

ADVOCATES BUILDING LASTING EQUALITY
IN NEW HAMPSHIRE (ABLE NH)

BYLAWS

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ARTICLE I. MISSION STATEMENT AND PURPOSES

Section 1. Advocates Building Lasting Equality in New Hampshire (ABLE NH) advocates for the human and civil rights and full participation of all children and adults with disabilities in all aspects of community, life and society. Together with our network of members and affiliated chapters, we improve systems of supports and services; connect families; inspire communities and influence public policy.

Section 2. The purposes of ABLE NH include but are not limited to:

- a. Promote the quality of life of people with disabilities in a manner that is determined by the person.
- b. Further research on cause and prevention and education, services and supports to persons with disabilities and methods to ensure that the best practices in these areas are universally adopted. Where possible, all methods will incorporate universal design principles.
- c. Cooperate with and enlist the support of public, private, religious, and professional groups and agencies, both local, state, and federal, in furtherance of the mission and these purposes.
- d. Influence and educate policy makers in order to promote adoption of laws and policies which further the rights of people with disabilities, their quality of life and participation, and these purposes.

e. Advocate for full implementation of laws and policies which further the rights of people with disabilities, their quality of life and full participation, and the mission and purposes of this organization.

f. Provide information and education to expand the perspectives, skills, expectations and knowledge of families, people with disabilities, and providers of supports and services.

g. Educate the public about the needs and rights of people with disabilities to full participation and quality of life and the role and responsibility of government, citizens and communities in meeting those needs and ensuring those rights.

h. Promote membership in ABLE NH and the establishment of local chapters by providing advice, assistance and guidance to local chapters and members.

i. Solicit and receive funds for the accomplishment of the above purposes.

ARTICLE II. MEMBERSHIP

Section 1. Members. Any person who supports the mission of ABLE NH may become a member by making application and paying annual dues as established by the Board of Directors.

Section 2. Local Chapter. A local chapter is defined as an organization of at least ten (10) active individual members.

a. To become a local chapter of ABLE NH, the members of the local organization shall apply to the Board of Directors of ABLE NH for recognition.

b. The group must demonstrate an understanding and commitment to the mission of ABLE and the capability to carry out activities and projects at the local level consistent with the values and positions of the statewide organization.

c. The requirement for 10 active individual members may be waived by the Board of Directors if it determines that the group is able to effectively function with fewer members and is making efforts to recruit additional members.

Section 3. Any local chapter and/or individual member may be suspended or expelled from ABLE NH on the affirmative vote of two-thirds of ABLE NH's Board of Directors. Action to suspend or expel a member for cause may be initiated by written petition, supported by two-thirds vote of a local chapter's members, or on the recommendation of ABLE NH's Executive Committee. The Board of Directors shall have the authority to affirm or dismiss the action to suspend or expel.

Section 4. A suspended local chapter or individual member may apply for reinstatement as soon as the cause for the suspension has been removed. A local chapter

or member shall have the right to appeal a decision to suspend their membership at the next regular meeting.

Section 5. Whenever the term “good standing” is used relative to membership, it requires that dues are current and that the member has not been suspended or expelled.

Section 6. No member shall make representation to any public official or body, or speak or act publicly in ABLE NH’s name without prior approval from the Executive Committee or Board of Directors.

Section 7. Each local chapter shall furnish to ABLE NH its membership roster annually.

ARTICLE III. BOARD OF DIRECTORS AND OFFICERS

Section 1. The officers of ABLE NH shall consist of a President, Vice-President, a Secretary and a Treasurer, who shall be elected by the Board of Directors to serve a term of two years, or until their successors are elected. Each officer shall, at the time of his/her election, be a member in good standing. The Board shall take reasonable measures to provide for leadership development within its membership and to discourage the election of the same person to the position of President or Vice-President for more than two consecutive terms.

Section 2. Conflict of Interest Provisions.

a. Conflict of Interest Policy: ABLE NH will abide by all requirements of NH RSA Chapter 7, Section 7:19 et seq., RSA Chapter 292 and any other requirements of state law relative to conflict of interest, which are hereby incorporated by reference.

b. Definitions.

1. For purposes of these by-laws, and subject to any applicable provisions of state or federal law, a "conflict of interest" shall be a private, public and/or financial interest which would materially limit or adversely affect an officer’s ability to carry out their responsibilities for ABLE NH.

2. The term “service provider” for purposes of these by-laws means a government entity such as the departments of health and human services or education or a private unincorporated or incorporated non profit or profit making entity or business whose principal function is to provide direct service to people with disabilities on a paid basis, or any employee of such government or private entities who publicly represents the entity or is employed on a full-time basis. Family members who are providing direct support or care to their own relative with a disability shall not be considered “service providers” even if they receive compensation. Organizations, or their employees, whose primary or sole purpose

is advocacy shall not be considered service providers.

3. The term “family member” for purposes of these by-laws means a natural, adoptive or step parent, legal guardian, brother, sister, or grandparent of a person with a disability, or any other person related by blood or marriage who provides direct support to a person with a disability.

c. The President and Vice-President cannot be a service provider, unless the following conditions are met:

1. He or she is not a public spokesperson for the service provider and is not generally perceived by ABLE members, the broader disability community, policymakers or the public as representing the service provider.

2. The provider agency has been informed of the individual's involvement in ABLE and has committed to not attempt to influence that person's decisions or activities on behalf of ABLE.

3. The relationship has been disclosed to the Board, and the person and the Board are satisfied that their association with the provider will not impact the exercise of their independent judgment on behalf of ABLE or their ability to carry out their responsibilities to ABLE.

d. The following cannot serve as President or Vice-President:

1. Any employee of a service provider who is not a person with a disability or a family member; or

2. Any person who has a conflict of interest

e. A member shall be disqualified from participating in discussion about, or voting on any motion regarding, litigation, possible litigation, contracts, or any other matter that may pose a conflict of interest with or concerning an entity or affiliate entity to which he or she is employed or has directorship, membership, or ownership-shareholder relation.

f. The members of the Executive Committee shall sign and certify, upon nomination, and update on an annual basis, a disclosure statement revealing any potential conflicts of interest which he or she may have with the purposes of the corporation. The disclosure shall include, but not be limited to, statements as to ownership, employment, directorship, membership, or any other involvement with a person, agency, or organization that provides services other than advocacy to persons with disabilities, as well as any paid relationship with any branch of government.

Section 3. The President shall preside at the annual meeting, Board of Directors, and Executive Committee meetings.

The President shall, with the advice of the Executive Committee or the Board of Directors, appoint all standing and special committees. He/she shall be an ex officio member of all committees except the Nominating Committee.

Section 4. The Vice-President shall succeed to the presidency in case of a vacancy in that office and shall perform the duties of the President in his/her absence. In the event both the President and Vice-President are unable to serve, the Board of Directors shall appoint a successor for the unexpired term.

Section 5. The Secretary shall ensure that accurate records of the proceedings and business transacted at all meetings of ABLE NH, Board of Directors, and Executive Committee are kept.

Section 6. The Treasurer shall be responsible for ensuring proper financial controls are in place regarding receipt of all revenues of ABLE NH.

The Treasurer's Duties include:

- 1) issuance of receipts for revenues
- 2) keeping of an accurate and complete account of all funds received and disbursed
- 3) ensuring that an annual audit is conducted.

The Treasurer shall be bonded in an amount to be determined by the Board of Directors.

Section 7. The Executive Committee shall be composed of the current officers and the immediate past president of ABLE NH.

Section 8. The Executive Committee shall exercise all powers of the Board of Directors between meetings of the Board, provided that on any matter of major significance to the organization an electronic or telephone vote of the full Board will be conducted if time allows.

Section 9. The Executive Committee shall meet as needed between meetings of the Board. A meeting of the Executive Committee may be called by the President or by any three members of the Committee.

Section 10. At least 50% of the membership of the Executive Committee shall be present to constitute a quorum.

Section 11. The majority of Board members shall be people with disabilities or family members who are not employed by service providers. Each Director shall be a member in good standing.

Section 12. The Board of Directors shall be composed of the immediate past president of ABLE NH, at least one director representing each local member chapter, selected by the chapter, and directors-at-large elected by the membership or appointed by the Board, provided that:

a. For the first Board of Directors, the incorporators shall select the number, composition, and terms of the Board reflecting the requirements of these by-laws as much as feasible and provided that none of the terms of the initial board members shall exceed 2 years.

b. For all future Boards, the number of Board members shall not be less than 7 members, nor exceed 15 members.

c. Board members shall serve staggered three-year terms, provided that shorter terms may be created in order to stagger terms and allow for the filling of vacant positions.

d. Chapters with over 20 members may appoint two directors.

e. The University of New Hampshire Institute on Disability (IOD), Disability Rights Center (DRC) and NH Council on Developmental Disabilities may each appoint a representative to the Board to serve in an ex officio capacity.

Section 14. In the event any officer vacates his/her office, becomes unable to fulfill their duties, or is removed from office before his/her term expires, the Board of Directors may appoint a successor to serve the remainder of his or her term.

A vacancy created in the position of a Director representing a local member chapter will be filled by a Director selected by the local member chapter.

Section 15. The Board of Directors shall meet at least quarterly. A special meeting of the Board of Directors may be called by the President, any three Board members, any two (2) local member chapters, or by 25% of the overall membership upon written request to the Secretary. The request shall state the reason for calling the meeting and the specific business to be transacted.

Section 16. When a decision by the Board of Directors is needed and it is not practical to call a meeting of the Board, the President may take a ballot of the Board members by mail, email or by telephone and confirmed by mail or email. Replies must be received from 60% of the Board members and two-thirds of those replying must vote in the affirmative for the proposal to carry.

Section 17. A quorum shall consist of at least 50% of the Board members.

ARTICLE IV. STAFF

Section 1. The Board of Directors shall hire and establish the duties of, and determine the salary of any and all staff. Staff shall function at all times within the policies established by ABLE NH and the Board of Directors. All staff shall serve at the pleasure of the Board of Directors.

Section 2. The Executive Director/Lead Organizer shall be the administrative head of ABLE NH, serving under the direction of the Board of Directors through the President. He/she shall be responsible for the carrying out of the policies of ABLE NH and to develop and implement an overall state program.

ARTICLE V. MEETINGS OF ABLE NH

Section 1. The membership of ABLE NH shall meet annually at a time and date selected by the Board of Directors.

Section 2. Special membership meetings of ABLE NH must be called by the President upon a two-thirds vote of the Board of Directors and must be called by the President upon the written request of two local chapters or 25% of the membership.

Section 3. Written notice of all membership meetings of ABLE NH must be given to local member chapters at least two weeks in advance.

Section 4. Each member in good standing is entitled to one vote. The Board may establish the option of member participation by telephone or video conference.

Section 5. A quorum at a membership meeting of ABLE NH shall consist of 20 members in good standing or 25% of the total membership, whichever is less.

ARTICLE VI. NOMINATION AND ELECTIONS

Section 1. The Nominating Committee shall consist of five active members of ABLE NH to be selected in the following manner and to serve until the next Annual Meeting: (a) the immediate past-President who shall serve as Chairperson, (b) two members to be elected at the Annual Meeting, and (c) two members to be elected by the Board of Directors at its meeting just prior to the Annual Meeting. The President shall appoint a successor for any committee member committee who subsequently becomes ineligible or unable to serve.

Section 2. The Nominating Committee shall recruit candidates for open at-large Board positions and make recommendations to the membership.

Section 3. The election shall be held at the Annual Meeting.

Section 4. Voting shall be secret ballot for any position for which there is more than one candidate.

Section 5. To be elected, a candidate must receive a majority of votes cast for that position, except that in electing members of the Nominating Committee, the two candidates receiving the largest number of votes shall be declared elected. In case a candidate for a position does not receive a majority of the votes cast, a vote shall then be taken on the two candidates receiving the highest number of votes.

Section 6. The Board of Directors may appoint Directors to fill vacancies, who shall serve for the remainder of the term they are filling

ARTICLE VII. FISCAL MATTERS

Section 1. The fiscal year shall be determined by the Board of Directors.

Section 2. ABLE NH Board of Directors or Executive Committee may authorize an audit of the Treasurer's records at any time.

Section 3. An annual audit must be presented to the Board of Directors by the Treasurer.

Section 4. All funds shall be deposited in the name of ABLE NH in a bank approved by the Board of Directors.

Section 5. The Board of Directors may at its discretion and subject to the availability of funds allocate funds to local chapters, and authorize local chapters to raise and manage funds for the activities of the local chapter, which shall be accounted for and reported to the Treasurer.

Section 6. All checks in excess of \$1,000.00 drawn by ABLE NH shall require two signatures as designated by the Board of Directors.

ARTICLE VIII. RELATIONS WITH LOCAL CHAPTERS AND MEMBERS

Section 1. ABLE NH shall endeavor to organize local groups throughout the state and shall assist such groups in becoming local chapters.

Section 2. ABLE NH shall endeavor to encourage, assist and guide the local chapters and members or groups of members in developing and carrying out programs.

Section 3. The ABLE NH Board of Directors shall designate who is authorized speak on behalf of ABLE before state and federal bodies and other similar forums. Members may speak on behalf of ABLE NH if they obtain permission to do so from the Executive Committee or the Board of Directors. Any local chapter may designate an individual to speak on behalf of the local chapter, providing any positions expressed are not inconsistent with any positions taken by the statewide organization. Any questions will be resolved by the Board of Directors.

ARTICLE IX. COMMITTEES

Section 1. The Board of Directors may establish committees as may facilitate the work of ABLE NH, define the duties of each such committee and fix the duration of its activities.

The President shall be an ex-officio member of all committees except the Nominating Committee. The President shall decide any conflict of jurisdiction among committees.

Section 2. The President with the advice of the Executive Committee shall appoint members to committees and designate committee chairs.

Section 2. All committee members shall be and remain members in good standing of ABLE NH. However, the President or committee chairpersons may appoint other persons, such as education leaders and professional leaders to serve with the committee in any advisory or consulting capacity.

ARTICLE X. PARLIAMENTARY AUTHORITY

Section 1. Robert's Rules of Order, Revised shall govern the conduct of business at meetings of ABLE NH, the Board of Directors, and the Executive committee in all cases in which they are applicable and not in conflict with the Constitution and Bylaws.

ARTICLE XI. BYLAWS AND AMENDMENTS

Section 1. These Bylaws may be amended by two-thirds vote of the membership at the Annual Meeting of ABLE NH or at a special meeting called for the purpose. The proposed amendment shall have been presented in writing to each local member chapter and each member in good standing at least two weeks prior to the meeting at which it is to be voted upon. Communications to members and chapters shall be by email, subject to reasonable accommodations if the member or chapter requests an alternative means of communication.

Section 2. Amendments may be proposed in writing to the Board of Directors by an Officer, Board Member, or a local member chapter in good standing. If a majority of the Board votes to recommend the amendment, it shall be presented to the membership.

Section 3. In the event any provision of these Bylaws is inconsistent with state or federal law, it shall be null and void.

ARTICLE XII. INDEMNIFICATION

Section 1. ABLE NH shall indemnify any director or officer of ABLE NH who is made a party to any proceeding by reason of service in his or her capacity as director or officer, as required or allowed by law, if the director or officer acted in good faith and reasonably believed that his or her actions met the standard of conduct necessary for indemnification under New Hampshire Law.