



**South Carolina
Statewide Independent Living Council
BYLAWS**

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PREAMBLE

The South Carolina Statewide Independent Living Council is committed to promoting a philosophy of independent living, including consumer control, peer support, self-help, self-determination, equal access and individual and systems advocacy, in order to maximize the leadership, empowerment, independence, and productivity of individuals with disabilities, and the integration and full inclusion of individuals with disabilities into the mainstream of American society.

MISSION

It is the mission of the South Carolina Statewide Independent Living Council to promote inclusion in all aspects of life for South Carolinians with disabilities.

ARTICLE I. ORGANIZATION

Section 1 – Name

The name of this corporation shall be South Carolina Statewide Independent Living Council (SCSILC), hereinafter referred to as the COUNCIL.

Section 2 – Type of Organization

The COUNCIL is organized and shall be operated as a non-profit corporation under the laws of the State of South Carolina (State), exclusively for charitable and educational purposes as described generally in Section 501(c)3 of the Internal Revenue Code of 1986, as amended (Code), in accordance with the Rehabilitation Act of 1973 as amended, Title VII, Section 705 (the ACT) and as described specifically herein. The COUNCIL shall not be established as an entity within a State agency and the Governor-appointed voting members shall serve as the board of directors of the non-profit corporation. Business and property of the corporation shall be managed and controlled by the COUNCIL except as hereinafter provided.

ARTICLE II. PURPOSE, DUTIES and RESPONSIBILITIES

Section 1 - The Purposes of the COUNCIL are to:

- A. Provide guidance and consultation for the development and expansion of independent living programs, services and concepts statewide that are designed to empower South Carolinians with disabilities to live independently in the community;
- B. Act as liaison and link among South Carolina Centers for Independent Living (CILs), programs providing independent living services, vocational rehabilitation services (as established under Title I of the ACT) and other statewide agencies or organizations serving the interest of individuals with disabilities;
- C. Advocate and provide guidance, both through its own example and the provision of training for others, for South Carolinians with disabilities in the enactment of principles and values promoted by independent living philosophy;
- D. Facilitate and improve working relationships among Councils, CILs and state, federal, non-federal and local planning and administrative entities serving the interests of individuals with disabilities

Section 2 - COUNCIL Duties and Responsibilities

The COUNCIL shall:

- A. Carry out mandates and policies as determined in the ACT.
- B. Develop the State Plan for Independent Living (SPIL) with the Designated State Entity (DSE) and the Centers for Independent Living. The SPIL will be reviewed and/or revised not less than once every three years;
- C. Monitor, review and evaluate implementation of the federally approved SPIL as required in Section 704 of the ACT;
- D. Coordinate activities with the independent State commission, known in South Carolina as the SC Department of Health and Human Services (SCDHHS) established under 34 CFR, Part 361, and other councils that address the needs of cross-disability populations and issues under other Federal laws;
- E. Have authority to perform all actions in the transaction of business, for or on behalf of the COUNCIL;
- F. Have authority to hire/terminate staff as necessary to conduct business and to carry out duties and responsibilities as required by the COUNCIL. Staff shall abide by policies and procedures as set forth by COUNCIL;
- G. Manage, possess and account for the business and property of the COUNCIL, or delegate these duties to the officers and/or staff employed by the COUNCIL;
- H. Ensure that all regularly scheduled meetings are open to the public and that sufficient advance notice is provided in accordance with State Open Meetings Law;
- I. Hold such public forums and hearings as the COUNCIL may determine to be necessary to carry out the duties of the COUNCIL;
- J. Provide to the DSEs and the U.S. Department of Health and Human Service, Administration for Community Living (ACL) such

periodic reports as may reasonably be requested and keep such records and afford access to such records as may be necessary to carry out the duties of the COUNCIL; and

- K. Continue the formal relationship as outlined in the cooperative agreement with the DSE, the SCDHHS Board and the COUNCIL.

ARTICLE III. MEMBERSHIP and QUALIFICATIONS

Section 1. Classification

A. Voting Members.

1. The Governor of the State shall appoint members of the COUNCIL after soliciting and considering recommendations from those organizations representing and/or supporting a broad range of individuals with disabilities. COUNCIL shall make recommendations for appointments to the Governor.
2. Regular members of the COUNCIL shall consist of a minimum of nine (9) and a maximum of fifteen (15) voting members appointed by the Governor of South Carolina.
3. The voting members of the COUNCIL shall be all members except ex-officio members. The voting members shall have equal voting rights on all matters to come before the COUNCIL.
 - (a) A majority of the voting membership shall be comprised of individuals with disabilities who are not employed by, directly contracted by or serve on the Board of Directors of a CIL or State agency.
 - (b) As herein specified, the voting membership of the COUNCIL shall include:
 - (c) At least one director of a CIL chosen by the CIL directors within South Carolina; In addition, the voting membership of the COUNCIL may include:
 - (i) Other representatives from CILs in the state;
 - (ii) individuals with disabilities representing all ages;
 - (iii) parents and guardians of individuals with disabilities;

- (iv) advocates of and for people with disabilities;
- (v) representatives from private businesses;
- (vi) representatives from organizations that provides services to people with disabilities; and
- (vii) other appropriate and qualified individuals.

4. The COUNCIL may be composed of members:

- (i) who provide statewide representation;
- (ii) who represent individuals with a broad range of disabilities from diverse backgrounds; and
- (iii) who are knowledgeable about centers for independent living and independent services.

B. Ex-Officio Members

1. The Governor shall appoint ex-officio, non-voting members who shall not have the right to hold office.
2. There should be no more than six (6) ex-officio members on the COUNCIL.
3. The ex-officio membership of the COUNCIL shall include:
 - (i) One representative from the Designated State Entity (DSE);
 - (ii) One representative from South Carolina's Client Assistance Program; and
 - (iii) No more than four (4) representatives from other State agencies that provide services for individuals with disabilities.

C. Liaison Members

1. The COUNCIL may also include Liaisons, non-voting members who are not appointed to the COUNCIL and who shall not have the right to hold office.
2. There is no minimum or maximum number of Liaison members herein specified.

3. The Liaison membership of the COUNCIL may include:
 - (i) Each director of a CIL who is not currently serving on COUNCIL; and
 - (ii) Representatives from other state agencies that provide services for individuals with disabilities.

Section 2. Qualifications for COUNCIL Membership

Recommendations for membership. In making recommendations for appointments to the Governor, the COUNCIL shall nominate new members through a nominations process, soliciting nominations through an extensive and intensive recruitment process. The COUNCIL shall approve nominees based on recommendations of the Membership Committee and shall consider diversity of disabilities represented and recognized under the ACT, including physical, mental, cognitive, sensory and multiple disabilities, geographic distribution and cultural diversity of members.

Section 3. Term of Service

- A. Each member of the COUNCIL shall serve for a term of three (3) years except that a member appointed to fill a vacancy occurring prior to expiration of the term for which the predecessor was appointed shall be appointed for the remainder of such term, and the terms of service of the members initially appointed shall be for such fewer number of years as will provide for the expiration of terms on a staggered basis.
- B. No member of the COUNCIL may serve after completion of six full years.
- C. Upon completion of six full years, a board member must rotate off the COUNCIL for at least one (1) year (365 days) before being eligible for a new appointment.

Section 4. Vacancies

A vacancy occurring in the COUNCIL shall be filled in the same manner as the original appointment.

The vacancy shall not affect the power of the remaining members to execute the duties of the COUNCIL.

Section 5. Resignation or Removal

It is each member's personal responsibility to notify the Chair if they will be unable to attend a regularly scheduled COUNCIL or Committee meeting. Timing of such notification shall be dependent upon the nature of the circumstances of their inability to attend.

A. Resignation

- (a) If a member chooses to resign, the member must submit a resignation in writing to the Governor with copies to the COUNCIL Chair.
- (b) Members who do not attend (in person or via electronic means) at least three (3) regularly scheduled COUNCIL meetings within a 12 month period may be asked to resign from the COUNCIL.

B. Removal

1. COUNCIL may recommend to the Governor that a regular member who fails to attend three (3) COUNCIL and/or standing committee meetings within a calendar year without good cause be removed following an affirmative vote of the majority of the voting members present at a COUNCIL meeting or via an electronic vote. The member will be given an opportunity to respond in writing or at the meeting in which his or her removal is considered.
2. COUNCIL may recommend to the Governor that a member who violates the COUNCIL Statement of Confidentiality and Ethics Policy be replaced.

3. Recommendation for replacement shall require a 2/3 vote in the affirmative of those members present and voting at a regular or special meeting of the COUNCIL.

ARTICLE IV. OFFICERS

Section 1. Elected Officers

Elected officers of the COUNCIL shall be Chair, Vice-Chair, Secretary and Treasurer.

Section 2. Election of Officers

A. The elected officers shall be elected by the voting members of COUNCIL in a secret and accessible ballot at the annual meeting. New officers shall assume their duties at the close of the meeting at which they are elected. However, in the event of only one nominee, election of the nominee may be by acclamation.

B. Officers shall serve a one-year term or until their successors are elected. Officers may be re-elected but may not serve more than two (2) full, consecutive terms in the same office.

C. Members become eligible for office after serving one year on the COUNCIL.

D. COUNCIL may elect to postpone the election of officers until the first meeting after the gubernatorial appointments have been received.

Section 3. Duties of Officers and Members

Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws and in the adopted parliamentary authority.

A. The Chair shall:

- (a) Preside at all official meetings of COUNCIL,

- (b) Be an ex-officio member of all committees except the Nominating Committee,
- (c) Appoint chairs of all standing and special committees in consultation with the Executive Committee,
- (d) Vote only to break ties, and
- (e) Fulfill such other duties as may be assigned by COUNCIL.

B. The Vice-Chair shall:

- (a) Assume the responsibilities of the Chair in the absence of the Chair, and
- (b) Fulfill such other duties as may be assigned by COUNCIL.

C. The Secretary shall:

- (a) Record all proceedings and to maintain minutes of all meetings.
- (b) Oversee maintenance of all records/documents.

D. The Treasurer shall:

- (a) Serve as chair of the Finance Committee and make reports at COUNCIL meetings,
- (b) Have the authority and responsibility for the safekeeping of the funds and securities of the COUNCIL,
- (c) Oversee the financial records of the COUNCIL, and
- (d) Make financial records available for inspection by any COUNCIL member.

E. Members shall:

- (a) Prepare for and attend meetings,
- (b) Participate in meetings and ask questions, and
- (c) Assist with the work of the COUNCIL.

Section 4. Vacancies in Offices

- A. If the office of Chair becomes vacant, the Vice-Chair shall assume the office.
- B. Any other office shall be filled by COUNCIL at the next regular meeting.

Section 5. Official Spokesperson

The Chair shall be the official spokesperson for the COUNCIL. Other COUNCIL members or staff may serve as spokesperson or represent COUNCIL positions only if directed by the Chair.

ARTICLE V. MEETINGS

Section 1. Dates of Meetings and Notice

- A. COUNCIL shall meet in regular session at least quarterly, including an annual meeting to conduct regular business, hear annual reports of standing committees, elect officers and to reorganize. Meeting dates shall be determined by the COUNCIL and a schedule of meeting dates for the coming year will be published after the last meeting of the Federal Fiscal Year. A tentative meeting schedule for the year will be developed and published annually on the COUNCIL website, State calendar and other public information services.
- B. Notice, stating the date, time, place and purpose of all meetings shall be sent to COUNCIL members at least ten (10) days prior to each meeting.

Section 2. Special Meetings

- A. "Special" meetings may be called at times and locations determined to be necessary to conduct COUNCIL business and to conduct forums or hearings as the COUNCIL considers appropriate. These meetings, hearings and forums shall be accessible and publicly announced.

- B. Special committee meetings may be called by a committee chairperson with the approval of the COUNCIL Chair and notification of the Executive Committee.

Section 3. Quorum

- A. The presence of 51% of the voting members, including one officer, will constitute a quorum. COUNCIL may conduct business only when a quorum is present.
- B. Each COUNCIL member shall notify the Chair when attendance at a committee, regular or special meeting is not possible.
- C. If the Chair has determined a quorum will not be present and if the chair has cancelled the meeting, a designated individual shall notify all COUNCIL members of the cancellation or the rescheduled meeting date.

Section 4. Accessibility and Open Meetings

- A. All meetings shall be open to the public and held in architecturally barrier-free and convenient locations.
- B. Reasonable accommodations will be provided at COUNCIL expense for members or meeting participants upon request made within 21 working days prior to the COUNCIL meetings at which the service is requested.
- C. COUNCIL and all committees are authorized to meet or individually participate by telephone conference or through other electronic communication media so long as all members may simultaneously hear each other and participate during the meeting in accordance with the requirements of reasonable accommodation under the Americans with Disabilities ACT (ADA).
- D. All written materials and notices distributed to COUNCIL members shall be in an accessible format, (Braille, tape, large print, electronic format, etc.) as required by each COUNCIL member. Any materials distributed at meetings must be in accessible format.

- E. The COUNCIL office staff must receive all materials to be distributed at least 15 working days prior to meetings to assure that all materials are in the appropriate format.

Section 5. Executive Session

The COUNCIL may, either on its own initiative or upon the request of an interested party, hold an Executive Session during a regular or special meeting. The following apply:

- A. The presiding officer must identify for the COUNCIL and the general public, the authorization under the South Carolina Open Meeting Law for the holding of an Executive Session.
- B. While inquiry, consultation and discussion may occur in an Executive Session, no decisions may be made.
- C. Motions must be brought before the full COUNCIL for a final vote.
- D. Executive Sessions shall be limited to voting members only.

Section 6. Changes or Cancellation of Meeting

In the event of an emergency, COUNCIL, by a majority vote of the executive committee, and in such case where the governor has declared a state of emergency, the meeting will be postponed by declaration of the chair and not require a vote.

- A. The date of the rescheduled meeting must be prior to the next regularly scheduled meeting.
- B. All members shall be notified of the change in a manner determined by the COUNCIL to be fair and reasonable under the circumstances and in accordance with the South Carolina Revised Code or the ADA.

ARTICLE VI. COMMITTEES

- A. In addition to attendance at regular COUNCIL meetings, each COUNCIL member is responsible for working on at least one committee throughout the year. Individuals with particular

expertise who are not COUNCIL members may be appointed to any committee.

- B. When serving as an appointed member of a COUNCIL committee, non-voting members of the COUNCIL and non-COUNCIL members shall have voting rights in regard to that committee's business.

Section 1. Executive Committee

A. Composition

- 1. Executive Committee shall include the COUNCIL Chair (as presiding officer), Vice-Chair, Secretary, Treasurer, the CIL Representative (whether or not they are an officer) and a Member At-Large elected from the COUNCIL.
- 2. In addition, the immediate past-Chair may serve in a non-voting advisory capacity.

B. Duties

- 1. Transact all business requiring action between regular COUNCIL meetings and report such transactions to the COUNCIL.
- 2. Perform other duties as requested by COUNCIL.
- 3. COUNCIL shall review and confirm or amend all Executive Committee actions at its next meeting.
- 4. Meet by phone and/or email.

C. Voting

- 1. Only members of the Executive Committee who are present at meetings of the Executive Committee shall vote.
- 2. Proxy voting shall not be permitted.
- 3. Accommodations shall be made according to the ADA, for members whose disability prohibits them from attending a meeting.

D. Quorum

1. A majority of voting members of the Executive Committee shall constitute a quorum.

Section 2. Standing Committees

- A. COUNCIL Chair shall serve as an Ex-Officio member on all committees, except the Nominating Committee.
- B. The Treasurer shall serve as a Chair of the Budget and Finance Committee.
- C. The Chair of each committee shall be appointed by the COUNCIL Chair.
- D. The standing committees of COUNCIL shall be:
 1. Budget and Finance
 2. Legislative/Bylaws
 3. Nominating & Membership
 4. SPIL Oversight/Planning
 5. Others as stipulated by COUNCIL

Special committees may be created by COUNCIL or the Chair with the approval of COUNCIL.

ARTICLE VII. REIMBURSEMENT OF EXPENSES

Section 1. Reimbursement

- A. All voting members of COUNCIL shall serve without pay.
- B. All travel reimbursement for reasonable expenses and/or accommodations as provided in the ACT shall be reimbursed dependent upon the availability of funds.
- C. Travel expenses for members, staff and others approved by COUNCIL, shall be reimbursed in accordance with COUNCIL Travel Reimbursement Policies. Reimbursements granted to one representative responsible for providing the SPIL report from each CIL. The Executive Director's designated

representative of choice for that specific meeting shall be reimbursed.

- D. Any payments made to a member or employee of COUNCIL under this Article that are found to be inconsistent with the exempt status of the COUNCIL, shall be returned to the COUNCIL by the member or employee. It shall be the duty of the COUNCIL to enforce return of each such disallowed amount.

ARTICLE VIII. CONFERENCE TRAVEL

Section 1. Conference Attendance

- A. Voting members of COUNCIL may attend conferences at COUNCIL expense, with COUNCIL approval and as budget allows.
- B. With the exception of the Chair or special approval by COUNCIL, no member of COUNCIL may attend a national conference in two (2) consecutive years.
- C. With approval, staff may attend conferences at COUNCIL expense and as budget allows.
- D. Voting members of COUNCIL who attend a national conference, external event or meeting at COUNCIL expense must submit a report of the meeting at the next full COUNCIL meeting.

ARTICLE IX. CONFLICT OF INTEREST

No members of the COUNCIL shall cast a vote on any matter that would provide direct financial benefit to that member or otherwise give the appearance of a conflict of interest under State law. Any perceived conflict of interest shall be brought before the Executive Committee.

ARTICLE X. DECISION MAKING

After thorough consideration, all decisions of the COUNCIL must be approved by a simple majority vote of the voting members present, unless otherwise provided in these Bylaws.

ARTICLE XI. RESOURCES

- A. The COUNCIL shall prepare, in conjunction with the DSE, a resource plan for the provision of resources, including staff and personnel, made available under Parts B and C of Chapter 1 of Title VII of the ACT, Part C of Title I of the ACT, and from other public and private sources that may be necessary to carry out the functions of the COUNCIL.
- B. The COUNCIL resource plan must, to the maximum extent possible, rely on the use of resources in existence during the period of implementation of the State Plan.
- C. No conditions or requirements may be included in the COUNCIL resource plan that may compromise the independence or autonomy of the COUNCIL.
- D. The COUNCIL is responsible for the proper expenditure of funds and use of resources that it receives under the resource plan.
- E. A description of the COUNCIL resource plan must be included in the State Plan.
- F. The COUNCIL shall, consistent with State law, supervise and evaluate its staff and other personnel as may be necessary to carry out its functions under this section.
- G. The COUNCIL may, in the course of managing its operations and in accordance with generally accepted accounting principles, move up to 10% of any budgeted line item from one budgeted line item to another within the approved budget as it deems necessary.
- H. While assisting the COUNCIL in carrying out its duties, staff and other personnel made available to the COUNCIL by the DSE may not be assigned duties by the DSE or any other agency or office of the State that would create a conflict of interest.

ARTICLE XII. DISSOLUTION

The manner of dissolution of COUNCIL shall be as required by the law of the State of South Carolina and the official acts of the Governor of the state of South Carolina and the voting members of COUNCIL.

ARTICLE XIII. INDEMNIFICATION

Officers, COUNCIL members, employees and agents of the COUNCIL shall be indemnified for any costs, expenses or liabilities necessarily incurred in connection with the defense of any action, suit or proceeding in which they are made a party by reason of being or having been a member serving in an elected or an appointed capacity. No member or employee shall be indemnified when adjudged in the action or suit to be liable for negligence or misconduct in the performance of duty.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised*, shall govern the proceedings of COUNCIL in all cases to which they are applicable and in which they are not inconsistent with Federal and/or State laws, these Bylaws, and any special rules of order that COUNCIL may adopt.

ARTICLE XV. AMENDMENT

These Bylaws may be amended by electronic means or at any regular or specially called meeting of COUNCIL by a two-thirds (2/3) vote of the current voting members, provided the amendment has been proposed and submitted in accessible formats to each member of the COUNCIL at least 30 days prior to an upcoming meeting of full COUNCIL.