

BYLAWS

Kentucky Self-Advocates For Freedom, Inc.

Adopted as amended, June 5, 2008

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Bylaws of Kentucky Self-Advocates For Freedom, Inc.

BYLAW I – NAME AND PURPOSE

Section 1. Name

The name of this organization is Kentucky Self-Advocates For Freedom, Inc. It will be referred to in these Bylaws as “KYSAFF” or the “Organization.”

Section 2. Purpose

KYSAFF is a statewide Organization directed by Kentuckians with disabilities committed to working in partnership to promote equal rights, inclusion, self-advocacy, support and education in all realms of life.

BYLAW II – MEMBERSHIP

Section 1. Categories and Privileges

A. Anyone who has an interest in the mission, purpose and goals of KYSAFF is eligible to become a member.

B. For purposes of these Bylaws: “**Self advocate**” means a person with a disability who advocates or speaks up for themselves or for others who cannot. A member “**in good standing**” means a person or an organization that has signed up and has paid membership dues; or a person who belongs to a local chapter of KYSAFF that has signed up to be a chapter and has paid chapter membership dues.

C. Members in KYSAFF fall into one of two categories: voting and non-voting.

1. Self-advocates are the voting members of KYSAFF.

These members must be in good standing to vote on official KYSAFF business or to hold an elected or appointed office in KYSAFF.

2. KYSAFF members who are not self-advocates are not eligible to vote on official KYSAFF business or to hold elected or appointed office in KYSAFF. These members must be in good standing to participate in other activities of the Organization.

D. The KYSAFF Board of Directors, by a majority vote of its members, can approve other membership categories for the Organization.

Section 2. Membership Dues

The amount of annual membership dues for each member category will be approved by a majority vote of the KYSAFF Board of Directors.

BYLAW III – CHAPTERS

Section 1. Eligibility Self-advocacy groups that are based in the Commonwealth of Kentucky, work on local issues, and are interested in supporting the work and principles of KYSAFF are eligible to apply to become local chapters of the statewide Organization.

Section 2. Application to Become a Chapter

The process for becoming a chapter will be as described in KYSAFF's policies and procedures. The application must be approved by a majority vote of the KYSAFF Board of Directors.

Section 3. Responsibilities and Obligations A local self-advocacy group that is approved by the KYSAFF Board of Directors to be a chapter of KYSAFF must fulfill its responsibilities and obligations to KYSAFF and to its chapter members.

Those responsibilities and obligations include, but are not limited to:

1. Following the principles of self-advocacy;
2. Informing the KYSAFF Board and membership on chapter activities;
3. Reporting to chapter members on KYSAFF Board and Organization activities;
4. Paying annual chapter dues;
5. Having chapter bylaws consistent with these Bylaws;
6. Having signed agreements with support persons, agencies or organizations that provide support to the chapter; and
7. Providing required financial and membership reports to KYSAFF.

Section 4. Cancelling Chapter Status Chapters that do not fulfill their responsibilities and obligations may have their status revoked by majority vote of the KYSAFF Board of Directors. Chapters that do not wish to continue their relationship with KYSAFF must give written notice to the KYSAFF Board of Directors.

Section 5. Chapter Dues

The amount of annual, chapter membership dues to KYSAFF will be based on the number of members the chapter has when the membership fees are due. The dues structure will be approved by a majority vote of the KYSAFF Board of Directors.

BYLAW IV – MEETINGS OF THE MEMBERSHIP

Section 1. Regular Meetings

Regular meetings of KYSAFF members will be held at least once a year at a time and place decided by the KYSAFF Board of Directors.

Section 2. Business Meeting

During a regular meeting of KYSAFF, there will be a session that is a “business meeting.” During the business meeting, the official business of the Organization will be conducted. Official business includes, but is not limited to voting on motions, resolutions, and elections of members of the KYSAFF Board of Directors. Voting on all other matters of the Organization is reserved for the KYSAFF Board of Directors.

Section 3. Quorum

No business meeting will be official unless there is a quorum present. A quorum is one-third (1/3) of the eligible voting membership of KYSAFF, as described in Bylaw II, Section 1C1.

Section 4. Voting

At any business meeting, on questions before the Organization, each voting member is entitled to one (1) vote.

Section 5. Parliamentary Procedure

All business meetings will be conducted according to Robert's Rules of Order, Revised, so far as it is practical.

Section 6. Conducting Business between Meetings

The KYSAFF Board of Directors may ask the eligible voting members of KYSAFF to vote on official business between regular meetings.

This voting must be done through communication systems that are open and accessible to all eligible voting members of KYSAFF. The results of the vote will be official if the number of eligible voting members participating meets the quorum number defined in Section 3 of this Bylaw. The systems and procedures for voting this way must be approved by the KYSAFF Board of Directors and will be described in the policies and procedures of the Organization.

BYLAW V – GOVERNING AND MANAGING THE ORGANIZATION

Section 1. Board of Directors

A. KYSAFF will be governed by a Board of Directors, referred to as the "Board" in this Bylaw

B. The Board will have no fewer than nine (9) and no more than fifteen (15) members. At the adoption of these Bylaws, there will be thirteen (13) Board members.

The Board will be made up only of KYSAFF members who are eligible to hold office according to Bylaw II, Section 1C1. The

overall makeup of the Board will reflect representation from the congressional districts across the commonwealth of Kentucky, different life experiences and living arrangements, and the skills needed to help the Board accomplish its work. The process for selecting members of the Board is described in Bylaw VI. The Officers of the Board, described in Section 2 of this Bylaw, will be elected by the Board from among the sitting Board members.

C. The terms of office for Board members will be staggered and will be three (3) years each. The terms will begin on the first day following the meeting at which they were elected and end the day of the meeting at which their successors are elected. Board members will be limited to two (2) consecutive three (3) year terms. The Officers will have one (1) year terms, and will be eligible for reelection to their positions as Officers.

D. Vacancies in Officer or Board member positions will be filled as follows:

1. A vacancy in the office of President: the sitting Vice-President will assume all responsibilities of the President and will serve until a successor takes office.
2. A vacancy in another Officer position: the Board will appoint an eligible Board member to fill the vacancy, either by taking action at the next Board meeting or by acting during a special meeting of the Board called by the President.
3. A vacancy in a Board member position: the Board will appoint an eligible KYSAFF member to serve until the next

meeting of the KYSAFF membership at which elections will be conducted. At that time, the KYSAFF members will elect a person to fill the rest of the term, if any time is remaining.

E. Resignations or removals of Officers or Board Members will be handled as follows.

1. Resignations. Any Officer or Board member may resign at any time by giving written notice to the President. If the member resigning is the President, then the President will give written notice to the Vice President. The resignation will be effective immediately, unless a specific date is given. Officers may resign from their positions as Officers, but may continue as Board members for the remainder of their terms.

2. Removals.

a. Any Board member may be removed from office, with or without cause, by the vote of a majority of the eligible voting members of KYSAFF (as described in Bylaw II, Section 1C1), who are present and voting at a business meeting of the membership.

b. Officers may be removed from their positions as Officer, with or without cause, by the vote of a majority of the sitting Board. Officers who are removed from their positions may continue as Board members for the remainder of their terms, unless action is taken by KYSAFF members according to letter a. above.

F. The Board has authority over the funds, property and management of KYSAFF. Along with duties stated in other places in these Bylaws and described in policies and procedures of the Organization, the Board will:

1. Make policies on KYSAFF's finances, membership, programs and administration and make sure that the policies are carried out;
2. Decide KYSAFF's mission and purpose;
3. Make sure there is enough money, people and other resources to operate and maintain the Organization;
4. Promote KYSAFF's interests and image.

G. Members of the Board will not be paid for serving as Board members. However, Board members may be eligible to be reimbursed for direct expenses they incur in their duties as Board members. Reimbursement will be described in the policies and procedures of KYSAFF.

H. The full Board will meet at least three (3) times each year, preferably alternating the meeting location within different areas of the Commonwealth of Kentucky. The length of the meetings may vary, but there will be at least one (1) two (2)-day meeting of the Board during a year.

Special meetings of the Board may be called by the President or by a majority of the Board. Notice of special meetings must be given at least fifteen (15) business days before the date and delivered using methods that are accessible to all Board members.

Board meetings will be open to KYSAFF members and to members of the general public. Executive sessions of the Board will be restricted to Board members only, will cover only the agenda items for which the executive session is held, and will comply with provisions of the Commonwealth of Kentucky's Open Meetings Act, as they may apply.

Board members may participate in any Board meeting by telephone or by other two-way communication systems approved by the Board, and they will be counted as present for purposes of meeting the quorum.

1. Quorum. A majority of the sitting Board members shall be a quorum for purposes of an in-person meeting or for conducting business between in-person meetings, according to number 4 below.
2. Manner of Acting. Except as otherwise required by law, the vote of the majority of the Board members present at a Board meeting at which a quorum is present shall be an act of the Board. Each Board member will have one (1) vote.
3. Parliamentary Procedure. All meetings of the Board will be conducted according to Robert's Rules of Order, Revised, so far as it is practical.
4. Conducting Business between Meetings. Between in-person meetings or instead of calling special meetings, the Board may discuss issues and vote using communication systems that are open and accessible to all Board members. The procedures

must be approved by the Board and be described in the policies and procedures of the Organization.

5. Communication with KYSAFF Members. The Board will prepare summary minutes of its meetings and make the approved minutes available to KYSAFF members.

I. Conflicts of Interest. The Board will adopt and enforce a conflict of interest policy. For purposes of this Bylaw and policy, “conflict of interest” means 1) a transaction by or with another organization in which a KYSAFF Board member has a direct or indirect personal interest, or 2) any transaction in which a KYSAFF Board member cannot be fair or act in the best interests of KYSAFF.

J. Executive Committee of the Board. There will be an Executive Committee of the Board made up of all of the Officers of the Board and one member of the Board who is not an Officer. The President will be the chairperson of the Executive Committee.

The Board may grant the Executive Committee the authority to act on the Board’s behalf on specific matters of KYSAFF’s operations; to act when the advice of the full Board cannot be gathered; or to act when timely discussion cannot take place before a decision must be made.

K. Other Board Committees. The Board may create other Board committees that will inform and assist in the Board’s policymaking and work in areas that include: personnel, finances, fundraising, governance, marketing and public relations, meeting planning, membership, nominations, and technology. Board committees will

not replace the Board's responsibilities or obligations. The committees will be made up of members of the Board and may include other eligible KYSAFF members as described in Bylaw II, Section 1C. The committees may meet as often as needed to do their work. Work may be done in person or by communications methods that are open and accessible to all members of the committee. The membership, operations and terms of office of members of Board committees will be described in the policies and procedures of the Organization.

Section 2. Officers

A. The Officers will be the President, Vice-President, Secretary and Treasurer, and will be elected by the Board from among the sitting Board members.

B. The Officers' terms of office for and the methods for filling vacancies in the Officer positions is described in Sections 1C and 1D of this Bylaw.

C. The Officers will have the powers and duties described in these Bylaws, and will have any other authority that the Board may give them:

1. **President:** The President is the chief elected Officer of the Board and will direct the operations of the Board. The President will preside over all meetings of the Board and meetings of the KYSAFF members; supervise the daily administration of the Organization; sign checks on behalf of the Organization; and perform all other duties stated in these Bylaws or authorized by the Board.

2. Vice-President. The Vice-President will perform the duties of the President when the President is absent or is unable to fulfill the functions of the office; perform duties assigned by the President; and perform all other duties stated in these Bylaws or authorized by the Board.

3. Secretary. The Secretary will certify the integrity of the records of the Organization; sign off on the minutes of the Board meetings and other KYSAFF meetings; perform all duties consistent with the office of Secretary and as assigned by the President; and perform all other duties stated in these Bylaws or authorized by the Board.

4. Treasurer. The Treasurer will be responsible for overseeing the funds of the Organization; sign checks on behalf of the Organization; receive and deposit all money received, and give receipts for money due and payable to the Organization, or will oversee that these duties are performed by personnel who have been authorized by the Board; perform all duties consistent with the office of Treasurer and as assigned by the President; and perform all other duties stated in these Bylaws or authorized by the Board.

Section 3. Committees of the Organization

The Board may create committees of the Organization to help KYSAFF accomplish its mission. The committees will be made up of eligible KYSAFF members as described in Bylaw II, Section 1C1. The President will appoint the committee leaders and members. The membership, operations and terms of office for members of these committees will be described in the policies and procedures of the Organization

Section 4. Staff and Other Assistance

The Board will be authorized to hire or contract with firms or persons who will administer the day-to-day operations of the Organization or otherwise help to do the work of KYSAFF.

Section 5. Finances and Record-Keeping

A. The fiscal year for KYSAFF will be January 1 to December 31.

B. The Board will have general authority over the funds and property of KYSAFF. The Board will approve the annual budget for the Organization, and will set all fees of the Organization. The Board will authorize the investment of funds for KYSAFF as may be appropriate. The Board will approve all contracts over the amount of \$500 by a majority vote of the Board, and will approve loan contracts by a unanimous vote of the Board. The Officers will be authorized by the Board to approve contracts in the amount of \$500 or less.

C. Any Board member may accept gifts on behalf of the Organization, as long as the gifts are in accordance with the policies of the Organization. No Board member can make a charitable contribution on behalf of KYSAFF without having received prior approval from the Board.

D. Records accumulated during the normal business activity of the Organization will be kept by KYSAFF at its principal place of business according to Kentucky Revised Statute 273.233.

BYLAW VI – BOARD NOMINATIONS AND ELECTIONS

Section 1. Eligibility for Board Positions

Only voting members of KYSAFF who are in good standing, as described in Bylaw II, Section 1C1, are eligible to be nominated and elected or appointed to a position on the KYSAFF Board of Directors. Information on Board member requirements and qualifications will be made available to KYSAFF members through a variety of communication methods open and accessible to all members.

Section 2. Nominations

A. Nomination by Committee. There will be a Board Nominations Committee responsible for Board nominations and elections. The Committee will be appointed by the KYSAFF President and be made up of at least two (2) Board members who will not be up for election, and one (1) voting member of KYSAFF who is not on the Board and not seeking election. The Committee will identify at least one (1) eligible candidate for each open Board member position and recommend a slate of candidates to the KYSAFF Board for approval.

The Committee will identify candidates to ensure that the overall Board represents the congressional districts across the commonwealth of Kentucky, different life experiences and living arrangements, and the skills needed to help the Board accomplish its work. Other qualifications, skills and characteristics that may be needed for the Board to achieve its duties and responsibilities will be described in the policies and procedures of the Organization.

The slate of candidates approved by the KYSAFF Board will be announced to the eligible voting members of KYSAFF at least thirty (30) business days before the day of the election. The announcement, including information on all candidates, will be delivered using methods that are accessible to all KYSAFF members.

B. Soliciting Member Interest. Before the Board elections are held, eligible voting members of KYSAFF will receive information on the open Board positions and on Board member requirements and qualifications. Members will be invited to indicate their interest in candidacy and submit information on their qualifications to the Nominations Committee described in letter A. above.

Section 3. Elections

A. Date of Election. The election of Board members will be conducted during a scheduled business meeting of the Organization, as described in Bylaw IV, Section 2.

B. Voting. Voting on each open Board position will be conducted as described in Bylaw IV, Section 4.

C. Determining the Election. A candidate shall be elected to an open Board position upon the vote of a majority of the voting members in good standing, as described in Bylaw II, Section 1C1, present and voting at the business meeting at which the election is conducted. The winning candidates will begin and end their terms of office as defined in Bylaw V, Section 1C.

BYLAW VII – AMENDMENTS

These bylaws may be amended or repealed by an affirmative vote of the majority of the KYSAFF Board of Directors at a meeting held according to the provisions of Bylaw V, Section 1H.

BYLAW VIII – DISSOLVING THE ORGANIZATION

The Organization may be dissolved by the affirmative vote of two-thirds (2/3) of all votes entitled to be cast by the eligible voting members of KYSAFF who are in good standing as described in Bylaw II, Section 1C1. In the event the Organization is dissolved, KYSAFF's assets will be disposed according to the Articles of Incorporation of the Kentucky Self-Advocates for Freedom, Inc.

BYLAW IX - EFFECTIVE DATE

These Bylaws will supersede all prior Bylaws of the Organization and will take effect upon their approval by the KYSAFF Board of Directors unless otherwise stated.

History of the Revision of KYSAFF's Bylaws

On January 21, 2008, the KYSAFF Board of Directors, meeting in Frankfort, Kentucky, approved a motion to review and rewrite the KYSAFF Bylaws. The current Bylaws had been adopted in May 2003, and then amended May, 2007.

The Board reinstated the Bylaws Committee, and charged the Committee to recommend new Bylaws. The Board wanted to approve the new Bylaws by July 1, 2008.

The Bylaws Committee met April 1-3 and May 8-9 in Lexington, Kentucky, and finished its work in meetings on June 4-5, in Louisville, Kentucky. The Committee was assisted throughout the process by a consultant engaged by the Board to advise on Board and organizational development and governing issues. The Committee wanted to make sure that KYSAFF would meet legal requirements and follow good business and governing practices. The members wanted to make sure that any changes to the Bylaws would help make KYSAFF even more open and inclusive; that KYSAFF members would have more ways to participate in the organization and more information on how they could participate; and that the Board and its members would have more guidance on their roles and responsibilities. As part of the last point, the Committee began developing a set of Board qualifications and expectations for current and future Board members.

On June 5, 2008, the Bylaws Committee unanimously approved the language for new Bylaws (including technical edits made to the document during its meeting), and recommended that the Bylaws be approved by the Board.

Approved 06/05/08

Throughout the process, the Board received documents that the Bylaws Committee was working on, and was updated on progress. During the April meetings of the Bylaws Committee, several Board members (not on the Committee) sat in on the discussions and gave input. In a mailing to the Board before its June 5-6 meetings in Louisville, Kentucky, a draft of the proposed new Bylaws language was included for members to review.

On June 5, the Board heard the report and recommendation of the Bylaws Committee. It included a review of the main provisions in the new Bylaws (see the document, *Highlights of New KYSAFF Bylaws*). The Board unanimously approved the new Bylaws on June 5, 2008.

The next step in the process will be the development of more detailed policies and procedures for KYSAFF.