



## **SAIL Board of Directors Roles and Responsibilities**

**The SAIL Board of Directors is responsible in five key areas:**

**1) To establish the organization's mission, vision and direction**

- Vision and values
- Mission and philosophy
- Strategic planning
- Programs and services
- Evaluation

**2) To ensure the financial health of the organization.**

- Responsible for ensuring there are adequate financial resources for the work of the organization
- Approves financial reports
- Oversees financial management

**3) To ensure the organization has sufficient and appropriate human resources**

- Responsible for ensuring there are adequate personnel resources for the work of the organization
- Responsible for the working conditions in the organization
- Responsible for hiring, giving direction to and evaluating the executive director
- Responsible for ensuring the capability, suitability and vitality of its membership
- Responsible for ensuring the existence of a Nominating Committee for new board members

**4) To direct organizational operations**

- Responsible for ensuring that the organization and its directors are in compliance with legal requirements
- Responsible for ensuring that the board of directors works effectively.
- Oversees organizational structure and agency administration

**5) To ensure effective community relations**

- Respond to changing needs and pressures in the community
- Find new ways to meet needs
- Through marketing and partnership opportunities



**SAIL BOARD MEMBERSHIP APPLICATION**

NAME \_\_\_\_\_ DATE \_\_\_\_\_

HOME ADDRESS \_\_\_\_\_

HOME PHONE \_\_\_\_\_ WORK PHONE \_\_\_\_\_

CELL PHONE \_\_\_\_\_ EMAIL ADDRESS \_\_\_\_\_

OCCUPATION \_\_\_\_\_

EMPLOYER NAME/ADDRESS/PHONE \_\_\_\_\_

\_\_\_\_\_

EDUCATIONAL BACKGROUND (Degrees, Course of Study, College or University, or any other training) \_\_\_\_\_

\_\_\_\_\_

WHY ARE YOU INTERESTED IN SERVING ON SAIL'S BOARD OF DIRECTORS?

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

SPECIAL KNOWLEDGE/SKILLS/WORK EXPERIENCE YOU BELIEVE WOULD MAKE YOU AN ASSET TO THIS BOARD:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

NAME OF COMMITTEE(S) ON WHICH YOU WOULD LIKE TO SERVE:

- Finance & Audit                       Fundraising
- Strategic Planning & Program

SPECIAL COMMUNITY INTERESTS YOU HAVE: \_\_\_\_\_  
\_\_\_\_\_

OTHER MEMBERSHIPS, DIRECTORSHIPS, AND/OR CIVIC OFFICES YOU HAVE HELD (POSITION & DATE):

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

COMMENTS:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

LIST 3 REFERENCES WHO ARE NON-RELATIVES (Name, address and phone numbers)

1 \_\_\_\_\_  
2 \_\_\_\_\_  
3 \_\_\_\_\_

(OPTIONAL :) DISABILITY? NO \_\_\_ YES \_\_\_

#### RELEASE OF INFORMATION

I authorize the above 3 references and my employer freedom to converse and share information on my behalf with Soyland Access to Independent Living's Board of Directors' Nominating Committee, pertaining to the information I have provided on this form. I understand that I have the right to withdraw my consent at any time, except to the extent that action has already been taken. This release expires 90 days from the date signed.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date



## SAIL BOARD OF DIRECTORS BY LAWS

### Article II – Purpose

#### **Section 1 - Mission**

The purpose of Soyland Access to Independent Living is to promote independent living for all people with disabilities. The organization strives to encourage and assist people with disabilities to gain effective control of their lives by participation in all aspects of society to their fullest extent possible, especially in performing routine daily activities. The organization promotes personal dignity of all people with disabilities and develops community awareness by providing training, direct services and information.

#### **Soyland Access to Independent Living Bylaws**

Adopted: 01/26/93

Revised: 12/08/94; 05/04/95; 09/10/96; 09/09/97; 04/13/99; 04/11/00; 02/13/01; 09/18/01; 12/10/02; 2/11/03; 7/13/04; 09/18/08

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#### ***SAIL Mission Statement***

***"Promoting independent living for all people with disabilities"***

Main Office  
2449 E. Federal Drive  
Decatur, IL 62526  
(217) 876-8888 V/TTY  
(800) 358-8080 V/TTY  
(217) 876-7245 Fax

Outreach Offices  
1604 West Main Street, Suite 100  
Shelbyville, IL 62565  
(217) 774-4322 V/TTY  
(217) 774-4368 Fax

707 Windsor Road, Suite B  
Charleston, IL 61920  
(217) 345-7245 V/TTY  
(217) 345-7226 Fax



## **Soyland Access to Independent Living**

### **STATEMENT OF PHILOSOPHY**

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The independent living philosophy is a radical departure from the traditional rehabilitation paradigm. At the heart of the independent living philosophy are core values including cross disability, consumer control, self help and peer support, and equal access to society. In their broadest sense the goals of the independent living philosophy are empowerment and self-determination for individuals with disabilities, and achieving equal access through barrier removal and reduction in the community. The expected outcome is independent living and full community participation for people with all disabilities.

The independent living philosophy is a response to the existing community barriers, low expectations, stigma, prejudice, discrimination, and other social and political restrictions which tend to limit people with all disabilities from fully participating in their communities. The philosophy is also a response to a patronizing social service system that values academic credentials more than personal experience as a knowledge base for disability issues. American laws and policies have historically kept people with disabilities in restrictive living environments and encouraged segregated social, political, economic, educational, transit, and communication barriers with massive amounts of funding. Recent legislation regarding fair housing and the Americans with Disabilities Act are laudable efforts to deal with the massive discriminatory practices which have been rampant in this country. Integrating citizens with disabilities has not been an American priority.

Pursuing a comprehensive, logical approach to the issue of disability in America requires defining disability in relevant terms. Typical definitions of disability, including traditional definitions related to independent living and vocational rehabilitation, refer to an impairment that results in loss of function in one or more major life activities (walking, seeing, hearing, learning, etc.). Whereas that has obvious validity, the evidence is clear that people with disabilities can live full, productive lives if, a) they learn effective coping and management skills related to their disability, and, b) their living arrangements and community environment are open and accessible. The “solution” to full community participation is community based, not physiologically or functionally based. Hence, a more relevant definition of disability is appropriate to the independent living movement.

A meaningful definition of disability must consider the barriers identified in the independent living movement that impose limitations on people with disabilities, and realize that in the public sector a disability does not of and by itself limit a person’s ability to participate. Given the proper environment and the skills to manage and cope with a disability a person with a disability can participate as fully as a nondisabled person. Additionally, a definition must not be static but should realize that depending on the variables mentioned above, people’s independent living status at a given time and place in history will vary accordingly. For example, a person with the necessary skills to manage his or her life with a disability who lives in a city that has achieved a high level of accessibility would be very independent. However, if he or she traveled to a community that was

less accessible he/she would be less independent. The disability does not determine the level of independence, independent living skills and the environment do. The major barrier to independent living and the reason barriers are slow to fall has to do with the lack of awareness, low expectations and prejudices of the general public and community leaders about people with disabilities. The general public has, over the years, had minimal contact with people with disabilities. American laws and policies that provide vast sums of money have effectively excluded people with disabilities from participating in integrated community programs and restricted contact with the non-disabled world. It has always been acceptable and normal to exclude people with disabilities from integrated opportunities for educations, jobs, recreational opportunities, transportation, housing, shopping, voting, worshipping, etc. Given these facts, the following definition of a person with a disability seems more appropriate:

**Person with a disability** – A person identified as having an impairment(s), who, as a result of community barriers, low community and self expectations, stigma, prejudice, and discrimination, has limited choices regarding participating in a variety of integrated social roles, including roles related to getting an education, working, living independently, participating in routine commercial activities, worshipping, using public transportation, political activities, and related roles.

This definition is equivalent to a “statement of the problem,” and changes the focus from inability to walk, see, hear, etc., to the following:

1. Societal barriers become the major limiting factor to integrated independent living.
2. Societal barriers are not “carved in stone” and are subject to change through disability awareness, technical assistance, advocacy, and educational efforts.
3. People with disabilities have some ability to accept or reject the low expectation projected upon them by a community and, even in the midst of prejudicial treatment, can participate in a broad range of integrated social roles.

The objectives, values, and service delivery approach associated with the centers for independent living follow logically from this definition.

To influence equal access and the removal or minimization of community barriers, a proper mix of community services is necessary. Community services might include disability awareness, advocacy, and technical assistance, participating in high profile roles, use of media, and outreach, all provided primarily by role models with disabilities who are known in the community and actively pursuing integrated community living options. The community is not only being educated, they are seeing first hand a person with a disability who is fulfilling a variety of integrated roles. Additionally, to influence people with disabilities to expect more of themselves than society expects of them requires a proper mix of individual independent living services. Peer role models, those pursuing a variety of social roles, working as service providers present irrefutable evidence to people with disabilities that it is possible to achieve more than is expected by the general public. People seeking to come to grips with their disability view as most credible the information presented by a peer with a similar disability who has “been there.” Peers who have learned to manage the routine daily requirements of a disability are also the logical teachers of the skills necessary for living independently in the community. The types of information available at programs run by people with disabilities is most likely to be the kind of information persons seeking their own level of independence will find helpful in pursuing those goals.

**Soyland Access to Independent Living**  
**Bylaws**

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## **Article I – Name, Territory and Principal Office**

### **Section 1 - Name**

The name of this corporation shall be Soyland Access to Independent Living.

### **Section 2 - Territory**

The primary service area of Soyland Access to Independent Living shall include Macon, Moultrie, Shelby, Coles, Clark and Cumberland Counties located.

### **Section 3 - Principal Office**

The principal office of Soyland Access to Independent Living shall be in Decatur, Illinois.

## **Article II – Purpose**

### **Section 1 - Mission**

The purpose of Soyland Access to Independent Living is to promote independent living for all people with disabilities. The organization strives to encourage and assist people with disabilities to gain effective control of their lives by participation in all aspects of society to their fullest extent possible, especially in performing routine daily activities. The organization promotes personal dignity of all people with disabilities and develops community awareness by providing training, direct services and information.

### **Section 2 - Eligibility**

Individuals with a disability and those who identify themselves as having a disability are eligible for services provided by Soyland Access to Independent Living.

### **Section 3 - Organization**

Soyland Access to Independent Living is organized and operated solely for charitable, educational, religious or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

## **Article III – Board of Directors**

### **Section 1 – Responsibilities**

It shall be the duty of the Board of Directors to manage the affairs of SAIL, protect its interests and advance its mission, set the general policies and approve the yearly

budget. The power of the Board does not include administration of the day-to-day operations of SAIL, which is the responsibility of the Executive Director.

### **Section 2 - Number**

The number of directors shall be between five (5) and eleven (11) divided into three (3) classes determined by their term of office. At least 51% of the board shall be individuals with disabilities.

### **Section 3 - Terms of Office**

Directors shall be elected for three-year terms, except during the organization's first year when approximately equal numbers of directors with terms of one (1) year, two (2) years and three (3) years shall be elected. Directors may serve only two consecutive partial or full terms but may be re-elected following a one year absence from the board.

### **Section 4 - Election Procedure**

Election of directors shall preferably take place at the annual board meeting at which a quorum is present; however, directors may be elected at any regular or special board meeting at which a quorum is present provided nominees have attended at least one prior board meeting as observers. An immediate family member, defined as a parent, sibling, child, spouse or grandparent, of any board member can not serve on the board at the same time.

Consumers and other interested people who respond to notices for nominees in the organization's periodic mailings should submit an application form to the Nominating Committee at least two (2) months prior to the annual board meeting.

Nominees must consent to be nominated. Any former employee of the organization may be nominated following a waiting period of at least six (6) months after the termination of employment.

Current board members may cast a single vote per nominee. Board will use a Roll Call procedure with an option to follow standard parliamentary procedure with written ballots as decided by the board.

### **Section 5 - Removal Procedure**

A director may be removed from the board for actions contrary to these articles and bylaws or for conduct prejudicial to the best interests of the organization. A written complaint by a director must be submitted to the Board for review. Removal of said director occurs with a two-thirds (2/3) affirmative vote of all remaining directors. Said director shall be given the opportunity to appeal to the Board prior to the vote. Three (3) consecutive unexcused absences from regular board meetings will be considered a resignation from the Board.

## **Section 6 - Vacancies**

When a director vacancy occurs, it may be filled by nomination and election by a majority affirmative vote of a quorum of the remaining directors.

## **Section 7 - Meetings**

- A. Regular: The board shall meet regularly at least every two (2) months.
- B. Special: Special board meetings may be called by the president of the board or by a majority of the directors with at least three (3) days prior notice either by phone, email or by mail.
- C. Annual: An annual meeting shall be held during the first month of the fiscal year. The purpose of the annual meeting is electing directors of the board, receiving committee reports and reports about the operations, personnel and finances of Soyland Access to Independent Living. The annual meeting may replace the regular board meeting for that month. If a quorum is not present, a new annual meeting date shall be established by the Executive Committee to occur within six (6) weeks.
- D. Notices: Notices of all board meetings containing the scheduled date, time and location of the next regular, special or annual meeting shall be mailed, emailed or otherwise delivered to all directors at least four (4) days prior to that next meeting.
- E. Quorum: A quorum shall consist of at least 51% of the board members.

## **Section 8 - Duties**

Directors shall:

- A. Attend all meetings of the board or notify the president prior to the meeting the reason for the absence.
- B. Serve on committees and participate in SAIL events and fundraising activities.
- C. Obtain board or executive committee prior approval before acting as an official representative of Soyland Access to Independent Living.
- D. Advise the Executive Administrative Coordinator of changes in address, phone or other pertinent data.

## **Section 9 - Consultants**

The board may utilize the services of expert consultants.

## **Section 10 - Compensation**

All directors, volunteers and consultants of the organization shall serve with no compensation. They may be reimbursed for actual expenses made for, and in the interest of, the organization when approved in advance by the board.

## **Article IV – Officers**

### **Section 1 - General**

The officers of Soyland Access to Independent Living shall be president, vice-president, secretary and treasurer. All officers must be directors.

### **Section 2 - Terms**

The terms of officers shall be one year, except for the President whose term shall be two years. Officers, except for the President, shall serve for one year and may be re-elected.

The President of the Board shall be elected for two years and may be re-elected for one more year.

### **Section 3 - Election Procedures**

At the annual meeting, following the election of directors, all officers shall be elected by the directors of the following year's board if a quorum is present. At least one qualified nominee for each office who is willing to serve shall be established prior to that meeting by the Nominating Committee. Prior to voting, additional nominations of persons willing to serve may be made by the directors present.

### **Section 4 - Vacancies**

When an officer vacancy occurs, it shall be filled by nomination and election at the next board meeting at which a quorum is present.

### **Section 5 - Duties**

The following list of minimal duties may be expanded by the board as required:

- A. President: The President shall be responsible for the general management of the corporation and shall have the power to sign and execute contracts and all other applicable documents in the name of the organization as approved by the Board. The President shall appoint chairs to the primary committees outlined in these by-laws as well as form and appoint people to any ad-hoc committees. The President shall preside over all Board meetings, both general and special,

as well as perform duties reasonably required to assist the Executive Director in performing his/her job responsibilities and serve as primary liaison between the Board of Directors and Executive Director.

- B. Vice-president: The principle responsibility of the Vice-President shall be to perform the duties and exercise the powers of the President in his/her absence and serve as the chair the Strategic Planning and Program Committee. The Vice-President will also perform such other duties as assigned by the President, Board or as reasonably required to assist the Executive Director in performing his/her job responsibilities.
- C. Secretary: The secretary shall be responsible for all minutes of the annual meeting, board meetings, and the Executive Committee meetings; and shall file year-end summary committee reports with the annual meeting minutes. The Executive Administrative Coordinator shall record the minutes of all board meetings.
- D. Treasurer: The treasurer shall ensure that the funds of Soyland Access to Independent Living are properly managed; shall review and approve monthly bank reconciliations, shall present a brief financial report at each board meeting and a complete financial summary at the annual meeting. The Treasurer shall serve as chair of the Finance and Audit Committee; and, if required, shall ensure filing of the appropriate Illinois Department of Revenue and/or the United States Internal Revenue Service report forms on a timely basis.

## **Article V – Committees**

### **Section 1 - General**

The President shall appoint chairs of all Ad Hoc committees from the board.

Unless otherwise specified by these bylaws, all committees may contain non-directors.

### **Section 2 - Standing**

The Executive Committee shall be established by these bylaws and the following other standing committees shall be appointed by the President:

- A. Executive Committee: The Executive Committee shall consist of all the elected officers of Soyland Access to Independent Living. It shall be chaired by the President. Its primary responsibility shall be to make urgent management decisions. It shall report such actions at the following board meeting. At least annually this committee shall evaluate the performance of the executive director and report its findings and recommendations, including annual compensation, to the board for final approval.

- B. Finance and Audit Committee: This committee shall be chaired by the Treasurer and consist of at least two (2) other directors. Its primary responsibility shall be to monitor the finances of the organization, including grants, fund-raisers, and operations. This committee will also ensure the preparation of an annual budget for presentation to the board for approval. As needed this committee shall recommend to the board for approval an auditor to conduct audits required by law or by funding agencies.
- C. Fundraising Committee: This committee shall consist of at least three (3) directors. Its primary responsibility shall be to recommend to the board for approval financial support and fundraising programs. Its secondary responsibility shall be to provide assistance in the implementation of specific fundraising activities and events.

### **Section 3 - Ad Hoc**

Ad hoc committees consisting of at least two (2) directors may be appointed by the President at any time during the fiscal year to perform a specific mission within a specific time frame. Examples are:

Nominating Committee: Its primary responsibility shall be to provide a list of qualified candidates for directors and officers whenever required. This committee shall not include the president or any non-director.

Administrative Policy Review Committee: Its primary responsibilities will include:

1. Reviewing all current policies and procedures as needed.
2. Updating all current policies and procedures as needed and making recommendations of any changes to the Board of Directors.
3. Developing new policies and procedures as needed and making recommendations to the Board of Directors regarding these new policies and procedures.

Strategic Planning and Program Committee: Its primary responsibility shall be to recommend to the board for approval the long-range plan and goals for Soyland Access to Independent Living.

### **Section 4 - Reports**

Each committee chairperson or designee shall maintain records of their committee meetings, provide brief reports at regular board meetings and provide a summary report at the annual board meeting. A written report covering the fiscal year shall be prepared for submission at the annual board meeting by each standing committee.

## **Article VI – Executive Director**

### **Section 1 - Authority and Duties**

An executive director may be employed by the board to manage the day-to-day affairs of Soyland Access to Independent Living. The executive director's duties shall include but not be limited to the following:

- A. Represent Soyland Access to Independent Living to the public;
- B. Hire and manage the staff according to policies approved by the board;
- C. Report regularly to the board about past, present and future operations;
- D. Serve as advisor to the board and to all committees as requested;
- E. Ensure that required reports to granting and other funding agencies are completed and mailed at appropriate times; and
- F. Perform other duties as recommended by the board or the Executive Committee and agreed upon with the president.

### **Section 2 - Employment Procedure**

An executive director shall be hired by a two-thirds (2/3) affirmative vote of the entire board following a recommendation by the Search Committee to the Executive Committee. Following a special board meeting to discuss terms of employment, the president shall be empowered to negotiate with the hired person the terms of employment, including compensation, benefits and starting date, within limits established by the Executive Committee.

### **Section 3 - Termination Procedure**

An executive director may resign by providing the Executive Committee a written statement of resignation at least two (2) weeks before his/her desired termination date. An executive director may be terminated at a specified termination date by a two-thirds (2/3) affirmative vote of the entire board following a recommendation by the Executive Committee that lists specific reasons.

### **Section 4 - Vacancy**

An interim executive director shall be hired by a two-thirds (2/3) affirmative vote of the entire board to fill an executive director vacancy following a recommendation by the Executive Committee. The president shall be empowered to negotiate with the hired person the terms of employment, including compensation, benefits and starting date, within limits established by the Executive Committee.

## Article VII – Finances

### **Section 1 - Accounting Procedure**

Standard accounting procedures shall be used. If financial records are maintained on a computer, backup procedures shall be utilized as established by the executive director or a designated person and approved by the Executive Committee.

### **Section 2 - Audit**

Within six (6) months after the end of the fiscal year an audit of the financial records and procedures of Soyland Access to Independent Living shall be made by an auditor(s) familiar with standard accounting procedures and approved by the board. The auditors shall not be current nor outgoing directors. The audit need not be certified unless so required by Illinois Department of Revenue statutes or the funding agency.

### **Section 3 - Reports**

The treasurer shall make brief reports at the regular board meetings, a comprehensive report at the annual board meeting, and a report within one (1) month after receiving the results of any financial audit.

### **Section 4 - Budget**

An annual budget for the new fiscal year shall be prepared by the Finance Committee jointly with the executive director to be presented for approval at the annual board meeting.

### **Section 5 - Fiscal Year**

The fiscal year of Soyland Access to Independent Living shall be July 1 through June 30, beginning with July 1, 1994.

### **Section 6 - Personal Loans**

No personal or business loans shall be permitted to any director, employee or other person.

## Article VIII – Dissolutions

### **Section 1 - Procedure**

The dissolution of Soyland Access to Independent Living shall occur by a two-thirds (2/3) affirmative vote of the directors present at a regular or special board meeting where a quorum is present. In addition to stating the purpose of the dissolution

meeting, the meeting notice required shall state the reasons for the recommendation and the specific details of staff termination and asset distribution.

### **Section 2 - Cessation Date**

The cessation date of activities of Soyland Access to Independent Living to be established at the dissolution meeting shall be the last day of a month no sooner than sixty (60) days nor greater than one hundred twenty (120) days after the dissolution vote.

### **Section 3 - Personnel**

All salaried personnel may remain on duty until the cessation date but may resign at any prior time.

### **Section 4 - Distribution of Assets**

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under the 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine.

Any such assets not so disposed of shall be disposed of by the Circuit Court of the county 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 IX – Miscellaneous**

### **Section 1 - Parliamentary Procedures**

All Soyland Access to Independent Living board and committee meetings shall be governed by Robert's Rules of Order, Newly Revised, unless contrary procedure is established by these bylaws or by resolution of the board.

### **Section 2 - Indemnification**

Soyland Access to Independent Living shall indemnify, within the limits of the assets of the organization and approved by the board, any director or former director of the organization against expenses actually and reasonably incurred in connection with the defense of any civil or criminal action, suit, or proceeding in which that director is a

defendant due to being a director of the organization, under the provisions of Illinois Revised Statutes of present or future Not-For-Profit Corporation Acts.

### **Section 3 - Proxy Voting**

No proxy voting shall be permitted for annual meetings, regular or special board meetings or committee meetings.

### **Section 4 - Accessibility**

All meetings shall be held at a location accessible to people with disabilities and reasonable accommodations for any person with a disability shall be provided upon prior request.

### **Section 5 - Confidentiality**

Soyland Access to Independent Living shall conduct all meetings openly except those involving personnel issues.

### **Section 6 - Conflict of Interest**

Any director or the executive director who may have an actual or possible conflict of interest on an issue under consideration:

- A. Shall state that conflict;
- B. Shall remove him/herself from the meeting during discussion and voting on the conflict
- C. Shall not be counted as part of a quorum; and
- D. Shall not be permitted to vote on the conflict issue.

The conflict of interest shall be recorded in the minutes of the meeting at which the disclosure is made.

### **Section 7 - Inurement of Income**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

### **Section 8 - Legislative or Political Activities**

SAIL shall not, in any way, use organizational funds for the promotion of, nor engage in, any political activity for or against any candidate for public office. Advocacy activities will be conducted within the parameters permitted by laws governing lobbying and political activity by not-for-profit organizations. Further, no officer, director, or employee may make representations on behalf of the Center before any legislative committee, public body, or media source unless such representations are approved or delegated by the President or Executive Director. No representation shall ever be made on behalf of the Center which is incompatible with the independent living philosophy, Center policies, or Board-approved advocacy platforms. In situations of first impression, or situations impromptu in nature, the President and the Executive Director shall have the authority to represent the position of the organization.

These by-laws shall not be construed to limit the right of any officer, director or employee designated to speak on behalf of the Center from appearing before any legislative committee or other body to testify as to matters affecting the organization.

### **Section 9 - Operational Limitations**

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

### **Section 10 - Hiring Limitations**

To ensure that favoritism, undue influence, inequitable requirements/rewards, bias, etc., shall not occur during the staff hiring process, at least five (5) working days prior to applying for any staff position at the organization, a board member must resign from the board by submitting a written notice to the president. If said applicant is not chosen for this or any other position applied for, said applicant shall be considered eligible to return to the board according to the procedures stated in these bylaws after a six (6) month waiting period following the resignation.

## **Article X – Amendments**

These articles and bylaws may be amended or replaced by a two-thirds (2/3) affirmative vote of the directors present at any board meeting where a quorum is present. All proposed changes to the bylaws shall be announced at the meeting prior to the one at which voting will occur. Required meeting notices shall include the proposed changes complete with their rationale.

**Certification**

The foregoing revised bylaws of Soyland Access to Independent Living have been duly adopted by the board of directors on April 21, 2016.

President: \_\_\_\_\_

Date: \_\_\_\_\_

Executive Director: \_\_\_\_\_

Date: \_\_\_\_\_