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The Association of Programs for Rural Independent Living

By-Laws of APRIL

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ARTICLE I

**Name**

The Organization will be known as the Association of Programs for Rural Independent Living (APRIL).

ARTICLE II

**Mission and Purpose**

Mission Statement: The Association of Programs for Rural Independent Living (APRIL) is a national network of rural Centers for Independent Living (CILs) and other organizations and individuals concerned with the unique aspects of rural independent living. APRIL is organized to promote independence and strive for full rights and benefits for individuals with disabilities living in rural environments.

ARTICLE III

**Membership**

Membership in APRIL is open to all interested groups and individuals who complete an application in the appropriate membership category and pay the set amount of dues on an annual basis. The Membership Committee reviews and approves all applicants seeking active membership status. Membership shall be for a period of one year to coincide with APRIL’s fiscal year which is October 1 through September 30.

**Membership**

**Membership Types**

* 1. There are three membership types
		1. Organizational Membership
		2. Associate Membership
		3. Honorary Membership
	2. To be considered an active member and participate in rights and privileges you must:
		1. Membership fees must be up to date and paid thirty days prior to annual board meetings or voting activities.
	3. Active Members have the right to attend and be heard at all general membership meetings and to serve on committees with the approval of the President.
	4. Active Members will receive the various correspondence sent to the membership, including newsletters, annual reports, and position papers.

**Membership Eligibility**

**Organizational Memberships**

There are two types of Organizational Memberships:

1. CIL Organizational Membership
	1. In order to be eligible for CIL organizational membership, a rural

Independent Living Center must meet one of the following three criteria:

1. Be located in a setting 50 miles, or more, from a population center of 50,000.
2. Provide at least 50% of their services to a distinctly rural population.
3. CIL’s who have significant interest in rural issues, who have plans to expand services to a rural population, or for some other reason believe they should be eligible for Active Membership status are encouraged to complete the Active Membership Application along with an accompanying letter explaining the circumstances.
4. CIL Satellite Office Membership: For CIL organizational membership with voting rights a CIL Satellite Office must meet the standards and assurances of Section 725 of the Rehabilitation Act. Accordingly, the office must be located in a rural setting and must be free standing as identified in the application process. However, the office may continue to operate under its founding board’s incorporation.
	1. Voting
5. Active CIL Organization memberships have the right to vote on bylaws amendments, to nominate and vote for candidates to fill Governing Board positions, and to vote on resolutions presented at the Annual Board Meeting.
6. CIL membership vote shall be weighted as ten (10).
7. SILC Organizational Membership
	1. In order to be eligible for active organizational membership a member must:
		1. Have within the SPIL an objective identifying outreach to consumers in rural areas. Be consumer controlled and meet the standards of Section 725 of the Rehabilitation Act. Maintain at least 51 percent of its staff be individuals with disabilities.
	2. Voting
8. Active SILC Organizational memberships have the right to vote on bylaws amendments, to nominate and vote for candidates to fill Governing Board positions, and to vote on resolutions presented at the Annual Board Meeting.
9. SILC membership vote shall be weighted as ten (10).

**Associate Memberships**

There are four types of Associate Memberships

1. Individual Membership also known as Consumer Member
2. Individual members are individuals with disabilities who living in and are interested in the issues of rural independent living and who support the mission of APRIL.
3. Voting
	1. Active individual memberships have the right to vote on bylaws amendments, to nominate and vote for candidates to fill Governing Board positions, and to vote on resolutions presented at the Annual Board Meeting.
	2. Individual membership vote shall be weighted as one (1).
4. Youth Membership
	1. Youth members are individuals between the ages of 18 and 30 and who are interested in the issues of rural independent living and who support the goals of APRIL.
	2. Voting
		1. Active youth memberships have the right to vote on bylaws amendments, to nominate and vote for candidates to fill Governing Board positions, and to vote on resolutions presented at the Annual Board Meeting.
		2. Youth membership vote shall be weighted as one (1).
5. Individual Associate Membership
6. Individual Associate members are individuals interested in the issues of rural independent living that support the mission of APRIL but do not meet the criteria for Individual Membership.
7. Individual members do not have the right to vote or hold office.
8. Organizational Associate Membership
9. Organizational Associate members are organizations interested in the issues of rural independent living that support the goals of APRIL but do not meet the criteria for Active Organizational Membership.
10. Organizational members do not have the right to vote or hold office.

**Honorary Membership**

As was designated by the Charter Board of APRIL, and honorary lifetime membership shall be granted to the Independent Living Research Utilization (ILRU) in Houston, Texas, in recognition of their dedication and active contribution to the planning, development, and support of APRIL, since its inception.

This honorary membership Associates have the right to attend and be heard at all general membership meetings and to serve on committees with the approval of the President. They will receive the various correspondence sent to the membership, including newsletters, annual reports, and position papers. They do not have the right to vote or hold office. Dues shall be permanently waived.

1. From time to time, others may be added to this category at the request of the President and by the vote of the Governing Board.

**Eligibility Determination**

The Board and Public Relations Committee will:

* 1. Review these applications on a case by case basis and document their decision to accept or refuse such a request.
	2. CIL’s must provide a copy of their federal grant award or a letter from their primary funding source to indicate their compliance with Section 725 of the Rehabilitation Act as amended.

ARTICLE IV

**Governing Board**

Section 1 Role:

Governing Board of APRIL, also referred to as Board, shall be responsible for the overall policy and direction of APRIL as well as the management of the business affairs and property of APRIL. The Board acts as a trustee of APRIL’s assets and ensures that APRIL is well managed and remains fiscally sound. The Board shall delegate responsibility for day-to-day operations to the Executive Director who shall in turn direct the activities of the Staff of APRIL. The Governing Board shall only act in the name of APRIL when it shall be regularly convened after due notice to all the directors of such meeting. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of APRIL.

Section 2 Composition:

1. The Governing Board shall consist of (19) Nineteen members with the number, affiliation, background or credentials of the individual Directors to be determined from time to time by the Board of Directors.

1. The Governing Board shall consist of Executive officers including President, Vice President, Secretary, Treasurer, Executive Member at Large as well as Members as Large including One (1) SILC Representative, Two (2) Youth Representatives, Ten (10) CIL/SILC Representatives, and One (1) Diversity, Equity, and Inclusion Committee Chair.

Total Governing Board will consist of no less than thirteen (13) CIL

Membership representatives.

1. President must be a CIL elected member.
2. The Governing Board, of whatever size, must consist of at least 51% majority persons with disabilities, representative of diverse disability groups and geographic areas.
3. Youth Representatives shall be between the ages of 18-30.
4. Diversity, Equity, and Inclusion (DEI) Committee Chair shall be knowledgeable and a professional and intimate level of encompassing diversity, equity, and inclusion.
5. Each Board Member shall have one (1) vote and such voting may not be done by proxy.

Section 3 Nomination and Election:

1. New Directors shall be nominated and elected by the majority vote of the current membership at the annual meeting of the Board of Directors. This meeting is expected to be in person but in the event of different restrictions, it may be held through video and audio conferencing.
2. Elections are held on even number years for President, Treasurer, one (1) SILC Representative, One (1) Youth at Large, Five (5) CIL/SILC Representatives with attention to required composition.
3. Elections are held on odd number years for Vice-President, Secretary, Executive Member at Large, One (1) Youth at Large, One (1) Diversity, Equity, and Inclusion (DEI) Committee Chair, and five (5) CIL/SILC Representatives with attention to required composition.

Section 4 Term of Office:

1. At large CIL members, youth members, at large SILC members, and Diversity, Equity, and Inclusion Committee Chair shall serve no more than three (3) consecutive full terms in that position. A term is two (2) years.
2. Vacancies on the Board shall be filled by appointment of the President with the majority approval of the Board, unless there is less than ninety (90) days until the annual meeting at which an election shall be conducted by the active membership. In such case the seat shall remain vacant and a new Director will be selected by the active membership in the annual election. Appointees to vacant seats shall serve the remainder of the term to which they are appointed.
3. Board members are elected as individual member CIL/SILC representatives. In the event that the Board member is no longer a representative of the member CIL/SILC at the member CIL/SILC, the Board seat shall be considered vacant unless the particular member becomes a representative through a lateral move (CIL to CIL or SILC to SILC) that is an active member of APRIL.
4. No Board member shall receive any compensation for services rendered while serving in this capacity.
5. Any Board member may request leave of absence from Board responsibilities. Leave shall not exceed one year and shall be approved by the Board.
6. Any Board member who has two (2) consecutive unexcused absences may be considered unable to continue serving on the Board. It may be recommended by the Board that the individual be terminated and a new member appointed.
7. From time to time, the Board of Directors may by majority vote designate non-voting advisors to the Board. These individuals shall be entitled to notice and attendance of all board meetings. They may express their views, but shall not be entitled to vote.
8. The Board’s power, prerogative, duties, and responsibilities shall be exercised in a fiduciary capacity to accomplish the activities of APRIL. The Boards powers are expressly limited so it can do nothing in contravention or derogation of the objectives in these by-laws.

 ARTICLE V

**Executive Officers**

The Executive Officers of APRIL shall consist of the President, Vice-President, Secretary, Treasurer, and an Executive Member at Large, all of whom shall be elected by the active membership at the annual meeting. The Executive Officers may serve up to three (3) consecutive terms. Individuals seeking to serve as an Executive Officer must reliably serve as an at large member for one term before being eligible to become an Executive Officer.

A vacancy occurring in the office of President shall be filled by the Vice-President. Vacancies occurring in other offices shall be filled by appointment of the President with the majority approval of the Board. Appointees shall serve the remainder of the term for their respective office.

**Duties of Officers are as follows:**

1. President, who shall serve as the Chairperson of the Board, shall:
2. Preside at all regular and special meetings of the APRIL Governing Board;
3. Preside at the annual meeting and provide an annual report of the operations of APRIL;
4. Be the official spokesperson for the Board;
5. Sign on behalf of APRIL, any documents, checks , notes, drafts, bills of exchange, and orders for payment of money as authorized;
6. Appoint the chair and members of committees and designate liaisons to represent APRIL when appropriate;
7. Provide direction and guidance to APRIL’s Executive Director;
8. Provide New Board Orientation and Ongoing Board trainings;
9. Conducts Final Annual or as needed evaluations of Executive Director;
10. The President shall chair the executive committee.
11. The Vice-President, shall:
12. In the absence or incapacity of the President as determined by the Executive Officers, shall perform the duties and exercise the powers and duties of the President.
13. Upon the death, resignation, or removal of the President from office, the Vice-President shall assume the Presidency.
14. The Vice-President shall chair the Policy and Procedure Committee.
15. The Secretary shall:
16. Oversee the keeping of all minutes of all proceedings of the APRIL Board;
17. Give all notices By-Laws, or by these By-Laws.
18. Assure that the membership rosters are updated as dues are received.
19. The Secretary shall chair the Board and Public Relations Development
20. Treasurer, shall:
21. Oversee the keeping of all accounting records of APRIL, including monthly, quarterly, and annual reports and the conduct of an annual audit of its financial status including

systems of control for the recording of all transactions in accordance with Generally Accepted Accounting Principles and other applicable rules.

1. The Treasurer shall chair the Finance Committee.
2. Executive member at large shall;
3. Act as part of the executive committee.
4. The Executive member at large shall chair the Advocacy Committee.

ARTICLE VI

**Board Committee Structure**

**Board President oversees all committees:** The Board President shall appoint the committee chairs and any vacancies in committees shall also be filled by the Board President. Permanent and Temporary subcommittees may be established within the different permanent committees and chairs appointed by the Board President. In addition, the Board of Directors, may elect to establish any permanent or temporary committees and subcommittees as it deems appropriate, and fix and prescribe their rights, authority, and duties. The Executive Director and the Board President shall be ex officio members of all committees. There are ten (10) standing committees.

1. Executive Committee: Oversee operations of the board; often acts on behalf of the board during on-demand activities that occur between meetings, and these acts are later presented for full board review; comprised of board chair, other officers and/or committee chairs. Conducts final evaluation of Executive Director. The President shall chair the executive committee.
2. Policy and Procedure Committee: Ensures sound evaluation of products/services/programs, including, e.g., outcomes, goals, data, analysis and resulting adjustments through review of bylaws and other related items. Reviews strategic plan with executive committee, Guides development, review and authorization of personnel policies and procedures; Leads evaluation of the chief Executive; sometimes assists Executive Director with leadership and management matters. The Vice-President shall chair the Policy and Procedure Committee.
3. Board and Public Relations Development: Ensure effective board processes, structures and roles, including retreat and conference planning, membership development, and board evaluation. Includes role of reviewing membership applications, role of oversight of nominations, such as keeping list of potential board members, orientation and training. Maintains board minutes. The Secretary shall chair the Board and Public Relations Development
4. Finance Committee: Oversees development of the budget; ensures accurate tracking/monitoring/accountability for funds; ensures adequate financial controls; reviews major grants and associated terms with Executive Director. The Treasurer shall chair the Finance Committee.
5. Advocacy Committee: Oversees and serves as a source for advocacy on different topics. The Executive member at large shall chair the Advocacy Committee.
6. Fundraising and Marketing Committee: oversees development and implementation of the Fundraising Plan; identifies and solicits funds from external sources of support, working with APRIL designated staff. Oversees development and implementation of the Marketing Plan, including identifying potential markets, their needs, how to meet those needs with products/services/programs, and how to promote/sell the programs. The SILC Representative shall chair the Fundraising and Marketing Committee.
7. Youth Steering Committee: Oversees Youth Steering Committee. Acts as a liaison between youth and the board. Plans Youth conferencing. One youth Seat shall chair this committee.
8. Conference and Retreat Committee: The committee will enhance APRIL’s image through conference and retreat planning. The committee will work with designated staff to ensure that proper processes are in place. The President will appoint a member at large to chair this committee.
9. Product and training Development: Guides development of service delivery mechanisms; may include evaluation of the services; link between the board and the staff on program's activities. Promotes organization's services to the community, including generating fees for those services. This committee is to be co-chaired with one youth member at large seat and one member at large seat.
10. Diversity, Equity, and Inclusion Committee: The Diversity, Equity and Inclusion Chair chairs this committee. This committee exists to promote equity, diversity and inclusion within the disability community, and to advise on processes related to recruitment and retention of diverse members and community. This committee will have a commitment focused upon disability, equity, diversity, and inclusive policies, practices, and behaviors. The framework of the committee is based upon the values that:
	1. Social identities such as race, ethnicity, gender, sexual orientation, religion, cultural, and geographical i.e.: Rural, Urban, Metro, and others are social constructs embedded within a context of unequal power relationships that allow privileged groups to benefit at the expense of marginalized groups.
	2. Equity assures justice and fairness for all by addressing systemic biases in policies and practices, and assures that disability and equity drives the culture and actions of the committee.
	3. Inclusive practices assures that dominant and privileged voices are decentralized to create full and equal participation and access for all groups.
	4. Acknowledgement of privileges and unconscious biases allows for mindful engagement in diversity, equity, and inclusion work.

ARTICLE VII

**Nominations of Officers and Board Members**

1. New Directors shall be nominated prior to the annual membership meeting and elected by the majority vote of the current active membership at the annual meeting.
2. The Board and Public Relations Development Committee will send out notice for solicitation of nominations for open positions at least 60 days in advance of the meeting.
	1. Solicitation will include a minimal of why they would like to serve on the board and if nomination done by someone else, if the party has agreed to the nomination.
	2. An individual can be nominated for and elected to more than one office. If the individual is elected to two different positions, they can choose which position to accept.
	3. Potential candidates and Nominees must be active members of APRIL.
	4. Potential candidates must submit verification of representation from supporting CIL/SILC.
3. Nominations will be closed 14 days prior to annual board meeting. All nominations must be received prior to closing of nominations.

1. The Board and Public Relations Development committee will ask for recommendations from board members and APRIL membership for other names of possible nominees.
2. The Board and Public Relations Development committee will develop ballot for distributation at the annual membership meeting.

ARTICLE VIII

**Meetings**

 **Governing Board Meetings**

1. The Board shall meet no less than four (4) times per year. An annual board meeting is generally conducted in conjunction with the annual conference. Meetings may be held via audio and/or video conferencing. It is expected that the Board members attend the annual conference as part of their roles.

2. Written notices of meetings and board materials shall be sent to all members of the Board no less than two weeks prior to the date of the meeting.

3. The President shall call and conduct all meetings. The President shall be required to call a meeting when a majority of the members of the Governing Board request that such a meeting be held.

4. Meetings of the Governing Board may be conducted when 51% of the Governing Board members are present.

5. In the event that a special meeting is required, a notification shall be given to all members of the Board not less than two days prior to the meeting. A special meeting may not be called in lieu of four (4) dedicated meetings and may only be called by agreement of three of the five (5) Executive Officers. Special meetings may be called only to address issues of emergency or expediency.

 **Annual General Membership Meetings**

 An annual meeting of the general membership shall be held each year. Notice of the time, date, and place of the meeting shall be sent in writing to the Membership at least 30 days prior to the meeting.

1. The topic discussed during the annual meeting shall be:
* Ballot of officers nominated which may include providing opportunity for officers to provide no more than a two (2) minute bio.
* The election of officers and members of the Governing Board,
* Annual report of the activities of APRIL,
* Treasurer’s report,
* Priorities and issues for the coming year,
* Any other business authorized to be transacted by the Governing Board.

 Unless otherwise provided for, Robert’s Rules of Order shall be used as a guidance to conduct the meetings.

ARTICLE IX

**Voting**

1. Business conducted at the annual general membership meeting will be voted on by the full active membership. The members present shall constitute a quorum.
2. A voting member may appoint a designated representative within their organization to vote at the annual meeting. The designated representative must be present to vote. The designated representative must submit the letter of designation from the voting member to obtain the ballot to vote 14 days prior to annual membership meeting.
3. APRIL’s annual meeting is conducted in person.
4. In the event of Emergency related orders, shelter-in-place safety orders, or other possible considerations related to the safety of APRIL members, the relevant committees, subcommittees, and staff members will organize any arrangements, and accommodations necessary to facilitate the annual conference, conducting business for the annual general membership meeting as directed in APRIL’s bylaws, and election of board members through any other means whether video, audio, electronic, mail, or facsimile. Any by-laws language that requires in-person participation and/or voting will be suspended and will be conducted through other means as identified. Proxy voting will not be permitted.

Voting privileges are extended to organizational members and associate members as outlined in Article III. Active member’s vote shall be weighted as ten (10). Associate members who are eligible to vote shall be weighted as one (1).

ARTICLE X

**Fiscal Management**

1. Members of the Board, Officers or members of APRIL shall be permitted

to inspect the financial records of APRIL upon prior request to the President, and shall receive such financial reports as they may deem necessary in order to fulfill their fiduciary responsibilities.

ARTICLE XI

**Amendments**

1. The active membership of APRIL shall have the power to make, amend,

and repeal the By-Laws by a vote of two-thirds (2/3) of the members present at the meeting.

2. A copy of the proposed amendments must be sent to each active member at least 30 days prior to the meeting at which the amendments will be voted on.

ARTICLE XII

**Dissolution**

1. In the event of the dissolution of APRIL, or in the event that it shall cease to carry out the objectives and purposes set forth in these By-Laws, the executive officers shall, after paying or making provisions for payment of all liabilities of APRIL, dispose of the assets in such a manner as to benefit organizations operated exclusively for charitable, educational or scientific purposes in compliance with Section 501(c)(3) of the Internal Revenue Code of 1954, as the Executive Officers shall so determine.

ARTICLE XIII

**Miscellaneous**

1. The Board of Directors may employ an Executive Director and such other supporting staff as deemed necessary to perform he functions of APRIL. The Board shall establish the personnel policies of APRIL.

2. The Board of Directors may carry out through the Executive Director any of its functions which are properly the subject of delegation and which are so delegated.

3. The President, with the advice of the Board of Directors, may appoint standing and special committees as may be desirable to facilitate the work and responsibilities of APRIL. The President, with the advice of the Board, shall define the duties of such committees upon the completion of their respective appointments