

1 **Pennsylvania Statewide Independent Living Council**

2
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**

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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.
20

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;

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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.
73

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.

225

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.

232

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.