

BYLAWS
12/9/00

As amended March 2012 and approved by CORD membership on February 14, 2013

ARTICLE I - NAME

1.1 Name. The name of this organization is the Cape Organization for Rights of the Disabled, Inc. Hereafter it shall be referred to as "the organization."

ARTICLE II - PURPOSE

2.1 Purpose of the organization is to advocate for the rights of people with disabilities and to promote a barrier-free environment for all. More specifically, the organization shall do the following:

- A. The organization shall promote active enforcement of all laws protecting the civil rights and related rights of people with disabilities;
- B. The organization shall promote active enactment of new laws, rules and regulations to protect and further the rights of people with disabilities;
- C. The organization shall foster and promote communication between people with disabilities and public persons and organizations;
- D. The organization shall respond to acts of discrimination against people with disabilities in ways deemed appropriate;
- E. The organization shall promote the fellowship of people with disabilities;
- F. The organization shall promote the establishment of fair and equal benefits and entitlement to people with disabilities as the need arises;
- G. The organization shall provide independent living services to people with disabilities.

The organization shall carry out the aforesaid purpose solely for beneficent purposes and without pecuniary gain, benefit, or profit to the organization or its members, officers, and directors.

ARTICLE III - MEMBERSHIP

3.1 Membership. Membership in the organization shall be open to all people who support the purpose of the organization. There shall be three levels of membership: Gold = Dues plus an additional donation; Silver = Dues; and Bronze = Dues of a lesser amount or no dues. Gold and Silver members shall be entitled to vote on issues facing the organization, vote for the board, serve on the board and attend the Annual Meeting at no cost. Bronze members may seek a

waiver to be allowed the same rights as Gold and Silver members provided they request a waiver on dues and can demonstrate financial hardship to the executive director.

ARTICLE V - BOARD OF DIRECTORS

5.1 Number and Eligibility. The organization's board of directors shall consist of eleven persons. Six will be elected directly by the membership and five will be approved by a majority of the membership after recommendation by a nominating committee established by the board of directors. Those eligible to stand for direct election are members of the organization who have paid their dues at least six months prior to the election. Those eligible to be chosen by the nominating committee must have met criteria established by the board. Preference will be given to candidates who have experience with human service or civil rights advocacy work, human service work, non-profit management, or fund raising for a non-profit organization. The board will act affirmatively to ensure that a minimum of more than half of the board are people with disabilities to ensure compliance with rules governing the organization's receipt of funds to be an independent living center. Former paid staff who have voluntarily separated from the organization in good standing and are members of CORD may serve on the board but only after twelve months have passed from the date of their termination from the CORD payroll.

5.2 Term. Members of the board of directors will serve for two year terms. There will be no limit to the number of terms a director can serve. Terms may be extended if there is a delay in the board elections.

5.3 Elections. The membership will elect six members of the board of directors at an organization meeting that is held every two years or closely thereabouts. Voting will be by secret ballot, although assistance in casting ballots will be provided for those who state a need. The presiding chairperson will appoint three non-candidates to count the ballots. Those six persons with the highest vote totals will serve on the board of directors.

In the event of a tie for the final board position, a run-off election will be held immediately following the announcement of the tie. Voting by telephone or by proxy will not be allowed. Absentee ballots will be allowed but cannot be anonymous to confirm voting eligibility and must be received prior to the official counting of votes. Absentee ballots received without a name will not be counted.

Candidates may nominate themselves or be nominated by one of the general membership. Candidacies will be accepted starting six weeks prior to the Annual Meeting and those names received two weeks prior to the Annual Meeting will appear on the printed ballot which will be mailed to Gold, Silver and Bronze members with a dues waiver as well as posted on CORD's website and other appropriate venues. Write-in candidates will be accepted on the day of the election and space will be provided on the ballot for them. Candidates appearing on the printed ballot do not have to be present to be elected. Candidates are requested and encouraged to submit in advance a summary or resume of their qualifications and interest for the board position to

people attending the election meeting prior to the voting. Reasonable accommodations, assistance, and modifications to this policy will be provided by CORD as needed if requested by candidates.

The five people selected by the board nominating committee for the board will be presented to the membership for approval at the next Annual Meeting after the membership directly elects six members. This will ensure rotating board membership and continuity of board membership.

5.4 Vacancies. In the event of a vacancy on the board of directors, the board nominating committee will appoint a person to fill out the unexpired term. In the event that a majority of board positions are vacant, a special election will be called by the remaining board members unless less than four months remain until the next scheduled election. A person elected to fill a vacancy will serve only until that term would normally expire. He or she may then seek another term according to regular election procedures.

5.5 Resignation and Removal. Any board member may resign by giving their decision in writing to the board. Any board member can make a motion before the board for the removal of a board member. At the next scheduled board meeting, the motion must be considered and in order to pass must be approved by a 2/3 vote of the full board serving at that time.

Any person who was removed from the board by vote of the board as discussed above or who resigned at the request of the board because he or she did not adhere to the board code of conduct may not serve on the board again for at least three years and only after his or her candidacy is approved by a 2/3 vote of board members present at an official board meeting.

5.6 Leave of Absence for Board Members. A board of directors member who anticipates an extended absence from the group may seek a leave of absence to be approved by a quorum of the board of directors present at a meeting.

5.7 Quorum. Decisions affecting the organization's business, services, and property cannot be made unless a majority of the board of directors is present. This shall constitute a quorum. Decisions made by the board must be supported by a majority of the board present at the meeting.

5.8 Meetings. The board of directors shall hold meetings at least once each quarter and as needed. All meetings will be open to the membership. The board may move into a closed executive session upon a 2/3 vote of board members present at a meeting to discuss sensitive matters such as personnel issues.

5.9 Compensation. Board members shall receive no compensation for duties performed for the organization, though reimbursement for expenses incurred in the process of performing duties is allowed.

5.10 Powers of the Board. The board of directors shall oversee the business, services, and property of the organization and ensure that the organization is properly run.

5.11 General Membership Meetings. The organization shall hold an annual meeting of the general membership each year, with reasonable notice given to the membership, preferably through the organization's newsletter. At such meetings, board members will give reports and engage in discussion on matters concerning the business and services of the organization and new board members will be elected as appropriate.

5.12 Code of Conduct. The board shall establish a code of conduct for its members to provide guidance and rules on matters not addressed in these bylaws

ARTICLE VI - OFFICERS

6.1 Officers. The officers of the organization shall be selected by majority vote by the board of directors by the end of the third meeting after the direct election of board members by the membership and these officers will come from the board of directors. The following officer positions and duties shall exist in the organization:

A. Chairperson. The chairperson shall preside at all meetings at which he or she is present. The chairperson shall also have such other powers and duties as customarily belong to the office of chairman or president of a corporation or as may be designated from time to time by the board of directors. The chairperson will represent the board when discussing organization business and activities with the director of the organization between board meetings.

B. Vice Chairperson. The vice chairperson shall have all the powers and discharge all the duties of the chairperson in the absence of the chairperson. The vice chairperson shall also have such other powers and duties as may be designated from time to time by the chairperson of the board of directors.

C. Secretary. The secretary will keep a record of the proceedings of the organization and shall be custodian of all books, documents, and papers filed with the organization and its official seal or designate a responsible person to undertake this duty. The secretary shall cause copies to be made of all minutes and other records and documents of the organization and shall certify that such copies are true copies and all persons dealing with the organization shall rely on such certification.

D. Treasurer. The treasurer shall be the chief financial officer of the organization. The treasurer shall also have such powers and duties as customarily belong to the office of treasurer or as may be designated from time to time by the chairperson of the board of directors.

ARTICLE VII - COMMITTEES

7.1 Committees. The chairperson shall appoint committees as the need arises. Any organization member or staff may be appointed to serve on a committee, excluding an executive committee, which can only be comprised of members of the board. Committees that may be established include finance, personnel, and executive, which will help conduct organization business between board meetings during times when normal organization operating procedures may not

be possible. A board nominating committee will be established to ensure compliance with board elections as discussed elsewhere in these bylaws.

ARTICLE VIII- STAFF

8.1 Staff. The board of directors shall hire the organization director who serves at the pleasure of the board. The director will hire and manage other staff and oversee day-to-day organization business. Day-to-day management decisions, including those related to fiscal matters, staff, and provision of services will be under the control of the director with accountability to the board.

ARTICLE IX - AMENDMENTS

9.1 Amendments. These bylaws may be amended, repealed, or altered in whole or in part by a 2/3 vote of the membership present at the Annual Meeting. Such consideration cannot be given until the proposed changes are presented to the membership through the newsletter, CORD's website and other appropriate venues. There will be a six-week period for members to submit comments.

ARTICLE X - EXECUTION OF PAPERS

10.1 Execution of Papers. Except as the board may otherwise authorize, all deeds, releases, transfers, contracts, bonds, notes, checks, drafts, and obligations made, accepted, or endorsed by the organization shall be signed by the chairperson and treasurer or their designees.