Junction Center for Independent Living, Inc.
By-Laws

Article 1
Name

The name of this corporation shall be the Junction Center for Independent Living, Inc.

Article 2
Purpose

The Junction Center for Independent Living, Inc., (JCIL) is a private, non-profit, non-residential, community-based organization that is consumer-directed. Its purpose is to empower people with disabilities so they can reach their personal independent living goals. JCIL also provides systems advocacy in the community that will eliminate attitudinal, programmatic and environmental barriers to the realization of equality and independence of people with disabilities. The following core services are available: advocacy, peer counseling, independent living skills training, and information and referral.

Article 3
Board of Directors

Section One: Composition

The Junction Center for Independent Living, Inc., shall be governed by a Board of Directors (hereafter referred to as the Board) that is composed of fifteen (15) voting members. Persons with disabilities shall constitute a majority of the Board. Parents of minor children with disabilities shall be given consideration as Board members, and shall be included in determining the majority of persons with disabilities on the Board. In addition, there shall be two Ex-Officio members to the Board: The Chairperson of the Lenowisco Disability Services Board and a youth representative between the ages of 16 and 21, who shall be elected to the Board.

Section Two: Elections and Tenure

1. Members of the Board, including the youth member, shall be elected to a term of two (2) years. No youth member shall serve beyond their 21st birthday.

2. Each year a Nominating Committee of the Board, appointed by the Board Chairperson, shall fix the number of vacancies to be filled after due consideration of these by-laws.

3. The Nominating Committee, in accordance with these by-laws, shall submit a list of nominees to serve as Directors and present said list to the Board at its annual meeting. Any Director may offer a nominee not named on the list for Board membership at the annual meeting.

4. All vacancies on the Board other than the expiration of a Director's term will be filled at the discretion of the Executive Committee.

Section Three: Meetings

1. The Board shall meet at least once a quarter. Five of the Directors in office shall constitute a quorum for the transaction of business.

2. All members of the Board, including those in which rules and regulation for the operation of the Center for Independent Living are adopted, shall be open to the public in conformity with the Virginia Freedom of Information Act (Section 2.1-341 et. seq., Code of Virginia, 1950, as amended). The Board may meet in executive session only in conformity with Section 2.10344, Code of Virginia, as amended.

3. Special meeting may be held either at the call of the Chairperson or at the request of a majority of the Directors. All meetings shall be held on ten (10) written days notice. Emergency meetings may be called by the Chairman of the board with a 48 hour notice. Notice of emergency meetings need not be in writing.

4. The annual meeting of the Board for the purpose of electing new Board Members and Officers shall be held in June, and new Board Members shall assume their office in July – effective July 1, 2002.

Section Four: Contracts

The Board, except as in these By-Laws otherwise provided, may authorize any officer, agent, or employee to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instance; and unless so authorized by the Board, no officer, agent, or employee shall have power or authority to bind the corporation by any contract or engagement, or to pledge its credit or to render it liable monetarily or any purpose or to any amount.

Article 4
Officers

Section One: Number and Election

The Board shall have the following officers: Chairperson, Vice-Chairperson, Secretary, and Treasurer. All officers of JCIL's Board shall serve one (1) year terms. All officers shall be elected annually by and from the membership of the Board.

Section Two: Chairperson

The Chairperson of the Board shall preside at Board meetings and be the chief Executive Officer of the Board. In addition, the Chairperson shall have the following responsibilities:

1. He/She or his/her delegate shall be the official representative of the Board at all appropriate functions and occasions.

2. He/She shall appoint the membership of all Standing Committees. The Chairperson of the Board shall be an Ex-Officio member, without vote, of all Standing Committees except the Nominating Committee.

Section Three: Vice-Chairperson

The Vice-Chairperson shall perform all the duties of the Chairperson, in the event of the latter's absence. In addition, the Chairperson may assign to the Vice-Chairperson such duties, as the Chairperson may deem appropriate.

Section Four: Secretary

The Secretary of JCIL's Board shall have the following responsibilities in addition to any special duties assigned by the Chairperson:

1. To give appropriate notice of regular and special Board meetings.

2. To keep accurate minutes of all Board and Executive meetings and activities and to distribute it to all Board and Executive Committee members.

Section Five: Treasurer

The Treasurer of the Center's Board shall have the following responsibilities:

1. He/She shall assist the Executive Director and the Budget Committee in the preparation of the annual Budget.

2. Together with the Executive Director, he/she shall submit the annual budget to the Board for its review and approval.

3. He/She shall serve as Chairperson of the Budget Committee.

4. Together with the Executive Director, he/she shall give a completed and accurate report of the financial operation of JCIL at each regular or special meeting of the Board.

5. He/She shall make himself/herself available to the Executive Director of JCIL to co-sign all checks drawn on any JCIL account. If the Treasurer is unavailable, such other persons may co-sign as designated by the Executive Committee of the Board of Directors.

Section Six: Removal of Board Members

Any Board member may be removed from membership by the affirmative vote of two-thirds (2/3) of the full Board of Directors, present in person, at any regular or special meeting called for that purpose, whenever in the Board's judgment the best interests of the corporation would be served thereby. Any director proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting at which such removal is to be voted upon. This notice shall include any reason for this action. The Director proposed to be removed shall be entitled to appear before the Board and be heard at such meeting, at which time he/she may present such witnesses and make such defense as he/she shall deem advisable.

Article 5
Committees

Section One: Executive Committee

There shall be established an Executive Committee of the Board. The Executive Committee shall consist of the Officers and one at-large member elected by vote of the Board. A majority of the Executive Committee shall exercise all the powers of the Board between Board meetings except that of the election of officers and those powers reserved to the Board by law or by resolution.

Section Two: Standing Committees

The Board shall have two standing Committees: Budget and Personnel.

Section Three: Budget Committee

The Budget Committee shall assist the Treasurer in the preparation and the monitoring of the annual budget and in fundraising activities. The Treasurer shall serve as the Chairperson of the Budget Committee.

Section Four: Personnel Committee

The personnel Committee shall assist the Executive Director in handling matters involving the personnel policies and procedures of JCIL. The Vice-Chairperson shall serve as the Chairperson of the Personnel Committee.

Section Five: Ad Hoc Committees

The Chairperson of the Board shall appoint Ad Hoc Committees as necessary to serve at the pleasure of the Board and shall designate the Chair of such committees.

Section Six: Terms of Office

Terms of office of the Executive Committee and Standing Committees shall be for one (1) year and shall begin on June 1 of each year.

Article 6
Staff

Section One: Executive Director

The Executive Director of JCIL shall be the chief operation officer. The Executive Director shall be appointed by the Board of Directors.

Section Two: Duties

The Executive Director shall serve as general manager of JCIL with such limitations and qualifications as set forth below. Responsibilities of the Executive Director include:

1. Attending all meetings of the Board and also, upon request, meetings of the Executive Committee of the Board.

2. Implementing policies created by the Board.

3. Representing of JCIL within the local communities and serving as an advocate and liaison to local, state, and national organizations.

4. Having authority to employ, terminate, and establish salaries of employees of JCIL.

5. Developing and monitoring the budget and overall financial management of JCIL.

6. Having authority to co-sign checks for proper disbursement of JCIL funds.

7. Be available for consultation with the Chairperson of the Board.

8. Entering into contracts on behalf of JCIL.

9. Ensuring that an annual audit by an independent source is performed.

10. Working with the Board to develop and implement short and long range planning for JCIL.

Section Three: Employment of Staff

The Executive Director shall make provision for the employment of such staff as is necessary to accomplish the purpose of the corporation and shall provide for compensation as allocated in the annual budget.

Article 6
General Provisions

Section One: Amendments to the By-Laws

The Board of Directors may at any properly constituted regular or special meeting of the Board amend these By-Laws by a vote of two-thirds (2/3) of the Directors in office, provided that the proposed amendment has been set forth in the notice of the said meeting.

Section Two: Conflict of Interest

Each member of the Board of Directors shall abstain from any action taken by the Board of Directors in any matter before the Board, in which the member, his or her spouse, parent, child, or brother or sister has any personal financial interest.