

**BY-LAWS OF
DISABILITY RIGHTS NORTH CAROLINA, INC.
(As amended June 2008)**

**ARTICLE I
NAME, ORGANIZATION, OFFICES**

Section 1. Name

The name of this corporation is Disability Rights North Carolina, Inc. It is incorporated as a nonprofit organization in the State of North Carolina.

Section 2. Office

The principal office of this corporation shall be in Raleigh, North Carolina. The corporation may have offices in such other places within the area served by the corporation as the Board of Directors may, from time to time, designate.

**ARTICLE II
PURPOSES**

Section 1. Purposes

The general nature of the objects and purposes of this corporation shall be:

- A. To advocate for and protect the human and legal rights of the citizens of North Carolina with disabilities, as that population may be defined by Acts of Congress, the North Carolina General Assembly or this Board.
- B. To advise and aid people with disabilities, their guardians, family members, caregivers and attorneys to obtain and protect the rights of individuals with disabilities.
- C. To promote public awareness and acceptance of people with disabilities as equally entitled members of society.
- D. To provide education, training and technical assistance to people with disabilities, agencies which serve them, attorneys, professional people, courts and others regarding the rights of people with disabilities.
- E. To serve as a statewide clearinghouse for gathering and distributing information regarding the rights of people with disabilities.
- F. To undertake such further endeavors as are necessary to carry out the purposes set out above and to have and exercise all the corporate powers provided by Chapter 55A, Nonprofit

Corporation Act, General Statutes of North Carolina, and all other powers consistent therewith and necessary and proper to the operation of this corporation.

G. To monitor the enforcement of North Carolina General Statutes and other laws that affect the lives of people with disabilities.

Section 2. Prohibition on Political Activities

The corporation shall be non-political, shall not support any political party or candidate for public office, and shall take no position on matters of governmental policy or legislation other than those relevant to its purposes. The corporation shall not directly or indirectly participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Use of Funds; Remuneration of Board Members

The corporation shall be a non-profit, non-sectarian corporation and no part of net earnings, contributions, funds or other property shall inure to the benefit of any member, Board Member, officer or other private persons. No officer or Board Member shall be remunerated for services, other than the reimbursement for expenses actually incurred in the discharge of official duties by voting members of the Board. No employee of the corporation may serve as a voting officer or Board Member.

Section 4. Non-Discrimination Policy

The corporation shall not discriminate in its practices of employment, Board membership or Advisory Council membership on the basis of race, color, national origin, religion, sex, sexual orientation, age or disability.

ARTICLE III
BOARD OF DIRECTORS

Section 1. General Powers

The corporate powers, property, and affairs of Disability Rights North Carolina, Inc., except as otherwise provided by law, the Articles of Incorporation, or the By-laws, shall be vested in, exercised, conducted, controlled, and managed by the Board of Directors.

Section 2. Composition

A. The Board of Directors shall consist of seventeen (17) people, which number shall include the officers as provided in Article IV of these By-laws. In addition, the Executive Director shall serve as a non-voting member of the Board of Directors.

B. Every effort shall be made to ensure that all appointments reflect the socioeconomic, ethnic, geographic and disability diversity of the State.

C. All Board members must be citizens and residents of the State of North Carolina.

D. Twelve (12) of the seventeen (17) Board positions shall be selected with regard to the county of their permanent residence, with three (3) members from each region of the State. A region is defined as:

<u>Region 1</u>		<u>Region 2</u>	<u>Region 3</u>	<u>Region 4</u>	
Alexander	Jackson	Anson	Alamance	Beaufort	Jones
Alleghany	Lincoln	Cabarrus	Caswell	Bertie	Lenoir
Ashe	Macon	Davidson	Chatham	Bladen	Martin
Avery	Madison	Davie	Durham	Brunswick	New Hanover
Buncombe	McDowell	Forsyth	Edgecombe	Camden	Onslow
Burke	Mecklenburg	Guilford	Franklin	Carteret	Pamlico
Caldwell	Mitchell	Iredell	Granville	Chowan	Pasquotank
Catawba	Polk	Montgomery	Halifax	Columbus	Pender
Cherokee	Rutherford	Randolph	Harnett	Craven	Perquimans
Clay	Swain	Richmond	Hoke	Cumberland	Pitt
Cleveland	Transylvania	Rockingham	Johnston	Currituck	Sampson
Gaston	Watauga	Rowan	Lee	Dare	Tyrrell
Graham	Wilkes	Stanly	Moore	Duplin	Washington
Harwood	Yancey	Stokes	Nash	Gates	Wayne
Henderson		Surry	North Hampton	Greene	
		Union	Orange	Hertford	
		Yadkin	Person	Hyde	
			Robeson		
			Scotland		
			Vance		
			Wake		
			Warren		
			Wilson		

E. Five (5) members of the Board shall not be tied to any specific region of the State, one (1) of whom shall be the chairperson of the PAIMI Advisory Council.

F. At least nine (9) Board Members shall be people with disabilities or the family member of a person with disabilities.

G. Selection of members of the Board of Directors shall be based upon person's knowledge of and demonstrated commitment to insuring the human and legal rights of people with disabilities.

H. The Board may appoint non-voting members as deemed appropriate.

Section 3. Term and Term Limits

A. The term of members of the Board of Directors shall be three (3) years. Members shall be eligible for re-election to no more than two (2) consecutive terms however, a Board Member may, exceed his/her maximum term limit as a Board Member if elected or re-elected to a term as an officer or if filling an unexpired term, but under no circumstances shall he/she serve more than three (3) three-year terms.

B. Members who have served on the Board of Directors for the limit of two (2) consecutive terms and after an absence of two (2) years shall be eligible for election to the Board.

C. The Board of Directors shall take such action to provide that, as nearly as possible, one-third (1/3) of the Board Members' terms shall expire each year as of the date of the annual meeting.

Section 4. Election

New members shall be elected to the Board of Directors by a majority of the Board at a regularly scheduled meeting. Nominations to the Board shall be sought from the disability community in each of the four (4) regions of the State.

Section 5. Compensation

No Board Member shall be entitled to compensation for service on the Board of Directors; provided, however, that the Board of Directors may offer and pay reimbursement to any Board Member for expenses necessarily incurred by him/her in the performance of duties as Board Member, including attendance at meetings of the corporation.

Section 6. Meetings

Meetings of the Board of Directors shall be held at least four (4) times per year. The Annual meeting of the Board of Directors shall be in December of each year. Special meetings may be called at any time by the Board President/Chair or by any six (6) members of the Board of Directors.

Section 7. Notice

Notice of the time and place of any regular meeting of Board of Directors shall be given by written notice thereof to each Board Member. Such notice must be received not less than (30) thirty days prior to the meeting date and must be either delivered personally to each Board Member or mailed to his/her address as it appears on the records of the corporation, or sent by fax or e-mail. Such notice shall specify the date, time, and place of the meeting, but need not specify the purpose of the meeting or the business to be conducted.

Notice of the time and place of any special meeting of Board of Directors shall be given by written notice thereof to each Board Member. Such notice must be received not less than ten (10) days prior to the meeting date and must be either delivered personally to each Board

Member or mailed to his/her address as it appears on the records of the corporation, or sent by fax or e-mail. Such notice shall specify the date, time, and place of the meeting, but need not specify the purpose of the meeting or the business to be conducted.

Neither the Articles of Incorporation nor the By-laws may be amended unless written notice of the proposed amendment shall be given to each Board Member at least two (2) weeks in advance of the date that such proposed amendment is to be voted on by the Board. Such notice shall specify the date, time, and place of the Board meeting, the agenda for the meeting, and a text of the proposed amendment. Such notice of amendment may not be waived except by unanimous approval of the Board of Directors.

Section 8. Quorum

The quorum for the transaction of business by the Board of Directors shall be not less than nine (9) board members then duly elected and in good standing. Once a quorum is established, it will continue throughout a meeting despite the absence of members of the Board.

Each Board Member present at the time any vote or action of the Board of Directors is taken upon any matter shall be entitled to cast one (1) vote with respect thereto. The vote cast or action taken by a majority of Board Members present and voting at a Board meeting at which a quorum is present shall determine all matters, except:

- A. if a larger vote at any time is otherwise specifically required by these By-laws, and
- B. if the vote of a greater proportion of the Board is required by the Nonprofit Corporation Act for the taking of specific actions.

Decisions made in accordance with the above provisions shall be the act of the Board of Directors for any and all purposes.

Section 9. Vacancies

If any vacancy shall occur in any office or on the Board of Directors by reason of resignation, removal as set forth in Section 10 or otherwise, the unexpired term of the vacancy shall be filled by a person elected by a majority vote of the Board Members in office, in accordance with the qualifications set out in these By-laws.

Section 10. Removal

Any Board Member who is absent without excuse from two (2) consecutive regular meetings may be considered to have resigned as a Board Member.

At a special meeting of the Board of Directors called expressly for that purpose, any individual Board Member may be removed, with or without cause, by the affirmative vote of two-thirds (2/3) of the Board Members present at the meeting. The affected Board Member(s)

will be notified of the special meeting at least five (5) days in advance of the meeting and will be given the opportunity to speak on her/his own behalf to the Board of Directors. The affected Board Member(s) shall not be included in the vote.

If there is a finding, by a simple majority of the Board Members present at a Board meeting, that a Board Member violated the conflict of interest policy or violated his/her fiduciary obligation to the DRNC, the Board Member shall be removed from the Board.

Section 11. Committees of the Board

A. An Executive Committee consisting of the officers of the Board and immediate Past Chair shall be empowered to act on behalf of the full Board in emergency situations between Board meetings or to act on behalf of the Board when Board decisions are delegated to the Executive Committee. Decisions of the Executive Committee require votes of three (3) members of the committee.

B. There may be other committees of the Board as determined as necessary and appropriate. The composition and duties of such committees shall be determined by the Chair.

ARTICLE IV **OFFICERS**

Section 1. Board Officers

A. The officers of the corporation shall be chosen by a majority vote of the Board of Directors at the annual meeting of the Board of Directors. Officers, with the exception of elected during odd-numbered years from the Board of Directors.. The Past Chair shall hold an unelected one-year term of office as an ex officio, non-voting member of the Board, unless serving a term as a Board Member.

B. The Executive Director shall be the chief operating officer of the corporation and shall perform such duties as may be assigned by the Board of Directors or delegated to him/her by the Board Chair. He/she shall develop personnel policies subject to the approval of the Board of Directors and shall employ and discharge all other employees of this corporation. The Executive Director shall be appointed by and serve at the pleasure of the Board of Directors and shall report to the Board of Directors. The Executive Director shall be a non-voting member of the Board.

Section 2. Removal of Officers

Any officer may be removed from office by a two-thirds (2/3) vote of the Board Members at a meeting at which there is a quorum.

Section 3. Bonding

Every officer and employee of the corporation who handles funds or securities of the corporation shall be bonded at the expense of the corporation in the amount designated by the Board of Directors.

ARTICLE V
PAIMI ADVISORY COUNCIL

The corporation shall maintain a PAIMI Advisory Council, as mandated by the PAIMI Regulations, to advise the Board of Directors on objectives, priorities and matters unique to the PAIMI program. The PAIMI Advisory Council shall operate in accordance with its own rules and procedures and in conformity with these By-laws and state and federal laws and regulations. The Board shall oversee the activities of the PAIMI Advisory Council to ensure that it operates in conformity with these By-laws and state and federal laws and regulations.

ARTICLE VI
CONFLICT OF INTEREST

Each member of the Board of Directors shall be bound by corporation's conflict of interest policy designed to avoid both actual conflicts as well as any appearance of impropriety.

ARTICLE VII
INDEMNIFICATION

The corporation shall indemnify each corporate agent to the full extent permitted by Chapter 55A of the North Carolina General Statutes and as otherwise permitted by law.

ARTICLE VIII
MISCELLANEOUS

Section 1. **Amendments**

These By-laws, in whole or in part, may be amended, altered, or repealed by two-thirds (2/3) vote of the Board Members at a meeting where there has been proper notice and there is a quorum. Such proposed changes must be mailed to the Board Members at least ten (10) days prior to the meeting.

Section 2. **Inconsistencies**

If any provision of these By-laws or amendments thereto shall be inconsistent with the Articles of Incorporation, the Articles of Incorporation shall govern.

Section 3. **Audit**

There shall be an annual audit of the books of the corporation by a qualified auditor to be chosen by the Board of Directors. The report of the auditor shall be included in the permanent records of the corporation.

ARTICLE IX
DISSOLUTION

Section 1. Assets and Property of the Corporation

Should the corporation cease to exist, all assets and property remaining after provision for satisfaction of all outstanding claims, to the extent allowed by federal rules and regulations, shall go to and be distributed to a lawfully established North Carolina nonprofit corporation which is exempted under Article 501(c)(3) of the Internal Revenue Code, whose primary purpose is to promote and support services for people with disabilities. If no such organization succeeds to the corporation, unqualified title to all of the assets and property of the corporation shall then be remanded to the State Treasurer for vesting in other nonprofit organizations that promote and support services for people with disabilities. All assets and property purchased with federal monies shall be disposed consistent with governing regulations.

In the event that there shall not be then in existence such a state corporation, then all assets and property shall be distributed to any federal or state agency from which the funds were obtained to purchase any such assets or property. Under no circumstances shall any of the assets or property of the corporation during its existence or upon dissolution be distributed to any officer, Board Member or employee of the corporation.

Section 2. Assets and Property in the Custody of the Corporation

Should the corporation cease to exist, all assets and property in the custody of the corporation, including buildings and/or land, shall go to and be distributed to a lawfully established North Carolina nonprofit corporation which is exempted under Article 501(c)(3) of the Internal Revenue Code, whose primary purpose is to promote and support services for people with disabilities. If no such organization succeeds to the corporation, unqualified title to all of the assets and property in the custody of the corporation shall then be remanded to the State Treasurer for vesting in other nonprofit organizations that promote and support services for people with disabilities.

In the event that there shall not be then in existence such a state corporation, then all assets and property in the custody of the corporation shall be distributed to any federal or state agency from which the funds were obtained to purchase any such assets or property. Under no circumstances shall any of the assets or property in the custody of the corporation during its existence or upon dissolution be distributed to any officer, Board Member or employee of the corporation.