

## APRIL

---

The Association of Programs for Rural Independent Living

# By-Laws of APRIL

# By-Laws of APRIL

## Table of Contents

|                    |    |
|--------------------|----|
| ARTICLE I .....    | 1  |
| ARTICLE II .....   | 1  |
| ARTICLE III .....  | 1  |
| ARTICLE IV .....   | 6  |
| ARTICLE V .....    | 15 |
| ARTICLE VI .....   | 19 |
| ARTICLE VII .....  | 24 |
| ARTICLE VIII ..... | 26 |
| ARTICLE IX .....   | 27 |
| ARTICLE X .....    | 27 |
| ARTICLE XI .....   | 28 |

## **ARTICLE I**

### **Section 1. Name**

The Organization will be known as the Association of Programs for Rural Independent Living (APRIL).

## **ARTICLE II**

### **Section 2. Mission and Purpose**

The Association of Programs for Rural Independent Living, a national disability-led organization, advances the equity of people with disabilities in rural communities through advocacy, collaboration, shared experience, leadership development, education, and training.

## **ARTICLE III**

### **Section 3.1 Membership**

Membership in APRIL is open to all interested groups and individuals who complete an application in the appropriate membership category, meet eligibility criteria, and receive approval from the Public Relations Development Committee. Members are also required to pay annual dues, the amount of which is determined and subject to adjustment by the Board for continued membership. Membership shall be for a period of one calendar year to run from January 1<sup>st</sup> through December 31<sup>st</sup>. Membership will not be pro-rated.

### **Section 3.2 Membership Types**

A. APRIL Membership shall be comprised of three categories of Membership:

1. Organizational Membership
2. Associate Membership
3. Honorary Membership

B. To be considered an Active Member and participate in rights and privileges of Membership, the Member must:

1. Be up to date on all prior year Membership dues and have paid Membership dues for the current Membership year within thirty (30) days prior to any annual Board meetings or voting activities in which the Member seeks to participate and vote.
- C. Active Members have the right to attend and be heard at all general membership meetings and to serve on committees with the approval of the President.
- D. Active Members will receive the various correspondence sent to the membership, including newsletters, annual reports, and position papers.

### **Section 3.3      Membership Eligibility**

#### **Section 3.3.1      Organizational Memberships**

There are three types of Organizational Memberships:

- A. Center for Independent Living (“CIL”) Organizational Membership
  1. In order to be eligible for CIL Organizational Membership, a rural CIL must meet one of the following three criteria:
    - a. Service an area that is not more than a 50-mile radius from a population center of 50,000 people.
    - b. Provide services to a distinctly rural population.
    - c. Have significant interest in rural issues, have plans to expand services to a rural population, or for some other reason believe it should be eligible for Active Membership status.
  2. CIL Satellite Office Membership: For recognition as a CIL Organizational Membership with voting rights, a CIL Satellite Office must meet the standards and assurances of Section 725 of the Rehabilitation Act. Accordingly, the Satellite Office must be located in a rural setting and must be free standing as identified in the application process. However, the office may continue to operate under its founding organization’s incorporation.

### 3. Voting

- a. Active CIL Organizational Members have the right to vote on bylaws amendments, to nominate and vote for candidates to fill Governing Board positions, and to vote on resolutions presented at the Annual or any specially set Board Meeting.
- b. CIL Organizational Membership votes shall be weighted as ten (10) voting units at the Annual or any specially set Board Meeting.

### B. Statewide Independent Living Council ("SILC") Organizational Membership

- 1. In order to be eligible for SILC Organizational Membership a SILC must:
  - a. Have within the State Plan for Independent Living ("SPIL") an objective identifying outreach plan or programming for consumers in rural areas;
  - b. Maintain at least 51 percent of its voting members as individuals with disabilities.

### 2. Voting

- a. Active SILC Organizational Memberships have the right to vote on bylaws amendments, to nominate and vote for candidates to fill Governing Board positions, and to vote on resolutions presented at the Annual or any specially set Board Meeting.
- b. SILC membership vote shall be weighted as ten (10) at the Annual or specially set Board Meeting.

### C. Organizational Associate Membership

- 1. Organizational Associate Members are organizations interested in the issues of rural independent living that support the goals of APRIL but do not meet the criteria for Active Organizational Membership.

2. Organizational members do not have the right to vote at the Annual or specially set Board Meeting or hold office within APRIL.

### **Section 3.3.3 Associate Memberships**

There are three types of Associate Memberships

#### **A. Individual Membership also known as Consumer Membership**

1. Individual/Consumer Members are individuals with disabilities who are living in and are interested in the issues of rural independent living and who support the mission of APRIL.
2. Voting
  - a. Active individual/Consumer Members have the right to vote on bylaws amendments, to nominate and vote for candidates to fill Governing Board positions, and to vote on resolutions presented at the Annual or any specially set Board Meeting.
  - b. Individual membership vote shall be weighted as one (1) voting unit at the Annual or specially set Board Meeting.

#### **B. Youth Membership**

1. Youth Members are individuals between the ages of 18 and 30, who are interested in the issues of rural independent living and who support the goals of APRIL. There are two types of youth membership
2. Youth Membership also known as Youth Consumer Membership:
  - a. Youth Consumer Members are youth with disabilities who are living in and are interested in the issues of rural independent living and who support the mission of APRIL.
  - b. Active Youth/Consumer Members have the right to vote on bylaws amendments, to nominate and vote for candidates to fill Governing Board positions, and to vote on resolutions presented at the Annual or any specially set Board Meeting.

c. Youth consumer/ membership vote shall be weighted as one (1) voting unit at the Annual or specially set Board Meeting.

3. Youth Associate Membership also known as youth Ally Membership

a. Youth Associate/Ally Members are youth interested in the issues of rural independent living that support the mission of APRIL but do not meet the criteria for youth consumer Membership.

b. Youth Associate/Ally Members do not have the right to vote

C. Individual Associate Membership also known as Ally Membership

1. Individual Associate/Ally Members are individuals interested in the issues of rural independent living that support the mission of APRIL but do not meet the criteria for Individual Membership.

2. Individual Associate/Ally Members do not have the right to vote

### **Section 3.3.4. Honorary Membership**

As was designated by the Charter Board of APRIL, an honorary lifetime membership shall be granted to the Independent Living Research Utilization (ILRU) in Houston, Texas, in recognition of its dedication and active contribution to the planning, development, and support of APRIL, since its inception.

This Honorary Membership has the right to have a representative attend and be heard at the Annual or any specially set Board Meeting and to serve on committees with the approval of the President. ILRU will receive the various correspondence sent to the APRIL Membership, including newsletters, annual reports, and position papers. ILRU does not have the right to vote at the Annual or any specially set Board Meeting or hold office in APRIL. APRIL Membership dues shall be permanently waived for ILRU.

From time to time, other Honorary Memberships may be added to this Membership category at the request of the President and by the vote of the Governing Board.

### **Section 3.3.5      Membership Eligibility Determination**

The APRIL Board and Public Relations Development Committee will:

- A. Review applications for Membership in APRIL on a case-by-case basis and document their decision to accept or refuse such an application.
- B. CILs must provide a copy of their federal grant award or a letter from their primary funding source to indicate their compliance with Section 725 of the Rehabilitation Act as amended.

## **ARTICLE IV**

### **Section 4            Governing Board**

#### **Section 4.1        Role**

The Governing Board of APRIL, also referred to as Board, shall be responsible for the overall policy and direction of APRIL as well as the management of the business affairs and property of APRIL. The Board acts as a trustee of APRIL's assets and ensures that APRIL is well managed and remains fiscally sound.

The Board shall delegate responsibility for day-to-day operations to the Executive Director who shall in turn direct the activities of the employees of APRIL. The Board shall not participate in or interfere with the Executive Director's direction of the day-to-day activities of the Employees of APRIL. Members of the Board shall not intervene in employee relations, shall not advocate for or against any employee, and shall refrain from disclosing Board or APRIL confidential or proprietary information to employees. Board members shall not bypass the Executive Director to communicate with employees regarding APRIL business but shall at all times communicate with or through the Executive Director to employees, unless authorized to do so by the Executive Director.

The Board shall only act in the name of APRIL when it shall be regularly convened after due notice to all the Board Members of such meeting. Every Board Member shall have the absolute right to inspect all books, records, and documents of every kind and to inspect the physical properties of APRIL pursuant to Article VIII - Fiscal Management. Board members shall maintain confidentiality at all times, and shall not disclose outside the Board, specific discussions, comments, or topics occurring during a Board meeting, especially



as relates to specific a specific APRIL employee or member, or discussions in executive or special sessions of the Board.

The duties of the Board shall specifically include, but are not limited to:

1. Set the policies and goals for the organization.
2. Ensure compliance with all applicable laws, rules, and regulations governing not-for-profit corporations.
3. Approve an annual organizational budget.
4. Review the financial reports and monitor finances for the fiscal integrity of the organization.
5. Appoint or remove the Executive Director.
6. Contribute or secure an annual financial contribution to APRIL at the level the member can contribute.
7. Attend all board meetings.
8. Actively participate on at least one committee or subcommittee of APRIL Board.
9. Approve annual conference or group training sites.

## **Section 4.2      Composition**

- A. The Governing Board shall consist of nineteen (19) members: six (6) Executive Officers and 13 Members at Large with the number, affiliation, background, or credentials of the individual members to be determined from time to time by the Board.
- B. The total Board membership shall consist of no less than thirteen (13) CIL Organizational Membership representatives and no more than six (6) SILC Organizational Membership representatives. The Executive Director shall serve as a non-voting, advisory member of the Board.
- C. The Board shall consist of six (6) Executive Officers, with no less than Four (4) CIL Organizational Membership members including:
  1. President
  2. Vice President
  3. Secretary
  4. Treasurer

5. Diversity, Equity, and Inclusion (DEI) Member
6. Executive Member at Large

D. The Board shall consist of thirteen (13) Members at Large including:

1. One (1) SILC Organizational Membership member, who must be a representative of the SILC Organization at the time of election;
2. Two (2) Youth Membership members; and
3. Ten (10) CIL or SILC Organizational Membership members with attention to the required Board CIL Organizational Membership composition as outlined in this Section 4.2.

E. The President and Vice President of the Board must be CIL Organizational Membership elected members.

F. The Board, of whatever size, must consist of at least 51% majority persons with disabilities, representative of diverse disability groups and geographic areas.

G. The Youth Membership Board Members shall be between the ages of 18-30.

H. The Diversity, Equity, and Inclusion (DEI) Member shall have a professional and intimate level of knowledge encompassing diversity, equity, and inclusion.

I. The Executive at Large Member shall have served a minimum of one full term to be eligible.

J. Each Board Member shall have one (1) vote and such voting may not be cast by proxy.

K. Each Board member must represent a CIL or SILC that meet the requirements outlined in Section 3.3.1.

L. Each Board member must hold an active Individual membership also known as an Individual/Consumer Member or Youth Member.

### **Section 4.3      Nomination and Election**

Board Members shall be nominated and elected by the majority vote of the current APRIL Membership. The Board and Public Relations Development Committee shall solicit nominations no later than thirty (30) days prior to the Annual General Membership Committee. Nominations from the membership shall be submitted to the Board and Public Relations Development Committee no later than fourteen (14) days prior to the Annual General Membership Meeting. Ballots for Board elections shall be distributed electronically at the direction of the Board and Public Relations Development Committee at the conclusion of the Annual General Membership Meeting, and voting shall remain open until 11:59 p.m. EST, on the fifth calendar day following the conclusion of the Annual General Membership Meeting. Ballots shall indicate the type of membership casting the vote in order to allocate the appropriate weight to the vote.

- A. Nomination submissions shall include at a minimum; a statement of why the candidate would like to serve on the Board and if the nomination is submitted by someone other than the candidate, a statement of whether the candidate has agreed to the nomination.
- B. Eligibility to run for and hold office on the APRIL Board shall be limited to employees, board, or other designated representative of an active CIL or SILC Organizational Member that has met the requirements outlined in Section 3.3.1.
- C. Potential candidates must submit verification of representation and support from the Candidate's CIL/SILC.
- D. Potential candidates and Nominees for Board membership must also hold an Individual/Consumer, Individual Associate membership or Youth Membership as outlined in Section 3.3.3 with attention to composition in 4.2 F.
- E. Elections for members of the Board are held in odd numbered years for nine (9) Board positions:
  - 1. President;
  - 2. Treasurer;

3. One (1) SILC Organizational Membership Board member;
  4. One (1) Youth Membership Board member; and
  5. Five (5) CIL/SILC Organizational Membership Board members with attention being given to the required Board composition as outlined in Section 4.2.
- F. Elections for members of the Board are held in even numbered years for ten (10) Board positions:
1. Vice-President;
  2. Secretary;
  3. One (1) Executive at Large Board Member;
  4. One (1) Youth Membership Board Member;
  5. One (1) Diversity, Equity, and Inclusion (DEI) Member, and
  6. Five (5) CIL/SILC Organizational Membership Board Members with attention to required composition as outlined in Section 4.2.
- G. Members may only run for one office each year; however, a Board Member in a current elected position, may run for another position during a year in which the Board Member's current position is not up for election and shall retain their current Board position, unless and until elected to a different position.
- H. Dual Representation: No person may hold two (2) or more Board positions simultaneously. No CIL or SILC Organizational Member may have more than two (2) representatives serving on the Governing Board simultaneously.
- I. Ballots for the election of Board Members will contain all nominees' names, however, all nominees are subject to eligibility requirements and may be determined ineligible, even after voting is complete due to requirements outlined in Section 4.2.

- J. Service on Other National IL Boards: To support broad participation and leadership opportunities across the Independent Living movement, individuals currently serving on the board of directors of another national Independent Living organization—specifically the National Council on Independent Living (NCIL) or the National Association of Statewide Independent Living Councils (NASILC)—are not eligible to serve on the APRIL Board of Directors at the same time they serve on the board of directors of another national Independent Living organization.

#### **Section 4.4      Term of Office**

- A. At large CIL Organizational Membership Board Members, Youth Membership Board Members, at large SILC Organizational Membership Board Members, shall serve no more than three (3) consecutive full terms in that position. A full term is two (2) years.
- B. Members elected to serve as Executive Officers shall serve as an Executive Officer no more than three (3) terms in that position. The three (3) term limit for Executive Officers is in addition to the three (3) term limit for non-Executive Officer Board membership. A full term is two (2) Years.
- C. When a Board member has served the term limits outlined above, is not re-elected to the Board, or leaves the Board for any reason, that individual may not run for election to the Governing or Executive Board until the expiration of at least two (2) full election years.
- D. Vacancies on the Board shall be filled by appointment of the President with the majority affirmation of votes from the entire Board unless the vacancy occurs less than ninety (90) days prior to the Annual General Membership Meeting at which an election shall be conducted by the active APRIL membership. In such case the seat shall remain vacant, and a new Board member will be selected by the active membership in the annual election to occur at the Annual General Membership Meeting. Appointees to vacant seats shall serve the remainder of the term to which they are appointed and may run for that Board seat at such time as the seat is next up for election, at which time the term limits described in Section 4.4A shall begin to apply. The Board and

Public Relations Development Committee will confirm eligibility of candidates for Board appointment.

- E. Board members are elected as individual CIL/SILC Organizational Membership representatives. In the event an elected Board member is no longer a representative of the member CIL/SILC sponsoring them, the Board seat occupied by that Board member shall be considered vacant unless through a lateral move (CIL to CIL or SILC to SILC), that particular Board member becomes a representative of another member CIL/SILC that is an active member of APRIL who agrees to sponsor their representation.
- F. No Board member shall receive any compensation for services rendered while serving in that capacity.
- G. Any Board member may request a leave of absence from Board responsibilities. Leave shall not exceed one year and must be approved by the Board.
- H. Board members are expected to attend all scheduled meetings, including being physically present for any scheduled in-person meeting. The President may waive this in person requirement for accommodation needs on an individual basis upon request.
- I. Any Board member who has two (2) consecutive unexcused absences from a scheduled Board meeting may be considered unable to continue serving on the Board and the Board may recommend that the individual's term as a Board member be terminated and a new Board member appointed.
- J. The Board of Directors may by majority vote designate non-voting advisors to the Board. These individuals shall be entitled to notice and attendance of all Board meetings. They may express their views but shall not be entitled to vote.
- K. The Board's power, prerogative, duties, and responsibilities shall be exercised in a fiduciary capacity to accomplish the activities of APRIL and shall always act in the best interest of APRIL. The Board's powers are expressly limited so it can do nothing in contravention or derogation of the objectives in these Bylaws. However, in the event,

that the Bylaws are unclear, the Board may vote as a majority to resolve the issue or concerns and shall have the authority to do so.

## **Section 4.5      Conflicts of Interest**

A. As used in this Section, the term:

1. “Conflicting interest” means the interest a Board member has regarding a transaction effected or proposed to be affected by APRIL. This applies in the following circumstances:
  - a. Whether or not the transaction is brought before the Board, if to the knowledge of the Board member at the time of commitment, the Board member or a related person is a party to the transaction or has a beneficial financial interest in the transaction or if the Board Member is so closely linked to the transaction and/or if it is of such financial significance to the Board member or a related person that it would reasonably be expected to exert an influence on the Board member’s judgment if the Board member were called upon to vote on the transaction; or
  - b. The transaction is brought (or is of such character and significance to APRIL that it would in the normal course be brought) before the Board for action, and to the knowledge of the Board member at the time of commitment, any of the following persons is either a party to the transaction or has a beneficial financial interest so closely linked to the transaction that it would reasonably be expected to exert an influence on the Board member’s judgment if the Board member were called upon to vote on the transaction: (i) an entity (other than APRIL) of which the Board member is a director, general partner, agent, or employee; (ii) a person that controls one or more of the entities specified in division (i) of this subparagraph or an entity that is controlled by, or is under common control with, one or more of the entities specified in division (i) of this subparagraph; or (iii) an individual who is a general partner, principal, or employer of the Board member.

2. "Related person" of a Board member means:

- a. The spouse or partner (or a parent or sibling thereof) of the Board member or a child, grandchild, sibling, parent (or spouse or partner of any thereof), or an individual having the same home as the Board member, or a trust or estate of which an individual specified in this subparagraph is a substantial beneficiary; or
- b. A trust, estate, incompetent, conservatee, or minor of which the Board member is a fiduciary.

3. "Required disclosure" means disclosure by the Board member who has a conflicting interest of (A) the existence and nature of the Board member's conflicting interest, and (B) all facts known to the Board member respecting the subject matter of the transaction that an ordinarily prudent person would reasonably believe to be material to a judgment as to whether or not to proceed with the transaction. Whenever in doubt, it is incumbent upon the Board member to disclose a potential conflict of interest.

B. If a Board member or a related person or entity has a conflicting interest regarding a transaction, the Board member shall make the required disclose to the entire Board membership voting on the transaction, including the existence and nature of the Board member or related person's conflicting interest, the identity of the related person where appropriate, and inform them of the character of and limitations imposed by that conflict of interest prior to their vote on the transaction; and shall play no part, directly or indirectly, in their deliberations or vote on that transaction.

## **Section 4.6      Removal of Governing Board Members**

A. One or more Board member may be removed for a stated cause by the affirmative vote of a two-thirds majority of the remaining members of the Board at a regular or special meeting of the Board, and where notice of a Board member's intention to present a motion for removal has been given prior to the meeting of the Board. A separate vote on removal must be made as to each Board member proposed for removal.



- B. Any Board member who has not participated in at least one-half of any and all Board meetings within a calendar year is subject to removal for cause due to such absence.
- C. Any Board member who breaches their obligations in violation of the Conflicts of Interest provisions of Section 4.5 or commits a breach of confidentiality in violation of Section 4.4. is subject to removal from the Board. In the event that an individual is removed due to a violation of these Bylaws, they are no longer eligible for election to the Board of APRIL. Individuals who resign prior to notification of any Board vote regarding their removal, are not eligible to run for or hold any future Board or Executive Board position.
- D. In the event of removal, the provisions of Section 4.4 will apply; however, if the removal of Board members results in a total of four or more vacancies on the Board, the remaining Board members shall organize and expedite the election of new Board members by the APRIL members by convening a special meeting of the Board, on some later date at least ten (10) but within fifteen (15) days after the date of the meeting at which Board members were removed, or after the vacancies arose, to organize a special election for the vacant positions.

## **ARTICLE V**

### **Executive Officers**

#### **Section 5.1      Makeup of the Executive Officers of the Governing Board**

- A. The Executive Officers of APRIL shall consist of the President, Vice-President, Secretary, Treasurer, Executive Member at Large, and Diversity, Equity, and Inclusion Member all of whom shall be elected by the active membership at the Annual General Membership Meeting and shall serve as members of the Board. The Executive Officers may serve up to three (3) consecutive terms.

- B. A vacancy occurring in the office of President shall be filled by the Vice-President. Vacancies occurring in other offices shall be filled by appointment of the President with the majority approval of the Board. Appointees shall serve the remainder of the term for their respective office and may run for election to the position at the next Annual General Membership Meeting.

## **Section 5.2      Duties of Officers**

A. President, who shall serve as the Chairperson of the Board, shall:

1. Preside at all regular and special meetings of the APRIL Board;
2. Preside at the Annual General Membership Meeting and provide an annual report of the operations of APRIL at the annual APRIL membership meeting;
3. Be the official spokesperson for the Board;
4. Sign on behalf of APRIL, any documents, checks, notes, drafts, bills of exchange, and orders for payment of money as authorized by the Board;
5. Appoint standing and special committees, committee chairs and members as may be desirable to facilitate the work and responsibilities of APRIL with majority approval from the Board;
6. Provide supervision, direction and guidance to APRIL's Executive Director;
7. Provide New Board member Orientation and ongoing Board member trainings;
8. Conduct Final Annual or other evaluations of the Executive Director as needed;
9. Conduct site reviews for upcoming conferences or assign that task to other Board members as appropriate.

10. Chair the Executive Committee; and

11. To be eligible for the position of Board President, candidates must have served on the APRIL Board of Directors for at least two (2) full terms. Prior experience serving on the Executive Committee for a complete 2-year term, preferably directly preceding the term for which they are seeking election, is strongly preferred but not required.

B. The Vice-President, shall:

1. In the absence or incapacity of the President as determined by the Executive Officers, perform the duties, and exercise the powers and duties of the President.
2. Upon the death, resignation, or removal of the President from office, the Vice-President shall assume the role of President.
3. Serve as a member of the Executive Committee;
4. Chair the Policy and Procedure Committee; and
5. Have served on the Board for at least one (1) full term.

C. The Secretary shall:

1. Oversee the keeping of all minutes of all proceedings of the APRIL Board;
2. Give all notices to the Board, Executive Committee and membership as required, by these Bylaws;
3. Assure that the APRIL membership rosters are updated as dues are received;
4. Serve as a member of the Executive Committee;
5. Chair the Board and Public Relations Development Committee; and

6. Have served on the Board for at least one (1) full term.

D. The Treasurer, shall:

1. Oversee the keeping of all financial accounting records of APRIL, including monthly, quarterly, and annual reports and the conduct of an annual audit of its financial status including systems of control for the recording of all financial transactions in accordance with Generally Accepted Accounting Principles and other applicable rules;
2. Serve as a member of the Executive Committee;
3. Chair the Finance Committee; and
4. Have served on the Board for at least one (1) full term.

E. The Executive Member at Large shall:

1. Act as the representative of the At Large board members;
2. Chair or Co-chair a committee
3. Serve as a member of the Executive Committee;
4. Have served on the Board for at least one (1) full term.

F. The Diversity, Equity and Inclusion (DEI) Member shall:

1. Chair the Diversity, Equity and Inclusion Committee;
2. Serve as a member of the Executive Committee;
3. Act as a liaison between the DEI Committee and the Executive Committee.

## **ARTICLE VI**

### **Board Committee Structure**

#### **Section 6.1      APRIL Committees**

The Board President oversees all committees. Any APRIL committee chair positions not filled shall be approved through nomination and majority vote of the Board. Committee membership shall be filled following solicitation of nominees by the Chair of the committee and the Board President.

- A. Permanent and Temporary subcommittees may be established within the different permanent APRIL committees and chairs for those subcommittee appointed by the President, as the President deems appropriate, with majority approval of the Board. The President shall fix and prescribe the rights, authority, and duties of any permanent or temporary subcommittee, with appointment of members to be made by the President with nomination for those positions and majority approval from the Board.
- B. The President, upon the majority approval of the Board, may appoint standing and special committees, chair and members as may be desirable to facilitate the work and responsibilities of APRIL. The President, upon the majority approval of the Board, shall define the duties and term of such committees prior to their respective appointments.
- C. The Board may elect to coordinate and combine committee meetings for efficiency in coordination with the President.
- D. All APRIL committees may have a co-chair upon approval of Committee Chair and President.
- E. The Executive Director and the Board President shall be *ex officio* members of all committees.
- F. APRIL shall have Nine (9) standing committees consisting of four (4) Executive Committees and five (5) Governing Board and membership committees.

G. All active members of APRIL, depending on membership type and level, are eligible to serve on committees as outlined in Section 6.2.

## **Section 6.2      Executive Committees**

The following committees are chaired by Executive Officers:

A. Executive Committee:

1. The Executive Committee oversees the operations of the Board; acts on behalf of the Board during on-demand activities that occur between meetings, so long as these acts are later presented for full Board review.
2. The Executive Committee is comprised of the Executive Officers.
3. The President shall chair the Executive Committee.
4. Evaluate the performance of the Executive Director. The annual evaluation shall be conducted in conjunction with the Executive Director hire anniversary date each year.
5. Meet at least six times per year in addition to regular Board and Annual Membership Meetings.
6. Review and approve conference site selections for full Board membership approval.
7. Whenever it may in their opinion be necessary, address APRIL business and other situations that may arise to the best of their abilities, in a manner not inconsistent with the provision of these Bylaws and the directions of the Board.

#### B. Policy and Procedure Committee:

1. The Policy and Procedures Committee leads the Strategic Planning process, review of Bylaws and other APRIL policies and procedures, ensures sound evaluation of APRIL products/services/programs, including, outcomes, goals, data analysis, and resulting adjustments.
2. The Committee is comprised of Board members.
3. The Vice-President shall chair the Policy and Procedure Committee.

#### C. Finance Committee:

1. The Finance Committee oversees development of the APRIL annual budget.
2. The Finance Committee ensures accurate tracking/monitoring/accountability for funds; ensures adequate financial controls and reviews major grants and associated terms with the Executive Director.
3. The Committee is comprised of Board members.
4. The Treasurer shall chair the Finance Committee.

#### D. Board and Public Relations Development Committee:

1. The Board and Public Relations Development Committee ensures effective board processes, structures, roles, and Board Evaluation.
2. The Committee supports employees in retreat and conference planning that may include review of workshops.
3. The Committee reviews and approves, if eligible, applicants seeking active membership status.

4. The Committee will work with APRIL employees to prepare and issue a Call for Nominations from the APRIL membership and put together a slate of prospective Board members each year for open positions. The Committee will oversee a similar process for Board appointments as directed by the Board President.
5. The committee will manage the Board election process.
6. The Committee will organize orientation for new Board members and training for the full Board.
7. The Committee is comprised of Board members.
8. The Secretary shall chair the Board and Public Relations Development Committee.

## **Section 6.2      Community Committees**

The following standing community committees will be chaired by individuals with appointment from the Board President and nomination and majority approval from the current Board. Voting Associate Members are eligible to serve on committees with approval from the Committee Chair and Board President. See section 3.3.3 regarding Associate Membership types. Term limits are only held by Board members. Committee members do not have term limits. Committee members may be removed by the Committee Chair for two unexcused absences within a calendar year. From time to time the Board or Board President may form committees in which membership is open to the public. While it is encouraged to hold an individual membership, it is not required to participate in committees formed and open to the public,

- A. Advocacy Committee: The Advocacy Committee oversees and serves as a source for advocacy on different topics.
- B. Fundraising and Marketing Committee: The Fundraising and Marketing Committee oversees development and implementation of APRIL's Fundraising Plan; identifies potential funding sources and solicits funds from external sources of support, working in conjunction with designated APRIL employees. The committee also oversees the development and implementation of the APRIL Marketing Plan, including identifying potential markets, their needs, how to meet those



needs with products/services/programs, and how to promote/sell the products/services/programs.

- C. Youth Steering Committee: The Youth Steering Committee acts as a liaison between APRIL Youth Membership and the Governing Board and plans all Youth Membership conferences and activities. Youth Board members are required to participate in the Youth Steering Committee. The Chair of the Youth Steering Committee will provide a report for the Board meetings.
- D. Disaster and Emergency Preparedness and Response Committee: The Disaster and Emergency Preparedness and Response Committee supports CILs and SILCs in their efforts related to emergency preparedness, mitigation, response, and recovery.
- E. Diversity, Equity, and Inclusion Committee: The Diversity, Equity and Inclusion Committee Chair chairs this committee. This committee exists to promote equity, diversity and inclusion within the disability community, and to advise on processes related to recruitment and retention of diverse members and community. This committee will have a commitment focused upon disability, equity, diversity, and inclusive policies, practices, and behaviors. At all times, the committee must ensure that APRIL's programs and activities comply with federal and state laws and well as funding and grant source requirements and do not discriminate on the basis of race, color, national origin, sex, religion, disability or other protected characteristics—no matter the program's labels, objectives, or intentions.

## **ARTICLE VII**

### **Meetings**

#### **Section 7.1 Governing Board Meetings**

- A. The Board shall meet no less than four (4) times a year. An annual Board meeting is generally conducted in conjunction with the Annual General Membership Meeting. Meetings may be held in person or via audio and/or video conferencing. Board members shall attend the

annual Board and membership meetings as part of their roles on the Board.

- B. Written notices of Board meetings shall be sent to all members of the Board no less than thirty (30) days prior to the date set for the Board meeting. Written notices of in-person Board meetings shall be sent to all members of the Board no less than sixty (60) days prior to the date set for the Board meeting.
- C. Materials for all Board meetings shall be distributed at least one (1) week prior to the scheduled Board meeting.
- D. The President shall call and conduct all Board meetings. The President shall be required to call a Board meeting when a majority of the members of the Board request that such a meeting be held.
- E. Meetings of the Board may be conducted when 51% of the Board members are present.
- F. In the event a Board member has a complaint, issue, or concern regarding a fellow Board member, an APRIL employee, or operations of APRIL, the Board member shall notify the President in writing of the complaint, issue, or concern, which must then be added to the agenda for the next Executive Committee meeting for discussion. If the complaint is against the Board President, the Board member shall notify the Vice President using the above guidelines, and the Vice President shall follow the guidelines outlined herein. If warranted, the Executive Committee may appoint a special committee to investigate the complaint, issue, or concern and to make specific recommendations to the full Board regarding resolution of the complaint, issue, or concern. Complaints, issues, concerns, and resolutions if deemed necessary will be shared as part of the Executive Committee report at the Board meetings.
- G. The Executive Committee may call a special meeting of the Board. In the event that a special meeting is required, a notification shall be given to all members of the Board not less than two (2) calendar days prior to the meeting, if possible. A special meeting of the Board may not be called in lieu of one of the four (4) regularly scheduled Board meetings and may only be called by agreement of three (3) of the six

(6) Executive Officers. Special meetings may be called only to address issues of emergency or expediency.

H. Board members may request a special Board meeting by submitting a request to the Board President. The Executive Committee will review and call the meeting if deemed appropriate.

## **Section 7.2      Annual General Membership Meetings**

- A. An Annual General Membership Meeting of the general membership of APRIL shall be held each year, either in person, virtually, or a hybrid of in person and virtual. Notice of the time, date, and place of the meeting shall be sent in writing to the Membership at least thirty (30) days prior to the meeting.
- B. The topics to be discussed during the Annual General Membership Meeting shall include:
  - 1. The Ballot for members nominated to fill Executive Offices and the Governing Board, which may include providing opportunity for nominees to provide no more than a two (2) minute bio;
  - 2. The annual report of the activities of APRIL;
  - 3. The Treasurer's report;
  - 4. APRIL's priorities and issues for the coming year, and
  - 5. Any other business, including resolutions authorized to be transacted by the Board for which at least fourteen (14) days advance notice shall be given to the general membership, if possible. Voting on any resolution or other matter requiring general membership vote shall occur in conjunction with the ballot and election for membership of the Governing Board. See Section 4.3.
- C. Unless otherwise provided for, Robert's Rules of Order shall be used as a guide for the orderly conduct of the Annual General Membership Meetings.

## **ARTICLE VIII**

### **Fiscal Management**

#### **Section 8.1 Financial Records**

Members of the Board shall be permitted to inspect the financial records of APRIL upon fourteen (14) days' prior written request to the President and shall receive access to such financial records as they may deem necessary in order to fulfill their fiduciary responsibilities as members of the Governing Board.

## **ARTICLE IX**

### **Amendments**

#### **Section 9.1 Interim Amendments**

The Board shall have the voting power to make, amend, and repeal the Bylaws by a vote of two-thirds (2/3) of the Board membership on an interim basis. In the event an interim amendment is approved by the Board, the full membership of APRIL shall be afforded an opportunity to vote to ratify, or to rescind the Governing Board's action at the annual General Membership Meeting by majority vote.

#### **Section 9.2 Bylaw changes or amendments**

Any proposed changes or amendments to the Bylaws shall be sent to each active member at least 30 days prior to the Annual General Membership meeting. Changes or amendments to the Bylaws shall be approved by a majority of those ballots from the full membership received by the specified deadline date. Approved changes or amendments shall be effective on the date of approval by the full membership.

## **ARTICLE X**

#### **Section 10.1 Dissolution**

In the event of the dissolution of APRIL, or in the event that it shall cease to carry out the objectives and purposes set forth in these Bylaws, the Executive Officers shall, after paying or making provisions for payment of all liabilities of APRIL, dispose of the assets in such a manner as to benefit organizations

operated exclusively for charitable, educational or scientific purposes in compliance with Section 501(c)(3) of the Internal Revenue Code of 1954, as the Executive Officers shall so determine.

## **ARTICLE XI**

### **Executive Director**

#### **Section 11.1     Role**

The Board will employ an Executive Director as deemed necessary to perform the functions and mission of APRIL. The Board shall approve the personnel policies of APRIL as established and recommended by the Executive Director. The Executive Director shall have the exclusive duty of overseeing the day-to-day operation of APRIL, including addressing and handling all personnel matters, hiring, supervising, disciplining, and terminating employees.

#### **Section 11.2     Authorities**

The Executive Director shall have the authority to bind APRIL and sign financial documents and other contracts, including checks and written agreements, consistent with the financial policies of APRIL.