

**By-Laws**  
**Resource Center for Accessible Living, Inc.**

**ARTICLE 1. NAME**

The name of this Not for Profit Corporation shall be "Resource Center for Accessible Living, Inc."

**ARTICLE 2. PURPOSE**

The purposes for which the Corporation is to be formed are to provide services for persons with disabilities, and to this end to improve the quality of life for people who are disabled, especially persons who live, work and/or travel in Ulster County and surrounding areas; to improve the public image of disabled persons; to foster and promote communication among all concerned with services provision for persons with disabilities to their/our fullest capabilities; and to work for change in any area consistent with these objectives to procure benefits for and advance the interests of persons with disabilities.

**ARTICLE 3. MEETINGS OF THE CORPORATION**

**Section 1. Annual Meeting**

The annual meeting of the Corporation shall be held the month of November each year, at a time and place determined by the Board of Directors (hereafter, Board of Directors will be referred to as Board). This meeting shall be for the purposes of electing Officers, presentation of annual reports and transaction of any other business which may come before the meeting. (amended 11-18-08)

**Section 2. Meetings**

The Board shall meet at least five (5) times a year on a schedule set by the Board.

**Section 3. Notification of Meetings**

Written, taped, telephone, in person and/or e-mailed notice of the day, time, place and purpose of each annual, general or special meeting shall be given to each Board member, and not less than seven (7) days before that meeting.

**Section 4. Place of Meetings**

The Board may designate any time and place for any annual, general or special meeting.

## Section 5. Decision Making/Voting

- a) Consensus/Voting at Meeting - Consensus is the preferred decision making process of the Board. Differences will try to be resolved through discussion to reach mutually agreeable solutions. If, after discussion, agreement is not forthcoming, a vote will be taken regarding the matter and the majority (or other number, as specified in the By-Laws) will prevail. Robert's Rules of Order will be referred to for standard procedure. (An explanation of the use of consensus is included in the appendix.)
- b) Alternative Voting – Mail, Telephone, e-Mail, Faxed or Written - Any matter previously discussed at a Board or Committee meeting and pending before the Board including By-Law Amendments, can be acted upon by mail, telephone, e-mail, faxed or written vote. Written, mailed, taped, telephoned, e-mailed or in-person notice setting forth the proposed action will be made to each Board Member with not less than seven (7) days time for Board Member to vote. A majority (or other number as specified in the By-Laws) of the returned votes will prevail. The resolution/vote shall be recorded and filed in the Minutes of the Board.

## Section 6. Action/Decision without a Meeting

The “action” to be used for an action without a meeting will be determined by the Board President in consultation with the Executive Director and/or Executive Committee. Written notice of the Action and/or Decision made shall be recorded and filed with the minutes of the proceeding of the Board.

- a) If matter addressed at a previously scheduled Board meeting may use Alternative Voting (Article 3, Section 5b) to finalize matter.
- b) If matter not previously addressed at a scheduled Board meeting it may be referred to the Executive Committee for action/decision. (Article 6, Section 1d).
- c) A Special Meeting of the Full Board may be called for matters of great gravity and/or significant consequence.

## Section 7. Quorum

A quorum shall be necessary for the legal and proper conduct of any meeting of the Board. A quorum shall consist of the greater of five (5) members or 1/3 of the membership of the Board.

## **ARTICLE 4. BOARD OF DIRECTORS**

The general management of the affairs of this Corporation shall be vested in a Board of Directors. The Board reserves the authority to establish policies, approve plans and programs, and delegate authority to the Executive Director.

The Board shall promote the business of the Corporation and direct the receipt and distribution of funds of the Corporation.

The Board members will not be compensated for service on the Board.

#### Section 1. Number

- a) There shall be no less than nine (9) seats on the Board, including the officers.
- b) At least fifty-one percent (51%) of the Directors of the Board shall be persons with disabilities.

#### Section 2. Term of Office and Selection of Members

- a) The term of Office for a Board member shall be three years unless otherwise designated, by the Nomination Committee.
- b) Board members shall be elected by a majority vote of the current Board membership.
- c) A Board member's length of Service on the Board shall be at the discretion of the Majority of the Board.

#### Section 3. Attendance

A Board member who has missed three (3) consecutive meetings without reasonable cause may be asked to resign or may be removed.

#### Section 4. Resignation

A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

#### Section 5. Vacancies

If a seat on the Board becomes vacant for any reason, the Nominations Committee should, within three (3) months of the vacancy, present to the Board a nominee for approval. The nominee must be approved by a majority vote of the Directors present at a duly called and constituted meeting of the Board.

#### Section 6. Removal

Any director or officer may be removed from office for cause, by the affirmative vote of two-thirds of the members of the Board. Any such action may be taken only after notice, of at least seven (7) days, in writing, by mail or e-mail to the person being considered for removal of the meeting, at which such action is to be voted upon. The

notice to remove will clearly state the cause for removal. Said individual shall be entitled to appear before and be heard at such meeting. Cause shall include, but not be limited to, conduct prejudicial to the best interest of the Corporation.

### Section 7. Board Evaluation

The Board will conduct annually, a written self-evaluation of the Board's performance and conduct for the past year.

## **ARTICLE 5. OFFICERS OF THE BOARD OF DIRECTORS**

### Section 1. Number and Title

The officers of the Board shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board), Secretary, Treasurer and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the office of President.

### Section 2. Election and Term of Office

The officers of the Board shall be elected by a majority vote of the Directors at the Annual Meeting of the Board. Each officer shall hold office until his/her successor shall be duly elected and qualified.

- a) The term of office for each officer so elected shall be two (2) years. No person shall hold the same office for more than two successive terms.
- b) A board member elected to a position as an officer of the Board shall remain a member of the Board for the term of her/his office.

### Section 3. Vacancies

Vacancies in officer positions may be filled or new offices created and filled at any meeting of the Board.

The appointed Board member to the vacancy may fill the position only until the expiration of the term of the person she/he replaces. The appointed Board officer shall be eligible to be nominated for election at the next regular election.

### Section 4. Duties of the Officers

#### **President:**

The President of the Board will provide leadership to the Board of Directors, who set policy and to whom the executive director is accountable.

- The President will collaborate with the Executive Committee and/or the Executive Director to prepare Board meeting agendas, will preside at the Board meetings, and appoint Committees and Committee Chairpersons, will sign official documents requiring signature and may represent the Board in public and official capacities.
- Encourages all Board Members to participate in board activities and ensures all Board Members views are represented in Board meetings.
- Ensures that the Board acts consistently with legal and contractual obligations and RCAL By-Laws.
- Is the only person authorized to speak for the Board except the Executive Director. The President may designate another Board Member as spokesperson.
- Acts as liaison between Board and Executive Director.
- Recognizes good performance of Board Members.
- Addresses performance and/or conflict of interest problems with Board Members. Acts to discipline Board Members who violate ethical standards of the Board.
- Initiates the Board annual self-evaluation.

### **Vice President:**

In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (when there is more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

- Works with the President to be prepared to assume that office if necessary.
- Serves on the Executive Committee.
- The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board.

### **Secretary:**

The Secretary will oversee the recording and storage of the records of the Board, including meeting minutes, the Articles of Incorporation and any historical documents.

- Shall keep a register of the post office, e-mail address or fax number of each Director.
- Shall notify Directors of their election to office or appointment to committees.
- Shall be the Secretary of the Executive Committee and the Board.
- Shall keep a record of the transactions of the Corporation and of the Executive Committee.
- Shall ensure the proper collection and storage of the Corporate Records of this Corporation.
- Ensure all official documents are safely passed to the next Secretary.

- When required the Secretary will also sign notes, contracts and other official documents/agreements on behalf of RCAL, Inc.

### **Treasurer**

Treasurer will oversee, but not manage the financial records of RCAL, Inc.

- Shall chair the Finance/Personnel Committee
- Shall render a financial report (statement of accounts) at each monthly Board meeting and at the Annual meeting.
- Assist the Board to understand the annual budget before approval.
- Ensure that the Board arranges for the Annual Audit of RCAL, Inc. financial accounts.

### **Section 5. Additional Duties of the Officers**

The President, the Secretary or any other proper officer of the Corporation authorized by the Board may sign any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed, except in the cases where the signing and execution thereof has been expressly delegated by the Board or by these By-Laws or by statute to some other officer or agency of the Corporation.

## **ARTICLE 6. COMMITTEES**

The Board shall form an Executive Committee, a Nominations Committee, a Finance/Personnel Committee and a Fundraising Committee. Additional committees may be created by the President with the consent of the Board for special purposes. Members of such committees shall serve as long as needed or until a successor is appointed.

### **Section 1. Executive Committee**

- a) **Composition**: The Executive Committee shall consist of the officers of the Corporation and the Executive Director. The immediate past President may serve in an advisory capacity to this committee.
- b) **Chairperson**: The President shall serve as the Chairperson of the Executive Committee; in the absence of the President, the Vice President shall serve as the Chairperson.
- c) **Meetings**: The Executive Committee shall meet, if necessary, between Board meetings, at the request of any committee member or the Executive Director.
- d) **Responsibilities**:
  - I. Shall transact routine Corporation business between Board meetings.
  - II. Shall meet, make decisions and/or take action for a Corporation matter that must be addressed immediately and before a regularly scheduled meeting is to take place.
  - III. Shall act for the Corporation in emergencies.

- e) Accountability: The Committee shall submit a report of its actions at the next regularly scheduled Board meeting. All actions taken by the Executive Committee shall be subject to the approval of the Board.

## Section 2. Appointment of other Committee Chairpersons/Committee Members

The Chairperson of each standing Committee shall be appointed by the President of the Board in consultation with the Executive Director and with the advice and consent of the Board. Such Committee Chairpersons shall be selected from among the Board membership.

Committee members shall be appointed by the Chairperson of each committee in consultation with the President of the Board and the Executive Director. Committee members may or may not be members of the Board.

## Section 3. Nominations Committee

The Nominations Committee shall submit names of potential Board members to the Board and shall propose a slate of officers to be elected at the Annual Board meeting.

The Nominations Committee will be responsible for improving the operations of RCAL, Inc. Board by:

- a) Reminding Board members to be alert for new directors.
- b) Maintaining a file of potential Board members.
- c) Facilitating the orientation of new Board members.
- d) Facilitating ongoing Board member in-service programs and training.
- e) Plus any additional duties as requested by the President of the Board.

## Section 4. Finance/Personnel Committee

The Treasurer of the Board shall be the Finance/Personnel Committee Chairperson. Responsibilities will include:

- a) Assistance in reviewing the annual budget.
- b) Preparing financial reports to the Board.
- c) Money management policy review.
- d) Personnel policy review and revision.
- e) Plus any additional duties as requested by the President of the Board.

## Section 5. Fundraising Committee

All members of the Board are to be active participants in fundraising activities of the organization. The Fundraising Committee shall secure funds and materials for the operation, programs and services and activities and projects of the organization.

## **ARTICLE 7. Executive Director**

### **Section 1. Responsibilities and Authority**

The Executive Director shall be the principal administrative officer of the organization, charged with the duties of effectuating the purposes of the organization, and carrying out the directives of the Board in performing any and all functions necessary and proper to insure that the policies, objectives and aims of the organization are carried out.

The Executive Director shall have sole responsibility for the employment and discharge of staff. The Executive Director shall also be liaison between the Board and staff and shall insure that adequate and effective communications exist between them.

The Executive Director or a delegate shall be an advisory member of all committees of the Organization.

### **Section 2. Appointment**

The Board shall employ an Executive Director who shall have general charge, oversight and direction of the affairs and business of the organization and shall be the responsible managing head; subject to the overall control and direction of the Board.

## **ARTICLE 8. MISCELLANEOUS PROVISIONS**

### **Section 1. Conflicts of Interest**

No Director shall have a financial interest, or shall engage in any business or other activity, which will create substantial conflict with his/her duties as Director. Any Director or Delegate of the Corporation intending to apply for a paid position within the Corporation must first tender her/his resignation from the Board and/or Board Committee.

### **Section 2. Confidentiality**

Information categorized and/or customarily implied as confidential, received while serving on the Board of Directors, or on a Committee of this Board, and/or any other Corporation activity shall be held in the strictest confidence. No Director, Officer, Committee Chairperson, or Committee Member shall furnish information about the organization, its personnel, its consumers or finances to any person or persons outside of this Board, unless authorized by the President of Board. (Liaison assignment is constructed as being authorized by the Chairperson to furnish information about the organization to their respective members.)

### Section 3. Corporate Seal

The Board shall provide a Corporate Seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, County of Ulster".

### Section 4. Fiscal Year

The fiscal year of the corporation shall end on the last day of September each year.

### Section 5. Audit

The financial books and records of the corporation shall be audited annually by a certified public accountant.

### Section 6. Construction

If there is any conflict between the provisions of the Certificate of Incorporation and the By-Laws, the provisions of the Certificate of Incorporation shall govern.

### Section 7. Dissolution

Upon the dissolution of the Corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the Corporation exclusively for the purposes of the Corporation or for a similar public use or purpose, to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as the same shall then be in force of the corresponding provisions of any future United States Internal Revenue Law, or the United States of America, the State of New York or a local government within the State of New York, as the Board shall determine, subject to the approval of a Justice of the Supreme Court of the State of New York or to such other qualified exempt organization or organizations as in the judgment of the Court will best accomplish the general purposes or a similar public use or purpose of this Corporation. In no event shall the assets of this Corporation upon dissolution be distributed to a director, officer, employee or member of this Corporation.

The dissolution of this Corporation and any distribution of the assets of this Corporation incident thereto shall be subject to such laws, if any, then in force as may require the approval thereof or consent thereto by any court or judge thereof having jurisdiction or by any governmental department or agency or official thereof.

## **ARTICLE 9. AMENDMENTS**

These By-laws may be altered or repealed, after being previously presented for discussion at a meeting and a new set of By-laws adopted by a two-thirds (2/3) majority

vote of the Board. At least seven (7) days prior notice that is written, taped, emailed or faxed is required for setting forth the proposed action. A vote may be taken at a meeting, date and time to be set forth when members are notified of the action; or a vote may be conducted as set forth above in Article 3, Section 5. Decision Making/Voting and Section 6. Action/Decision without a meeting.

### Secretary's Certification

This is to certify that the foregoing By-Laws of the Resource Center for Accessible Living, Inc. have been duly adopted by the Board at a meeting held on May 30, 1984.

At the combined first meeting of Incorporators and Directors, a majority of the Directors present, a motion duly made and seconded, approved the within By-Laws and same were unanimously accepted and adopted.

Date:	May 30, 1984
Amended:	March 26, 2002
Adopted:	April 2, 2002
Amended:	July/August 2007
Adopted:	November 20, 2007

## APPENDIX I CONSENSUS

Consensus, like majority rule, is the name of a broad category of processes; it is not the name of one particular process. The ideals of consensus are not a set of rules and they encompass more than just decision-making. When we refer to consensus, however, we are referring generally to guidelines for decision-making.

Consensus allows us to recognize our areas of agreement and act together without coercing one another. Under consensus, the group takes no action that is not consented to by all group members. The fundamental right of consensus is for all persons to be able to express themselves in their own words and of their own will; the fundamental responsibility of consensus is to assure others of their right to speak and be heard.

A set of rules for a consensus process:

1. The problem/situation needing consideration is discussed and a clear idea of what decision needs to be made is formulated. A proposal can then be made. (Part of this discussion should be to bring out the present position or course of action of the group relating to this issue.)
2. People who are present and who have not communicated any interest in the matter should be encouraged to express their opinions.
3. After adequate discussion, it is asked if there is any opposition to the suggestion as stated.
4. If there are no strong objections to the decision at this point, the suggestion can be formally stated, moved, second and adopted.
5. Any one person can state opposition to the proposal and this can block the group's adoption of that proposal as stated. (There are ways to express an objection without blocking the group from adopting the suggestion.)
6. If there is an objection blocking the group, the objection should be worked out before that proposal is adopted as stated.
7. If the objection can be met (satisfied), a sense of the meeting can be taken again. If there are no other objections at this point, the suggestion can be adopted.

Ways to object without blocking consensus:

- a. Non-support ("I don't see the need for this, but I'll go along.")
- b. Reservations ("I think this may be a mistake, but I can live with it.")
- c. Standing aside ("I personally can't do this, but I won't block others from doing it.")
- d. Withdrawing from the group.

Some guidelines for using the consensus process:

1. Responsibility: The power to object and block consensus should be used responsibly and sparingly. Block consensus only for serious, principled

- objections; when possible, object in ways that do not block consensus. Help others find ways to satisfy your objections.
2. Respect: Conversely, there is a responsibility to accept objections and move on, rather than arguing the merits of an objection. Respect others; trust them to make responsible objections. Either respect an objection or try to find ways to satisfy it.
  3. Cooperation: Look for the areas of agreement and common ground; avoid competitive right-wrong, win-lose thinking. When a stalemate occurs, look for ingenious resolutions or next-most-acceptable alternatives. Avoid arguing for your own way to prevail; present your ideas as clearly as you can, then listen to others and try to advance the group synthesis.
  4. Creative Conflict: Avoid conflict-reducing techniques like majority vote, averages or coin tossing; try instead to resolve the conflict. Don't change your mind or withdraw an objection simply to avoid conflict or promote "harmony". Don't try to trade off objections or to reward people for standing aside. Seemingly irreconcilable differences can be resolved if people speak their feelings honestly and genuinely try to understand all positions (including their own) better.

Every individual in the group should take responsibility for the process we use. Some things we can all do to help are:

- a. Prepare for meetings: be ready for discussions and decisions that are coming up, organize your thoughts so you can present them clearly and concisely. This will help others grasp your ideas quickly and save time and confusion.
- b. Before you speak: Think. Is your comment clear? Is it relevant to the discussion? Is it a new idea? Were you listening to those who spoke before you? Will the comment help bring people to a new understanding?
- c. Learn how to use the process: The better we each understand consensus the better we can make it work for us. Examine your own commitment, learn as much as you can, and help teach others!