

# **BYLAWS**

## **OHIO STATEWIDE INDEPENDENT LIVING COUNCIL**

**Adopted 11/15/05**

### **PREAMBLE**

The Ohio Statewide Independent Living Council (OSILC) shall be committed to promoting a philosophy of independent living, which includes 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 full inclusion of individuals with disabilities into the mainstream of American society.

### **ARTICLE I. NAME**

The name of this organization shall be Ohio Statewide Independent Living Council, hereinafter referred to as OSILC.

### **ARTICLE II. PURPOSE**

Pursuant to the Ohio Revised Code, Section 107.17 and 107.18, Title VII, Section 705, of the Rehabilitation Act of 1973 as amended, the Ohio Statewide Independent Living Council (OSILC) is established for the following purposes:

- to develop with Designated State Unit (DSU) a state plan for independent living for Ohioans with significant disabilities, which will be reviewed and/or revised not less than once every three years;
- to serve as monitor and guide for the implementation of the federally approved state plan;
- to provide guidance and consultation for the development and expansion of independent living services on a statewide basis;
- to establish and support a statewide network of independent living centers and programs;
- to act as liaison and link among Ohio Centers for Independent Living (CIL), programs providing independent living services, vocational rehabilitation services (as established under Title I of the Rehabilitation Act) and other statewide agencies or organizations serving the interest of individuals with disabilities; and to advocate, both through its own example and the provision of training for others, for Ohioans with disabilities in the enactment of principles and values

espoused by independent living philosophy.

### ARTICLE III. MEMBERS

#### *Section 1. Classification.*

- A. **Regular Member.** The Regular members of OSILC shall consist of the eleven (11) voting members appointed by the Governor of Ohio, one of which is an Independent Living Center director chosen by the directors of centers for independent living within the State such that the Independent Living Centers as a whole shall be represented and vote at all meetings of OSILC.
- B. **Ex-Officio Member.** The Governor shall appoint seven (7) ex-officio, non-voting members including one from the Ohio Rehabilitation Services Commission and six (6) representatives chosen from among other State agencies that provide services for individuals with disabilities, including: the Ohio Developmental Disabilities Council, the Ohio Department of Aging, the Ohio Department of Human Services, the Ohio Department of Mental Retardation and Developmental Disabilities, the Ohio Department of Health and the Ohio Department of Transportation.
- C. **Affiliate Member.** Each of the Centers for Independent Living in the state of Ohio may be represented at the meetings. Affiliate members may speak with permission of the Chairman but shall not have the right to make motions or to vote.
- D. **Associate Member.** An Associate member shall be a representative of another agency or organizations with an interest in promoting the rights and abilities of people with disabilities. Associate members may speak with the permission of the Chairman but shall not have the right to make motions or to vote. Associate members or organizations may be accepted by a majority vote of OSILC. When a vacancy occurs, the Associate member organization shall name a new member representative within 60 days.

#### *Section 2. Qualifications for OSILC Membership*

The Governor shall appoint individuals who are knowledgeable about centers for independent living, independent living services and independent living philosophy and who have been recommended by OSILC.

- A. A majority of the Regular voting membership shall be comprised of individuals with disabilities who are not employed by an independent living center or state agency.

- B. One member shall be a Director of an Ohio independent living center selected by the Directors of Centers for Independent Living who represents them and serves at their pleasure.
- C. The remaining members shall be people who themselves have disabilities, or parents, guardians, or advocates for people who have disabilities.
- D. In making recommendations for appointments, OSILC shall consider diversity of disabilities represented, geographic distribution and cultural diversity of members.

*Section 3. Term of Service*

- A. Regular members appointed by the Governor shall serve a three-year term or until their replacements are appointed. One-third of the members shall be appointed each year in order to assure continuity and stability for OSILC.
- B. Regular members may not serve for more than two consecutive three-year terms.
- C. Regular members may be re-appointed to OSILC after at least one year following the completion of his second consecutive three-year term.
- D. Ex-officio members are appointed by the Governor.
- E. Affiliate members may be appointed by each participating CIL.
- F. Associate members must be approved by OSILC and the representative of the Associate agency.

*Section 4. Vacancies.*

A vacancy on OSILC shall be filled by appointment by the Governor.

*Section 5. Resignation or Removal*

- A. OSILC may recommend to the Governor that a member who misses two consecutive meetings without good cause be replaced.
- B. Recommendation for replacement will require 2/3 vote of the voting membership.
- C. If a member chooses to resign, the member must submit a resignation in

writing to the Governor with copies to the Chairman of OSILC and the Executive Director.

## **ARTICLE IV. OFFICERS**

### *Section 1. Elected Officers*

The elected officers of the SILC shall be a Chairman, a Vice-chairman, and a Treasurer.

### *Section 2. Appointed Officers*

The appointed officers shall be a Secretary and a Parliamentarian.

- A. The Executive Director shall appoint a staff member to serve as Secretary.
- B. The Executive Director shall employ a Registered Parliamentarian who shall serve at all regular and special meetings and may serve as a consultant when needed.

### *Section 3. Election of Officers*

- A. The elected officers shall be elected by the voting members of OSILC at the annual meeting. They shall assume their duties at the close of the meeting at which they are elected.
- B. Officers shall serve for a one-year term or until their successors are elected. Officers may be re-elected but may not serve more than two consecutive terms.

### *Section 4. Duties of Officers*

Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws and in the adopted parliamentary authority.

- A. The Chairman shall:
  - 1. preside at all official meetings of OSILC.
  - 2. appoint chairmen of all standing and special committees with the approval of OSILC.
  - 3. fulfill such other duties as may be assigned by OSILC.
- B. The Vice-chairman shall:
  - 1. preside in the absence of the Chairman.
  - 2. fulfill such other duties as may be assigned by OSILC.
- C. The Treasurer shall:

1. provide a financial report at each meeting.
2. serve as Chairman of the Budget and Finance Committee.

*Section 5. Vacancies.*

- A. A vacancy in the office of Chairman of OSILC shall be filled by the Vice-chairman.
- B. A vacancy in any other office shall be filled by OSILC.

*Section 6. Official Spokesman*

The Chairman and Executive Director shall be the official spokesmen for OSILC. No OSILC member shall represent OSILC position without prior knowledge and permission of OSILC. Other OSILC members or staff may serve as spokesman if directed by OSILC or written policy.

## **ARTICLE V. MEETINGS**

*Section 1. Dates of Meetings*

OSILC shall meet in regular session at least six (6) time a year. Meeting dates shall be determined by OSILC. The schedule of meeting dates for the coming year will be published after the last meeting of the Federal Fiscal Year. A tentative meeting schedule for the year will be developed and published annually.

*Section 2. Notice.*

Notice, stating the date, time and place of the meetings shall be sent to all OSILC members at least ten (10) days prior to each meeting.

*Section 3. Quorum*

- A. The quorum of any meeting shall be a majority of the voting members which includes one officer of OSILC.
- B. Each OSILC member has the responsibility of notifying the Executive Director when attendance is not possible, allowing time for meeting cancellation if a quorum will not be present.
- C. If the Executive Director has determined a quorum will not be present and has canceled the meeting, a designated individual shall attempt to notify all OSILC members of the cancellation.

#### *Section 4. Annual Meeting*

An annual meeting shall be held between the first of November and the end of January of each year for the purpose of conducting regular business, hearing annual reports of standing committees, election of officers and reorganization.

#### *Section 5. Special Meetings*

- A. Special meetings may be called by the chair, at the direction of the Governor, or at the request of five (5) members of OSILC. At the request of the four (4) members of OSILC the chair shall consider the need for a special meeting.
- B. Notice - The voting members of OSILC must be notified by certified mail or in person ten (10) days prior to a special meeting of OSILC.

#### *Section 6. Changes or Cancellation of Meeting.*

- A. In the event of an emergency, OSILC by a majority vote, may postpone or change the date of a meeting. The date of the rescheduled meeting must be prior to the next regularly scheduled meeting. All members shall be notified of the change in a manner determined by the Council to be fair and reasonable under the circumstances and in accordance with the Ohio Revised Code or the Americans with Disabilities Act.

#### *Section 7. Distribution of Materials*

- A. All written materials and notices distributed to OSILC members shall be in an accessible format (Braille, taped, large print, etc.) as required by each OSILC member.
- B. OSILC office staff must receive all materials at least two weeks prior to meetings to assure that all materials are in the appropriate format. Materials distributed at meetings must be in appropriate format.

### **ARTICLE VI. REIMBURSEMENT OF EXPENSES**

#### *Section 1. Reimbursement*

- A. All voting members of OSILC shall serve without pay, but are entitled to reimbursement for reasonable expenses as provided in OSILC expense policy and the Rehabilitation Act, subject to the member obtaining prior approval and submission of required documentation within requirements, and the availability of funds.
- B. Approved expenses for all voting members shall meet OSILC expense policy

requirements and be approved by the Executive Director, the Treasurer, and the Chairman.

## **ARTICLE VII. CONFERENCE TRAVEL**

### *Section 1. Conference Attendance*

- A. No more than four (4) voting members of OSILC may attend any one conference. With the exception of the Chairman or special approval of OSILC, no member of OSILC may attend any conference two consecutive years.
- B. Voting members of OSILC who attend a conference, event, or meeting at OSILC expense must submit a written report in accessible format of the meeting proceedings to the Executive Committee within 30 days after the meeting unless there are extraordinary or extenuating circumstances. Information from the Conference shall be available to OSILC membership.

## **ARTICLE VIII. OSILC**

### *Section 1. Composition*

The voting members of OSILC shall be the Regular members appointed by the Governor. Ex-Officio, Associate and Affiliate members may attend all meetings except executive sessions with the right to discussion, but without the right to vote. Presenters may be invited by the Chairman to attend meetings.

### *Section 2. Duties*

OSILC shall:

- A. carry out mandates and policies as determined in the Rehabilitation Act.
- B. have authority to perform all actions in the transaction of business, for or on behalf of OSILC.
- C. manage property and affairs of OSILC or may delegate these duties to the officers and/or staff employed by OSILC.
- D. be responsible for the financial operation of OSILC.
- E. recommend all appointments.
- F. approve times and places of meetings scheduled by OSILC.
- G. fill vacancies in elective offices as provided in Article IV, Section 5B.
- H. each Member shall be assigned to serve on either the SPIL I or SPIL II Issues

Committee.

## **ARTICLE IX. EXECUTIVE DIRECTOR**

### *Section 1. Executive Director*

OSILC shall hire an Executive Director. In addition to those duties outlined in State and Federal Legislation, the Executive Director shall have such duties and powers as may be granted to or imposed on him by OSILC, to the extent authorized by OSILC, and subject to its approval. The Executive Director shall act as the authorized representative of OSILC in matters affecting the administration of the affairs of OSILC.

## **ARTICLE X. EXECUTIVE COMMITTEE**

### *Section 1. Composition*

The Executive Committee shall be composed of the Executive Director as a non-voting member and OSILC Chair, Vice-chair, Treasurer, the OCIL representative and a Member at-large as voting members.

### *Section 2. Duties*

The Executive Committee shall:

- A. be subject to the orders of OSILC and none of its acts shall conflict with action taken by OSILC,
- B. transact all business requiring action between meetings of OSILC,
- C. report committee actions to OSILC for ratification, and
- D. perform other duties as requested by OSILC.

### *Section 3. Meetings*

The Executive Committee shall meet only by conference call in emergency situations arising between meetings of OSILC, which shall ratify committee actions at its next meeting.

### *Section 4. Voting*

Only members of the Executive Committee who are present at meetings of the

Executive Committee shall vote. Proxy voting shall not be permitted.

*Section 5. Quorum*

Three voting members of the committee shall constitute a quorum.

*Section 6. Presiding Officer*

The Chairman of OSILC shall be the presiding officer of the Executive Committee.

**ARTICLE XI. COMMITTEES**

*Section 1. Committees*

The Chairman shall appoint committees as the need arises. Any member may be appointed to serve on a committee.

*Section 2. Standing Committees*

- A. The standing committees of OSILC shall be:
  - 1. Budget and Finance Committee
  - 2. Bylaws
  - 3. Nominating Committee
  - 4. SPIL Issues (Objectives) Committee I
  - 5. SPIL Issues (Objectives) Committee II
  
- B. OSILC Chair may appoint non-OSILC members to serve on SPIL ISSUES Committees I and II. Non-member appointees shall not make up a majority of any committee. Chairmen and members shall be appointed to serve for one year beginning at the close of the Annual Meeting following their appointment. They shall be appointed by OSILC Chairman in consultation with the Executive Committee.
  
- C. OSILC Chairman shall serve as an Ex-Officio member on all committees. The Treasurer shall serve as a Chair of the Budget and Finance Committee. The Chairman of each committee shall be appointed by OSILC Chairman.

*Section 2. Special Committees*

Special committees may be created by OSILC or the Chairman with the approval of OSILC.

**ARTICLE XII. DISSOLUTION**

The manner of dissolution of OSILC shall be as required by the law of the state of Ohio and the official acts of the Governor of the state of Ohio and the voting members of OSILC.

### **ARTICLE XIII. INDEMNIFICATION**

Officers, OSILC members, employees and agents of OSILC shall be indemnified for any costs, expenses or liabilities necessarily incurred in connection with the defense of any action, suit or proceeding in which they are made a party by reason of being or having been a member serving in an elected or an appointed capacity. No member or employee shall be indemnified when adjudged in the action or suit to be liable for negligence or misconduct in the performance of duty.

### **ARTICLE XIV. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of OSILC in all cases to which they are applicable and in which they are not inconsistent with Federal and/or State laws, these bylaws, and any special rules of order that OSILC may adopt.

### **ARTICLE XV. AMENDMENT**

These bylaws may be amended at any regular meeting of OSILC by a two-thirds (2/3) vote, provided the amendment has been submitted in writing at the previous regular meeting.