and non-council members shall have voting rights in regard to that committee's business.

6.1.3 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.

**6.2 Executive Committee** - There shall be an Executive Committee consisting of Chairperson, Vice Chairperson, Secretary, Treasurer, the most recent past Chairperson, and two at-large members elected by the voting membership of the Council. 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.

**6.3 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.

**6.4 Advocacy Committee** - There shall be an Advocacy Committee appointed by the Chairperson. The committee shall be responsible for educating the Council in legislative and policy matters; coordinating the Council's interests with other agencies, and organizations; coordinating hearings and public forums necessary to carry out the duties of the council;

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developing and implementing strategies to maximize the cooperation, coordination, and working relationships among the CILs, the DSE, the Council, other agencies, other councils, and public or private entities determined to be appropriate by the Council; and other duties as assigned by the Chairperson of the Council.

**6.5 Action Committee** - There shall be an Action Committee appointed by the Chairperson. The committee shall be responsible for, in conjunction with staff, coordinating the development of the SPIL with the CILs and submitting it to the Council and the CILs for approval; compiling data and preparing an Annual Report on independent living in the state; compiling data and preparing the annual report (and other reports as required) to be submitted to the Independent Living Administration; and other duties as assigned by the Chairperson of the Council.

**6.6 Audit/Finance Committee** - The Audit/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 shall be independent of the Council in order to facilitate the independence of the committee work. In general, the Audit/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.

**6.7 Ad Hoc Committees** -The Chairperson may appoint other Ad Hoc Committees to monitor the work of the SPIL or engage in other activities as necessary and appropriate.

## ARTICLE VII: PROCEDURES

**Section 7.1.** The rules contained in Robert's Rules of Order (latest revision) govern the Council in all cases to which they are applicable unless otherwise designated by the Council.

**Section 7.2** Day-to-day operations of the SILC Office will be governed by an operation manual which shall include at a minimum policies 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 VIII: AMENDMENTS

**Section 8.1.** Amendments to the bylaws may be adopted by two-thirds of the voting members present at a regularly scheduled meeting.

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**Section 8.2.** The bylaws shall be reviewed at least annually and any recommended changes shall be presented, by the Governance Committee, at a regular meeting.

**Section 8.3.** Recommendations for amendments shall be presented to Council members in writing, or requested alternative format, at least thirty days prior to the vote.

## **ARTICLE IX DISSOLUTION**

**Section 9.1** Should the corporation cease to exist, all assets and property remaining after provision for 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 of 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 consistent with governing regulations.

In the event that there shall not be then 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.

**Section 9.2** Should the corporation cease to exist, all assets and property in the custody of the corporation, including buildings and/or land, 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 of the assets and property in the custody 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 consistent with governing regulations.

In the event that there shall not be then in existence such a state corporation, then all assets and property in the custody of the corporation 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 in the custody of the corporation during its existence or upon dissolution be distributed to any officer, Council Member or employee of the corporation.