

1 **Pennsylvania Statewide Independent Living Council**

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3 **BYLAWS**

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6 **ARTICLE I – NAME**

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8 The name of this council shall be the Pennsylvania Statewide Independent  
9 Living council, also referred to in this document as “the council” or “PA  
10 SILC.” The PASILC is a 501(C) 3 non-profit as identified by the Internal  
11 Revenue Service.  
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14 **ARTICLE II – OBJECT**

15  
16 Section 1.

17 The object of the PA SILC shall be to use its collective power and legal  
18 mandate to develop and secure public policies that ensure civil rights and  
19 expand options for all people with disabilities in all aspects of life.  
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21 Section 2.

22 The Council shall promote a philosophy of independent living including a  
23 philosophy of consumer control, peer support, self-help, self-determination,  
24 equal access and individual and systems advocacy in order to maximize the  
25 leadership, empowerment, independence and productivity of individuals with  
26 disabilities and the integration and inclusion of people with disabilities into  
27 the mainstream of American society.  
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29 Section 3.

30 The Council is incorporated in the State of PA and is a non-profit corporation  
31 under section 501 (c) (3) of the Internal Revenue code. The Council is not  
32 and shall not be established as an entity within a State agency. The  
33 Governor appointed voting members shall serve as the board of directors of  
34 the non-profit corporation.  
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36 Section 4.

37 In addition, the PASILC shall:

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39 A. Develop in conjunction with the Designated State Entity (OVR) also  
40 referred to as the DSE and the Centers for Independent Living the State  
41 Plan for Independent Living (SPIL) required by the Rehabilitation Act  
42 including a plan for the provision of such resources;  
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44 B. Monitor, review, and evaluate the implementation of the SPIL;

- 45  
46 C. Hold hearings and forums as determined by the council to carry out the  
47 duties of the council;  
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49 D. Report to the Governor as requested or required by law;  
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51 E. Coordinate activities with the PA State Rehabilitation Council; and  
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53 F. Comply with all relevant federal, state, and local laws as applicable.  
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56 **ARTICLE III – COUNCIL COMPOSITION**

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58 Section 1. Composition.

59 The council shall be composed of residents of the Commonwealth of  
60 Pennsylvania who provide statewide representation of a broad range of  
61 disabilities from diverse backgrounds and who are knowledgeable about  
62 centers for independent living and the independent living philosophy.  
63 Remove: A majority of the councilors must be people who have a specific  
64 disability who are not employed by a state agency or center for independent  
65 living (CIL).  
66

67 Section 2. Representation.

68 The council shall comply with state and federal law in designating voting  
69 members. Ex-officio members shall include a representative from the  
70 designated state unit and representatives from other agencies that provide  
71 services for individuals with disabilities. All ex-officio members shall be  
72 nonvoting members of the council.  
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74 Section 3. Appointment.

75 The councilors shall be appointed by the governor for a three year term as  
76 required or allowed by law. The council may make recommendations for  
77 such appointments. No more than two consecutive full terms may be served  
78 by any individual. Individuals may be reappointed to a new term following a  
79 period of one year from the expiration date of any second full consecutive  
80 term.  
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82 Section 4. Removal

83 Councilors are expected to attend in person all meetings of the council,  
84 unless specifically excused by the chair. If a councilor is absent from two  
85 consecutive meetings without such excuse, or four consecutive meetings  
86 excused or otherwise, the council may request the resignation of that  
87 individual. Councilors shall receive one warning after 2 absences whether  
88 excused or not prior to a council initiated removal of the councilor.

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Section 5. Vacancies.

A vacancy on the council shall be filled by the governor in accordance with the same procedures as used for an initial appointment.

Section 6. Executive Committee.

- A. The executive committee shall be composed of the officers, the executive director, and up to two additional members chosen in accordance with policies adopted by the council. The purpose of the executive committee is to conduct urgent business that arises between meetings of the council. The executive committee may also provide guidance to the executive director as needed.
- B. The executive committee meetings shall be open to all members of the council for listening privileges only. Notice for executive committee meetings shall be sent to all members of the council at the same time. The quorum of the executive committee shall consist of a majority of the executive committee, provided that at least a majority of the current officers are present.
- C. No action may be taken by the executive committee that conflicts with existing council policy or that would modify existing council actions. A written report of each meeting must be made to the entire council within ten days. All actions of the executive committee are subject to ratification at the next council meeting.

**ARTICLE IV – OFFICERS**

Section 1. Elected and Administrative Officers.

The elected officers of the council shall be the chair, vice chair, secretary and treasurer. The executive director of the PA SILC shall be hired by the PA SILC to serve as the chief administrative officer of the corporation, and shall also serve as a nonvoting ex-officio officer for the council. Other administrative officers may be appointed and their duties assigned by the council as deemed necessary.

Section 2. Term of Office.

The term for officers of the council members shall be two (2) years. The Chair and the Treasurer shall be elected on odd numbered years. The Vice Chair and the Secretary shall be elected on even numbered years. Elected officers may be reelected to successive terms.

Section 3. Eligibility.

133 Only voting members of the council are eligible to serve as officers.  
134 CIL Directors are not eligible to hold the office of chair or vice chair.

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136 Section 4. Duties of Officers.

137 A. The chair shall serve as the chief elected officer, preside over all meetings  
138 of the council, appoint the chairs of all standing committees, serve as an  
139 ex-officio member of all committees, and perform any additional duties as  
140 may be prescribed by law, the governing documents, or the  
141 parliamentary authority. The chair shall be responsible for the  
142 coordination of all activities and communications between the executive  
143 director and the council.

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145 B. The vice chair shall assume the duties and authority of the chair in the  
146 event of absence or vacancy. The vice chair shall perform any additional  
147 duties as may be assigned by the chair or at the direction of the council.

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149 C. The secretary shall ensure that all notices are given as required by law or  
150 these bylaws, that accurate minutes of all meetings of the council are  
151 prepared and distributed as required, that an accurate record of the  
152 name, address, and date of appointment of each councilor is maintained,  
153 and that all other necessary corporate records are maintained as required  
154 by law or at the direction of the council.

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156 D. The treasurer shall ensure that the financial records and transactions of  
157 the association are carried out as ordered by the council, shall ensure  
158 that accurate reporting on the financial activities and condition of the  
159 council is made to the council as requested by the council, and shall  
160 perform any additional duties as may be assigned by the chair or at the  
161 discretion of the council.

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163 E. In accordance with council policy, the executive director shall be  
164 responsible for the hiring and supervision of staff and maintenance of a  
165 headquarters office and any other locations deemed necessary in order to  
166 coordinate and implement the policies and programs of the council. The  
167 executive director shall serve for such term and under such conditions as  
168 the council may direct.

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171 **ARTICLE V – MEETINGS**

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173 Section 1. Regular Meetings.

174 The council shall hold regular meetings at least quarterly at a time and place  
175 as determined by the council. At least fourteen days notice to all councilors  
176 shall be required for a regular meeting.

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Section 2. Special Meetings.

Special meetings shall be held upon the call of the chair or upon the written request of any five voting councilors. At least three days notice to all councilors shall be required for a special meeting.

Section 3. Quorum.

A quorum for any meeting shall be a majority of the currently filled voting positions. A majority of the voting councilors present shall be required to take an action, unless a greater percentage is specified in these bylaws or the parliamentary authority.

Section 4. Pennsylvania Sunshine Act.

All meetings shall be subject to such laws as are contained in the Pennsylvania Sunshine Act, an accurate and current synopsis of which shall be attached to these bylaws. Special provisions may include:

- A. All votes on resolutions, rules, orders, regulations, ordinances or setting of official policy shall be cast in open session by a public method of voting.
- B. Citizens of the Commonwealth of Pennsylvania shall have the right to have notice of and attend all meetings of this council as provided by law.
- C. At each meeting there shall be opportunity for public comment.
- D. Minutes of all meetings shall include:
  - 1. The date, time and place of the meeting;
  - 2. Names of members present;
  - 3. Substance of all official actions
  - 4. The record of any roll call votes taken; and
  - 5. The names of all citizens who appeared officially, including the subject of their testimony.

Section 5. Closed Sessions.

Closed sessions may be held as deemed necessary by the council in accordance with the laws of the Commonwealth of Pennsylvania.

Section 6. Reimbursement

The councilors shall serve without pay, but may be reimbursed reasonable expenses in accordance with the Rehabilitation Act and the policies of the council.

Section 7. Restricted Activities.

221 The council shall develop and maintain policies consistent with the laws of  
222 the Commonwealth of Pennsylvania with regard to restricted activities of  
223 public officials or public employees. These policies shall be reviewed annually  
224 for compliance and completeness.

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226 Section 8. Accessibility.

227 Meetings shall be held in locations and conducted in a manner that complies  
228 with the standards established under the Americans with Disabilities Act.

229 Meeting rooms shall be set up in order to fully consider the access and  
230 communication needs of all who attend, in accordance with policies adopted  
231 by the council.

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233 Section 9. Conflict of Interest.

234 The council shall develop and maintain a conflict of interest policy, which  
235 shall include the submission of an annual disclosure statement from each  
236 councilor. Whenever a director or officer has a financial or personal interest  
237 in any matter coming before the board of directors, the board shall ensure  
238 that:

239 1. The interest of such officer or director is fully disclosed to the board of  
240 directors.

241 2. No interested officer or director may vote on the matter or be counted  
242 in determining the existence of a quorum at the meeting of the board  
243 of directors at which such matter is voted upon.

244 3. Any transaction in which a director or officer has a financial or personal  
245 interest shall be duly approved by members of the board of directors  
246 not so interested or connected as being in the best interests of the  
247 organization.

248 4. Payments to the interested officer or director shall be reasonable and  
249 shall not exceed fair market value.

250 5. The minutes of meetings at which such votes are taken shall record  
251 such disclosure, abstention, and rationale for approval.

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253 Section 10. Indemnification

254 PA SILC shall indemnify and hold harmless any councilor or officer or former  
255 councilor or former officer of the council against any costs, expenses, or  
256 other liabilities necessarily incurred by him or her in connection with any  
257 action, suit, or proceeding or in connection with the defense of any action,  
258 suit, or proceeding in which he or she is made a party by reason of being or  
259 having been such councilor or officer, except in relation to matters as to  
260 which he or she shall be adjudged in such action, suit or proceeding to have  
261 acted in bad faith or to have been liable or guilty by reason of willful  
262 misconduct in the performance of duty. This section shall be in addition to  
263 and shall not be deemed exclusive of any other rights to which such

264 councilor or officer may be entitled under Pennsylvania law with regard to  
265 indemnification of directors or officers.

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## 268 **ARTICLE VI – DUTIES OF COUNCILORS**

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270 1. Councilors are expected to attend all meetings unless excused by the  
271 chair. Failure to adhere to attendance requirements is addressed in Article  
272 3, section 4.

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274 2. Councilors shall make annual monetary contributions to support the  
275 mission of the SILC.

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277 3. When acting as SILC representation, all council members are expected to  
278 represent the SILCs positions and policies as voted on by the council.

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280 4. Councilors are asked to attend all SILC endorsed events in their area.

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282 5. Each councilor must choose two committees (one standing and one  
283 special) on which to serve. A councilor may accept appointment to additional  
284 committees. Committee chairs may solicit additional members for their  
285 committees in consultation with the chair and executive director, including  
286 members who are not councilors but who possess particular knowledge or  
287 expertise.

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## 290 **ARTICLE VII – COMMITTEES**

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### 292 Section 1. Standing Committees.

293 There shall be the following standing committees:

- 294 • Finance Committee
- 295 • Membership Committee
- 296 • Executive Committee
- 297 • Action Committee

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### 299 Section 2. Appointment.

300 The chairs of all standing committees shall be appointed by the chair of the  
301 council.

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### 303 Section 3. Special Committees.

304 Special committees may be appointed by the chair or the council for specific  
305 needs and projects.

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### 307 Section 4. Service on Committees.

308 Each councilor must choose two committees (one standing and one special)  
309 on which to serve. A councilor may accept appointment to additional  
310 committees. Committee chairs may solicit additional members for their  
311 committees in consultation with the chair and executive director, including  
312 members who are not councilors but who possess particular knowledge or  
313 expertise.

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316 **ARTICLE VIII – PARLIAMENTARY AUTHORITY**

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318 The rules contained in the most current edition of *Robert’s Rules of Order*  
319 *Newly Revised* shall govern this council in all cases to which they are  
320 applicable and in which they are not inconsistent with these bylaws and any  
321 special rules of order the council may adopt which are not in consistence  
322 with said *rules of order*.

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325 **ARTICLE IX – AMENDMENT (S)**

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327 These bylaws may be amended in accordance with the following procedure:

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329 1. The proposed text of an amendment (s) must be sent to all councilors  
330 thirty days in advance of the meeting at which it will be proposed.

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332 2. The proposed amendment (s) must be read at that meeting, and may  
333 be discussed, and referred back to the committee for agreed upon  
334 changes but no vote may be taken at that meeting.

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336 3. The proposed amendment (s) shall be brought forth for action at the  
337 following meeting. It may be amended within the scope of the notice  
338 given.

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340 4. A two-thirds vote of councilors present and voting, provided that such  
341 vote reflects at least a majority of those present, shall be required to  
342 amend these bylaws by acclamation. If any portion of said  
343 amendment is not approved by the two-thirds vote, the council may  
344 vote on individual revisions separately.