

**THE BY-LAWS OF
ACCESS INDEPENDENCE, INC.**

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ARTICLE I

General Information

Section 1.01 - Principal Office

The name of the Corporation shall be Access Independence, Inc. (Ai). The principal office of the Corporation shall be in Winchester, Virginia, and at such other places within its service area in Virginia as shall be determined by the Directors.

Section 1.02 - Mission

Ai is a consumer-controlled organization formed exclusively for charitable and educational purposes, more specifically, Its mission is to secure and maintain the human and civil rights of people with disabilities in the Commonwealth of Virginia's Northern Shenandoah Valley through the promotion of independent living and empowering people to make their own life choices, achieving their greatest potential by providing an array of services under the overall direction of a governing Board.

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ARTICLE II

Board of Directors

Section 2.01 - Duties and Responsibilities

Except as otherwise provided by statute or in these By-laws, the Board of Directors shall be responsible for the policies and direction of the Corporation, and shall delegate daily operations to an Executive Director.

Section 2.02 - Election, Term of Office, and Number of Directors

The Board of Directors shall consist of not fewer than seven (7) and not more than fifteen (15) Directors, and shall contain a majority number of individuals with significant disabilities who shall provide a cross-disability representation (22VAC30-30-150, Governing board of centers for independent living). The organization will encourage representation from each county or city in the area served by Ai to be represented on the Board of Directors. At the annual meeting, Directors shall be elected from a list of candidates submitted to the Board of Directors, for a term of three (3) years, and until their successors are elected. No Director shall serve more than three consecutive terms. Having served three consecutive terms, a Director must remain off the Board for a minimum of one year before being considered for re-election to the Board. The election to serve the remainder of the current year of the unexpired term created by a predecessor's vacancy shall not be counted against the three-term limit for the replacement Board member. When necessary, at a regularly scheduled board meeting, up to two additional board members per fiscal year, may be nominated and elected.

Section 2.03 - Nomination Procedure

The President of the Board of Directors shall, annually, at least thirty (30) days prior to the annual meeting, appoint a Nominating Committee composed of no fewer than three (3) members. The Nominating Committee shall prepare a list of qualified nominees who have expressed a willingness to serve as Directors. The committee shall present its nominees at the annual meeting.

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Section 2.04 - Resignation

Resignation from the Board shall be in writing and forwarded to the Secretary.

Section 2.05 - Terminations and Absences

A director shall be removed if they have three unexcused absences from the Board meetings within the year, as determined by the Board. A director may be removed for other reasons by a two-thirds vote of the remaining directors, when removal is deemed in the best interest of Ai. Proposed removal shall be submitted with documented notification to all Directors at least twenty (20) days in advance of a scheduled meeting.

Section 2.06 - Vacancies

Any vacancy that may occur on the Board of Directors caused by death, resignation, or removal, shall be filled by a vote of a majority of the members thereof, for the remainder of the current year of the unexpired term.

Section 2.07 - Annual Meeting

The Board shall hold its annual meeting for the purpose of (1) electing Officers and Directors, (2) appointing the Chairs of the Standing Committees, (3) and transacting such other business as may come before it. The annual meeting will be held in June, July, or August. Documented notice of at least twenty (20) days will be given to all Directors prior to the anticipated date of such meeting.

Section 2.08 - Other Meetings

Meetings of the Board of Directors shall be held at any time when called by order of the President of the Board, or alternatively by any three Directors. Each such meeting shall be held at such place as shall be specified in the notice thereof.

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Section 2.09 - Notice

Documented notice of each meeting of the Board of Directors, other than the annual meeting, shall be given to each Director not less than seven (7) or more than thirty (30) days before the day on which the meeting is to be held. Notice of any meeting of the Board need not be given to any Director who shall waive such notice in writing, before or at such meeting, or if they shall be present at the meeting.

Meetings of the Board of Directors or any committee thereof may be held by means of conference telephone, video conference, or similar communications equipment whereby all persons participating can hear or see one another. In the event a meeting is held in such a manner, a written record of all actions taken during such meeting shall be kept.

Section 2.09.1 – Action by Unanimous Written Consent

An Action may be taken without a meeting as long as a quorum of Directors voting, sign a consent describing the action to be taken, and delivers it to the Corporation, as long as such action is warranted by significant extenuating circumstances.

Section 2.10 - Quorum

A majority of the Board of Directors then serving shall constitute a quorum at any meeting.

Section 2.11 - Non-Voting Board Members

In addition to the voting members of the Board, there shall be a category of board member known as Director Emeritus who is recommended by the Nominating Committee and elected by the Board of Directors at the annual meeting. An eligible member is a current or former director who has completed his/her term of service to the Board with distinction and excellence, and held a leadership position making a significant contribution to the organization. A Director Emeritus shall be entitled to receive all written notices and information that is provided to the Board of Directors, to attend board meetings, to participate in committee meetings, and to attend organizational events. The member shall not be subject to any attendance policy used to determine if a quorum is present, hold office, or vote at any board meeting.

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Section 2.12 - Organization

At each meeting of the Board of Directors, the President shall act as Chair thereof, or, in case of absence, the President shall arrange for other officers of the Board to preside at each meeting in the following order: Vice-President, Secretary, and Treasurer. In the event the Officers are not present, the Members of the Board present at the meeting may select another person to chair the meeting.

Section 2.13 - Compensation

The Directors shall receive no compensation for the services to the Corporation in the capacity of Directors, but may receive reimbursement of their actual expenses.

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ARTICLE III

Committees

Section 3.01 - Executive Committee

The Executive Committee shall consist of the Officers of the Corporation and up to two members from the membership of the Board of Directors appointed by the President and approved by the Board. During the intervals between meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the duties and responsibilities of the Board of Directors in all cases, allowed by statute, in which specific directions have not been given by the Board of Directors. The Executive Committee may fix its own rules of procedure, but in every case, the presence of at least a simple majority of the Executive Committee shall be required to constitute a quorum. The Executive Committee of the Corporation shall report to the Board of Directors on the business conducted at said meeting, no later than the next meeting of the full Board.

Section 3.02 - Finance Committee

The Treasurer shall Chair the Finance Committee. The Finance Committee shall include a minimum of two (2) members from the membership of the Board of Directors appointed by the President and approved by the Board. The Finance Committee is responsible for (1) assisting in the development of, and reviewing fiscal policy and procedures, (2) reviewing and recommending the annual budget, prior to its being submitted to the full Board, and (3) reviewing the annual audit prior to submission to the Board for approval. The Board shall approve the annual budget and any substantial change in the budget, which decreases or increases the overall dollar budget. The Executive Director shall serve on the Finance Committee and shall be involved in the budgetary process. The Finance committee shall meet as necessary to perform the functions required of it by the Board.

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Section 3.03 - Personnel Committee

The Personnel Committee shall include a minimum of two (2) members from the membership of the Board of Directors. The President shall appoint the committee Chair and nominate interested members to be approved by the Board. The Personnel Committee shall be charged with (1) annually evaluating the performance of the Executive Director and maintaining the instrument used to evaluate the performance, (2) conducting contract negotiations with the Executive Director, (3) developing and reviewing personnel policies for adoption by the Board, (4) reviewing and investigating employee grievances in accordance with the *Access Independence, Inc.'s Policies and Procedures: Employees Policies and Procedures* Section, and (5) conducting exit interviews with departing employees.

Section 3.04 - Special Committee

The President, subject to approval of the Board, may periodically appoint special Committees to have responsibilities for specific issues as may be deemed necessary. Special Committees shall have a specific task, which will be detailed in writing, subject to Board approval.

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ARTICLE IV

Officers

Section 4.01 - Officers of the Corporation

The Officers of the Corporation shall include a President, Vice-President, a Secretary, and a Treasurer.

Section 4.02 - Time of Appointment and Term of Office

All Officers shall be elected by the Board at its annual meeting, and shall serve for a term of one year.

Section 4.03 - Resignations

Any Officer may resign at any time by delivering a written resignation to the President or the Secretary of the Corporation.

Section 4.04 - Removal

Any Officer may be removed when appropriate, either for, or without cause, by a vote of a two-thirds majority of the Directors. A notice of which, shall specify the proposed removal. In the case of a proposed removal, notice must be afforded those Directors who may have waived the notice requirement for routine meetings.

Section 4.05 - Vacancies

In event of emergency or unusual circumstance where an Officer resigns or is unable to serve, the President has the duty and responsibility to appoint an acting Officer, from the membership of the Board of Directors, until the Board may meet and formally elect a replacement Officer.

Section 4.06 - President

The President of the Corporation shall preside as Chair at all meetings of the Board of Directors, shall have general supervision over the affairs of the Corporation, and shall have other such duties and responsibilities not inconsistent with these By-laws as may be assigned to the President by the Board. The President of the Corporation shall serve as an ex-officio member of all Committees.

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Section 4.07 - Vice-President

In the absence of the President, the Vice-President of the Corporation shall assume the duties and responsibilities of the President until regular elections, or until the Board decides to officially fill the vacated post. The Vice-President shall have other such duties as may be assigned by the President or the Board of Directors.

Section 4.08 - Secretary

The Secretary shall be responsible for the safekeeping of all records and documents of the Corporation, including a current roster of Officers and Directors of the corporation. The Secretary shall keep a complete and permanent record of all proceedings of the Board of Directors and of the Executive Committee. The Secretary shall perform other duties not inconsistent with these By-laws as are incident to the office of Secretary, or as may be assigned or determined by the President or the Board of Directors.

Section 4.09 - Treasurer

The Treasurer shall oversee the fiscal and financial responsibilities of all accounting policies to ensure the safety and integrity of the accounting system as deemed necessary by the Board, regulatory agencies and generally accepted accounting principles (GAAP). The Treasurer shall render such reports to the Board of Directors at such times as may be requested.

Section 4.10 - Compensation of Directors and Officers

The Officers of the Corporation shall serve without salary, but the Board may authorize reimbursement of reasonable expenses incurred by the Officers in performance of their duties.

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ARTICLE V

Executive Director

Section 5.01 - Other Officers and Agents

The Board of Directors may in its discretion hire other agents and employees, including an Executive Director or General Manager, and delegate other duties and responsibilities not inconsistent with the Articles of Incorporation or these By-laws.

Section 5.02 - Executive Director

The Executive Director shall have an employment contract stating the terms of employment, starting salary, primary duties, and conditions of termination. The Executive Director shall serve as a member of all Committees.

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ARTICLE VI

By-laws

Section 6.01 - Amendment of By-laws

Except as otherwise provided in the By-laws, they may be amended by a two-thirds majority of the Board of Directors present at any meeting of the Board, provided that proposed amendments shall be submitted with documented notification to all Directors at least twenty (20) days in advance of a scheduled meeting.

ARTICLE VII

Other

Section 7.01 - Fiscal Year

The fiscal year of the Corporation shall begin on July 1st and end on the following June 30th of any given year.

Section 7.02 - Conduct of Meetings

The conduct of all meetings shall be according to Robert's Rules of Order.

These by-laws were adopted at a meeting of the Board of Access Independence, Inc., at which time a duly constituted quorum was present and voting on April 18, 2023.



Fay Dutton, Secretary
Access Independence, Inc.