



# STATEWIDE INDEPENDENT LIVING COUNCIL OF ALASKA

## Bylaws

### **ARTICLE I - NAME AND PURPOSE**

*The Statewide Independent Living Council of Alaska, Inc., hereinafter referred to as the "SILC", "Council", or "Corporation", exists to promote and advocate for persons with disabilities. The SILC participates in the development and approval of the State Plan for Independent Living. The SILC advises and encourages the independent living centers and service providers of Alaska in the provision of independent living services and the development of said programs for persons experiencing a disability resulting in barriers to independent living in accordance with all federal and state laws.*

The registered office of the corporation is:

121 W Fireweed Lane, Ste 175 Anchorage, Alaska 99503

The SILC by resolution of its Executive Committee may change the location of its registered office to any other place within the state of Alaska.

### **The SILC's fiscal year:**

Starts on July 1 and runs through June 30.

### **ARTICLE II - DUTIES AND RESPONSIBILITIES**

Consistent with the requirements of the Workforce Innovations and Opportunities Act, hereinafter referred to as the "Act," the SILC is tasked with the following:

- (1) Serve as a forum by which issues and concerns regarding current and potential independent living services for people experiencing disabilities.
- (2) Create awareness among the public and educate policy makers about the needs of people with disabilities.
- (3) The SILC shall hold any public hearings and forums that the SILC determines to be necessary to carry out its duties.

- (4) Inform the executive and legislative branches of state and federal government and the private sector on programs and policies pertaining to current and potential independent living services with people who experience disabilities and their families.
- (5) Submit periodic reports to the designated state entity (DSE), which oversees state and federal independent living funding on the effects of current federal and state mandates regarding independent living services to people with disabilities.
- (6) In collaboration with the DSE, Centers for Independent Living directors, and others develop, prepare, periodically review and revise, and approve a State Plan for Independent Living prescribing programs and allocations which meet the needs of people with disabilities as required under the Act.
- (7) Provide information and guidance for the development of appropriate independent living centers, programs, and services for underserved and un-served individuals requiring such services to more fully participate independently in their community throughout the State of Alaska.
- (8) Monitor and evaluate budgets or other implementation plans and programs for independent living services to insure non-duplication of services and assure efficient, effective and coordinated use of federal, state and private resources in the provision of independent living services. Members of the SILC, with the approval of the SILC, have access to information in the possession of state and public agencies subject to the disclosure restrictions imposed by state and federal confidentiality of privacy.
- (9) Serve as an interagency network for purposes of facilitating communication between all independent living centers and service providers both regionally and statewide.
- (10) Cooperate, coordinate, and create working relationships with the various boards, service providers, and nonprofits.

### **ARTICLE III – MEMBERSHIP**

- (1) *Consistent with AS 47.80.310(a)*, the Governor shall appoint members to the council who meet the applicable requirements of 29 U.S.C. 796d after soliciting personal applications and after soliciting recommendations from the Council. The council will strive to have representation from all geographic regions in the state to achieve cultural/ethnic diversity

as reflective of the population of the state of Alaska. The council will strive to include members from a wide variety of disability categories to ensure proper and adequate input from the disability community.

- (2) The members shall be appointed to serve staggered terms of three years, except that a person appointed to fill a vacancy shall be appointed for the remaining years of the prior member's term. A member may not serve more than two consecutive full terms. Notwithstanding their terms of office, the members serve at the pleasure of the governor. A person who has fulfilled his/her terms to the maximum extent possible will not be eligible to reapply for membership for one full term (3 years). Ex-officios are included and must adhere to the same requirements as voting members.
- (3) Per federal regulation, at least one voting member of the SILC will be a director of a Center for Independent Living (CIL). The governor appoints the CIL representative upon consideration of the nominee presented from the CIL directors.
- (4) At least one voting member of SILC will be a director of the Tribal Vocational Rehabilitation (TVR) Program. The governor appoints the TVR representative upon consideration of the nominee presented from the TVR Consortium. The TVR Representative ensures we have representation from AIAN (American Indian, Alaskan Native) groups and rural/remote Alaska.
- (5) The SILC will also include non-voting representatives from the DSE and representatives from other state agencies that provide services for individuals with disabilities.
- (6) The SILC shall be composed of no more than 15 voting members and no less than 9 voting members. A majority of the SILC membership shall be persons who experience a disability.
- (7) Members of the council who are not state representatives are entitled to per diem and travel expenses as authorized for members of boards and commissions under *AS 39.20.180*. In addition, if required by federal law, a member is entitled to reimbursement of the necessary expenses of attending council meetings and performing council duties, including expenses for child care, personal assistance services, interpreters, respite care and other such expenses that may be authorized from time to time by the Council.
  - (a) A member of the board may be removed for non-attendance of meetings. Should a voting member of the Council miss two regular SILC meetings in a calendar year with

unexcused absences, the member will be asked to resign by the Chair of the council or start participating.

- (b) A member of the board may be removed for non-attendance of monthly telephonic/web-based meetings. Should a voting member of the Council miss two regular monthly telephonic/web-based meetings, the member will be asked to resign by the Chair of the council or start participating.
  - (c) If he or she declines to resign and continues to not participate in SILC meetings (face to face or telephonic) then the Executive Committee and the Executive Director will recommend to the Governor (via Boards and Commissions) that the member be removed for non-participation as soon as possible.
- (8) Members will be active in the SILC operations, especially in regard to the Executive Director's supervision, the development of the SPIL, and the monitoring and evaluating the implementation of the SPIL.

#### **ARTICLE IV: OFFICERS, DUTIES AND EXECUTIVE COMMITTEE**

##### **(1) Definition and Terms of Officers**

- (a) Only voting members of the SILC are eligible to hold office.
- (b) Officers shall include a Chair, Vice Chair, Secretary, and Treasurer and shall collectively be known as the "Executive Committee". The offices of Secretary and Treasurer may be held by the same person **but if one person holds both offices, they only have one vote.**
- (c) The Officers shall be elected for a two-year term by a majority vote at the fall meeting, and their term of office shall start on January 1st of the following year and shall end on the following December 31<sup>st</sup>. After the officers have been elected, the outgoing officers will identify ways to prepare the incoming officers prior to them taking office January 1st.
  - a. All voting council members may be elected to the Executive Committee.
  - b. Voting members will serve until their term is over or the two years is up, whichever comes first.

- c. Only two members of the Executive Committee will be replaced during a year.

During even years, the Chair and Treasurer will be elected, during odd years the Vice Chair and Secretary will be elected.

In the event of resignation, death, or removal of the Chair, the Vice Chair shall succeed to the office of the Chair until the next regular meeting. In the event of resignation, death, or removal of the Vice-Chair, Secretary and/or Treasurer, the Chair shall fill the vacancy or vacancies by appointment from the remaining members on the council until the next regularly scheduled meeting of the full SILC, when a special election will be held to fill any vacated office seats until the next annual election.

- (d) If newly elected officers are replacing ones that are leaving the SILC, the office will take effect immediately.
- (e) No person shall hold a specific office for more than two consecutive terms.
- (f) All officers have the same rights and privileges as other councilmembers, including the right to participate in conversations/debates, vote on motions and elections, or complete surveys and polls for the SILC. The same ethical principles that apply to the board concerning a vote will be applied to the Executive Committee members.

## **(2) Duties of Officers**

The officers are charged with the following duties:

### **(a) Chair**

- i. Ensure that all SILC meetings are held in accordance with the requirements of the Alaska Open Meetings Act and other applicable laws.
- ii. Preside at all meetings.
- iii. Chair the executive committee.
- iv. Serve as the SILC's official representative during his/her term, unless otherwise delegated.
- v. Operate and conduct the business and affairs of the SILC according to the bylaws, policies and procedures approved by the SILC.
- vi. Oversee all federal and state reporting requirements of the SILC.

- vii. Supervise the SILC Executive Director and conduct an annual performance evaluation of the Executive Director based on an evaluation method to be established by the Council. The Chair makes recommendations to the SILC Executive Committee on any personnel action items in relations to the Executive Director.

**(b) Vice Chair**

- i. Assist the Chair in the discharge of his/her duties and preside at meetings in the absence of the Chair.
- ii. The Vice Chair shall perform such other duties as from time to time may be prescribed for them respectively by the Chair, Executive Committee or these Bylaws.
- iii. Will work with the SILC Executive Committee, Executive Directors and CIL Directors to determine SILC's legislative priorities for the upcoming fiscal year. After the priorities have been created, the full board will vote to accept them.
- iv. Will work with Executive Director on the wording of the priority position papers.

**(c) Secretary**

- i. Assist the Chair and Vice Chair in the discharge of their duties as appropriate.
- ii. Call a meeting to order in the absence of the Chair and Vice-Chair.
- iii. Will ensure that contact information is gathered for all individuals providing public comment. Will respond to all individuals who provide public comment.
- iv. Will work with the Executive Director to track Action Items created during SILC meetings. Will report to the SILC at each meeting on the progress made on Action Items.

**(d) Treasurer**

- i. Shall participate in the annual review (or when called for, an audit) process and report to the council on the results.
- ii. Ensure the appropriate collection of fiscal information to assist in the development of the State Plan for Independent Living.

### **(3) Election of Officers**

- (a) An Election of officers shall be held by secret ballot at the SILC fall annual meeting. If there is only one candidate for any position, that person shall be elected by acclamation.
- (b) The Secretary of the Council or a designee shall take nominations from the floor. Nominations will begin for the officer positions starting with the Chair, Vice-Chair, Secretary and then Treasurer.
- (c) All nominees for any office who will be absent during the fall meeting must publicly state that he/she would like to hold an office before the fall meeting.
- (d) An election shall be conducted by closed ballot by either staff and/or non-voting members of the SILC if there is more than one candidate for a position. If a council member(s) is present for a meeting via video or teleconference, the Council will allow a mechanism for the member(s) to cast a secret ballot.
- (e) In the event of a tie for any position, another ballot vote shall be conducted. In the event of a second tie, the election shall be decided by a coin toss.
- (f) Terms will be staggered, starting in FY19, with the Chair and Treasurer elected in even years and the Vice Chair and Secretary will be elected in odd years.

### **(4) Duties of Executive Committee**

- (a) The SILC's Executive Committee shall consist of all officers. The first Executive Committee meeting following the annual election shall consist of the out-going Executive Committee members, when possible, and the incoming members for transition purposes.
- (b) The Executive Committee shall have full authority to transact business of the SILC between regularly scheduled meetings.
- (c) The staff, in consultation with the Treasurer, shall prepare the SILC's proposed operating budget, then present the operating budget for Board approval.
- (d) A quorum of the Executive Committee is constituted as three members, with an exception for conflict of interest and/or an excused absence or when the offices of secretary and treasurer are held by the same person, in these cases a quorum may be two members.

- (e) The Executive Committee is responsible for the hiring process of the Executive Director and evaluating the performance of the Executive Director with input from SILC members.
- (f) The Executive Committee approves SILC meeting agendas.

#### **(5) Removal of Officers**

- (a) Any officer may be removed by a 2/3 vote if the individual has two or more unexcused absences for missed face to face meetings, if more than 25% of monthly telephonic meetings are missed, and/or for cause as defined in the “SILC’s Ethics, Conflict of Interest, and Conduct of Members Policy”.
- (b) The vote and discussion to remove an officer for cause shall be done in Executive Session with the member present to fully defend his/her position. The vote shall be taken by secret ballot and tallied by a non-voting member and/or staff.
- (c) Should an officer be removed, the vacant position shall be filled as described in Article IV.1.d.
- (d) Robert’s Rules shall be used to define an appeals process.

#### **ARTICLE V: EXECUTIVE DIRECTOR AND STAFF**

- 1) As funding allows, the SILC shall hire staff as is required to ensure the SILC has the capacity to fulfill its mission and duties. All personnel actions shall be in accordance with the Council’s Personnel Policies and Procedures, which shall be reviewed at least every three years by the Council.
- 2) In the case of hiring an Executive Director, the Executive Committee shall direct the hiring process, including placing appropriate advertisements, conducting interviews and recommending to the full SILC an appropriate candidate for the position of Executive Director.
- 3) At a duly convened meeting of the Council, a majority vote shall be required to fill the Executive Director position. Once selected, the Executive Committee will prepare a draft “Executive Contract” and present it to the full council for approval. Key components are a

detailed description of the Executive Director's qualifications, duties and responsibilities, compensation, and evaluation.

- (5) The Executive Director's duties will be defined in a written contract and job description. Review of the job description should be done no less than once every three years.
- (6) In the case of all other employees of the Council, the Executive Director is responsible for establishing a hiring process and selecting other employees.
- (7) The Executive Committee will require the Executive Director or any other officer or employee of the Council to give a bond for the faithful surety or sureties as the Executive Committee shall determine. The SILC shall pay for the premiums required for such bonds.

#### **ARTICLE VI: MEETINGS**

- (1) The SILC will strive to hold four regularly scheduled face-to-face meetings and eight monthly teleconferences per year. If the burden of four face-to-face meetings is financially unfeasible the SILC may hold three face-to-face meetings and one video or telephonic meeting each year. Other such video or teleconference meetings as necessary and financially feasible may be held to conduct the affairs of the Council.
- (2) SILC committees will meet as needed in order to conduct their business, work responsibilities and duties. Committee chairs will provide regular progress reports to the full Council.
- (3) Accessibility, reasonable accommodations, and alternately formatted materials will be a priority for all SILC meetings and teleconferences. Therefore, the SILC will strive to schedule all lodging and meeting facilities used by the council at sites that comply with all accessibility requirements of the Americans with Disability Act of 1990 (ADA). In addition, the SILC will provide and pay for reasonable accommodations and alternately formatted materials that allow members of the SILC or members of the public to fully participate in a meeting as long as the request is provided at least seven days in advance.
- (4) Special meetings of the SILC may be held at such time and place as called for by the Chair or a majority of Officers after appropriate public notice has been given. Appropriate notice is usually 30 days in advance of event.

- (5) All SILC meetings except the executive sessions are open to the public. The Council may develop policies and procedures consistent with the Alaska Open Meetings Act and other applicable laws.
- (6) Only regular and special meetings of the full SILC and Executive Committee meetings shall require a quorum to conduct business. A quorum shall consist of a simple majority of currently appointed voting SILC members.
- (7) All regular and special meetings of the Council will be governed by Roberts Rules of Order, (latest revision).
- (8) The date, time, and place for the regular scheduled meetings will be established during the last meeting of the fiscal year. The Executive Committee may reschedule meetings as necessary for emergency purposes, for lack of a quorum, or if rescheduling is in the best interest of the Council.
- (9) All regularly scheduled meetings shall be open to the public and the public will be allowed to make comments during a specified time during the meeting, and for a specified length of time as determined by the Chair or the Executive Committee.

#### **ARTICLE VII: COMMITTEES**

- 1) All committees of the SILC are considered subcommittees of the Council and shall have a specific purpose either defined in SILC minutes, the State Plan for Independent Living, and/or other approved documents.
- (2) The Chair of each committee must be a voting member of the SILC. The SILC meeting minutes will reflect the appointment of the Committee Chairs; committee chairs will be reviewed yearly.
- (3) All SILC Committees may include members from other agencies and the public.
- (4) Standing committees are minimized and the majority of work is done by the SILC as a whole. There are two standing committees, the Executive Committee and the Independent Living Network.
  - a) The Executive Committee is defined in Article IV, Paragraph 4.

- b) The Independent Living Network is comprised of the CIL Director who is a member of the SILC, and thus, its Chair. The CIL Directors for the other three organizations (regardless of satellite offices) are members as is the SILC Executive Director. All SILC members are invited to attend.
- (5) Ad-Hoc committees can be formed as needed.
- (6) Additional committee members who are not SILC members have a vote in the committee meetings but are not voting members of the SILC. Should a committee bring a topic to the full Council that would require a motion, only voting members of the Council will be allowed to participate in that vote. Committee structure may change to reflect the goals of the SILC as outlined in the State Plan.

#### **ARTICLE VIII: RECORDS AND PROCEDURES**

- (1) The SILC shall keep correct and complete minutes of the proceedings of all SILC meetings. For quarterly (face to face) meetings, the SILC will utilize Computer Access Realtime Translation (CART) reporting to ensure that SILC members, staff, and members of the public can participate in the meeting by ensuring the accessibility and accuracy in realtime.
- (2) The SILC shall maintain all financial records for a minimum of six years, including itemization of all supporting records for expenditures, provision of data and information for expenditures with proper reference to supportive documentation.
- (3) All records are open to Council Members, granting agencies and the general public for inspection other than any documents protected by law. The SILC will establish procedures for providing required or requested documents.

#### **ARTICLE IX: PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, (latest revised), shall govern SILC meetings when not inconsistent with these bylaws, or with special rules of order adopted by the SILC. Suspension of the Rules is permissible by vote of the SILC members consistent with Robert's Rules of Order, Revised. Article VI section 7.

## **ARTICLE X: ETHICS, CONFLICT OF INTEREST AND CONDUCT OF MEMBERS**

All members of the SILC, the Executive Director and other staff are required to comply with the Executive Branch Ethics Act (AS 39.52). The Council will further define an “Ethics, Conflict of Interest, and Conduct of Members Policy” for its Board Members and employees, and shall review this policy annually.

## **ARTICLE XI: DISSOLUTION**

Upon the dissolution of this corporation, the governing body shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation held exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for the charitable, educational purposes shall at the time qualify as an exempt organization under 501 (C)(3) of the Internal Revenue Code or the corresponding provision of any future US Internal Revenue law, or shall distributed to the federal government, or to a state or local government, for a public purpose, as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the borough or municipality in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

## **ARTICLE XII: AMENDMENT OF BYLAWS**

These bylaws may be amended at any scheduled meeting of the SILC by two-thirds vote of SILC members provided that written notice and copies of the proposed amendment have been submitted to members thirty (30) days prior to the meeting. The bylaws shall be reviewed every two years by an Ad Hoc Committee who will make recommendations for amendments, if any, to the full SILC for consideration.

IN WITNESS WHEREOF, the foregoing bylaws are hereby adopted by the Statewide Independent Living Council of Alaska, Inc. in Anchorage, Alaska on this, the May11, 2020.

Signed and witnessed by:

Cheri Johansen, Chairperson

Doug Toelle, Vice Chair

Nona Safra, Treasurer

Tristan Knutson-Lombardo, Secretary