



Access North

Center for Independent Living of Northeastern Minnesota

*Assisting individuals with disabilities to live independently, pursue meaningful goals,
and have the same opportunities and choices as all people.*

Corporate By-Laws

Article 1: Location

Section 1 The name of this corporation is Access North Center for Independent Living of Northeastern Minnesota, Inc., (hereafter referred to as Access North).

Section 2 The registered office of this corporation shall be located in Hibbing, Minnesota, county of St. Louis, and state of Minnesota. The corporation may have such other branch offices, either within or without of its service area, as the Board of Directors may determine.

Article II: Purpose

Section 1 The purpose of this corporation shall be:

Mission Statement:

a. To assist individuals with disabilities to live independently, pursue meaningful goals, and have the same opportunities and choices as all people.

b. To do and perform any and all acts of things necessary, proper, or convenient or incidental to the furtherance or carrying out of the powers or purposes relating to the mission.

Article III: Operation

Section 1 Board of Directors

- a. The responsibility for the general control and management of the policy, affairs, and direction of Access North shall be vested in the Board of Directors.
- b. Membership: the authorized number of elected directors shall be limited to twelve (12) members, at least (51%) of the Directors shall be disabled themselves. Board members may not be current consumers of Access North services.
- c. The Board shall be comprised of community members at large and representative of the service area of the corporation.
- d. Term of office: term of office shall be three (3) years with no more than 3 consecutive terms. Board members are eligible for re-election after being off the board for one year.
- e. Removal: any member may be removed at the will of the Board upon the vote of at least three-fourths of the Board in favor of such action. Absences without notification which number greater than three (3) monthly Board meetings in any one-year may necessitate removal at the discretion of the Board.
- f. Vacancies: Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the Board members.
- g. Officers: there shall be a President, Vice- President, and Treasurer. These officers shall be elected by the Board itself immediately following each annual meeting. Each officer shall serve a one (1) year term and can be re-elected by the Board. No Board member shall serve more than three (3) consecutive terms in the same office. Any vacancies in the elective positions, except that of the president, shall be filled for the unexpired term through a majority vote by the Board. A staff member will be appointed as Secretary to the Board with no Board privileges.

Section 2 Standing Committees

General:

The members and the chair of all committees of the Board of Directors shall be appointed by the President of the Board of Directors, or in the absence of the President, by the Vice President presiding at a meeting of the Board of Directors. The membership, number, and function of such committees may be non-members of the Board, as the Board may determine, except that the membership of the Internal Affairs Committee and Governance Committee shall be composed of only members of the Board.

b. Governance Committee:

In addition to recommending candidates for election as officers and members of the Board, the committee is responsible for the health and function of the board, including orientation and training. It is also responsible for succession planning for board officers and the executive director.

c. Internal Affairs Committee:

The Internal Affairs Committee shall consist of the President, Vice President, Treasurer, past President and other members appointed by the President. Its duties include finance and budget, investments, human resources, facilities, policies, salary and benefit plans, and employee grievances. This committee may act as a decision-making body if it becomes necessary between regular board meetings.

d. External Affairs Committee:

The External Affairs Committee's duties are related to Access North's communications and systems advocacy activities, including public relations, publications, marketing and fund-raising, and public policy issues.

e. Other Committees:

The Board of Directors shall have the option to establish advisory and other ancillary groups to facilitate the activities of Access North. These groups shall operate under the guidelines established in the articles of incorporation and these by-laws.

Section 3 Meetings

- a. Meetings of the Board of Directors shall be held on regular basis. The Chairperson may call special meetings.
- b. Notice of all meetings shall be given at least five (5) business days in advance of such meetings to every member of the Board.

Section 4 Quorum

- a. A simple majority of the Board shall constitute a quorum.

Section 5 Voting

- a. Each Board member in personal attendance at any meeting of the Board shall be entitled to one (1) vote. Votes may also be conducted by email for issues needing Board action in between meetings.

Section 6 Procedural Powers

- a. The Board may consult and enter into any agreement with other agencies pursuant to the general purposes and objectives of Access North.
- b. The Board shall be empowered to receive funds in support of Access North.

Section 7 Nominating Committee of the Board of Directors

- a. At least one month before the election of officers, the Governance Committee will present a slate of officers to the full board for consideration.

Section 8 Duties of Officers of the Board of Directors

- a. The Chair of the Board shall perform such duties as are usually performed by such officer and shall preside at all meetings of the Board. The Chair shall appoint such committees as are deemed necessary by the Board and may serve as an ex-officio member of such committees.
- b. The Vice-Chair of the Board, in the absence of the Chairman, shall have the powers and duties of the Chairman.

c. The Secretary to the Board shall keep the corporate records, as well as the minutes of the Board meetings.

d. The Treasurer of the Board shall be the custodian of all funds and property of the corporation. The Treasurer shall see that a full and accurate account of the financial affairs of the corporation is kept, and make a financial report to the Board upon request of the Chair. The Treasurer shall also perform any other duties usually incidental to that office

Article IV: Finances

Section 1 The Board shall annually certify all accounts or shall have all accounts audited annually by a certified public accountant, not otherwise employed by the Board.

Section 2 The accounting methods of the corporation shall be in accordance with accepted accounting practices. There shall be a statement showing, in reasonable detail, the sources of income, manner of expenditures and any funds held in a separate account.

Section 3 The Corporation shall be operated upon a budget set up at the beginning of a fiscal year, which shall be January 1.

Section 4 The Executive Director shall sign or stamp all checks including payroll. The Board may designate additional individuals, including staff, as authorized signatures. Any two (2) signatures, only one of which may be a staff member, are required for all expenditures of \$5,000 or more. The Executive Director's signature alone can authorize expenditures of less than \$5,000. The Board Chair will review all checks written (including payroll).

Section 5 Upon dissolution of Access North, all funds and property remaining after paying or adequately providing for the debts and obligations of the corporation shall be held in trust for the use of benefit of or distribution to, another non-profit corporation organized and existing for the general purposes and objectives of the corporation, as herein above stated. This shall not apply to the use of any governmental funds, which in the case of dissolution would revert back to their source.

Article V: Service Area

Section 1 The service area of Access North shall encompass northeastern Minnesota. The service area may be modified as necessary to carry out the functions of the organization.

Article VI: Amendment

Section 1 The by-laws may be amended at any meeting of the Board of Directors, provided notice of the proposed amendment has been mailed to each Board Member at least five (5) days prior to such meeting. Amendments to the by-laws must be passed by a two-thirds vote of the Board.

Section 2 The meetings of the Board of Directors of the Center shall be conducted in accordance with Robert's Rules of Order.

Article VII: Executive Director

Section 1 Duties: the Executive Director shall be appointed by the Board of Directors. The Executive Director shall be an ex-officio member of the Board of Directors with the same rights and responsibilities. The Executive Director shall be the managing agent of the corporation and shall be responsible for the administration, direction, and management of its affairs, subject to the general supervision, control, and direction of the Board of Directors. The Executive Director shall report regularly to the Board of Directors at their meetings with respect to the affairs of the corporation.

Section 2 Employees: subject to and within limits prescribed by the Board of Directors, the Executive Director shall employ and discharge such personnel as may be needed to carry out the affairs of the corporation, and shall within limits set by the Board of Directors, fix the compensation of such employees.

Section 3 The Internal Affairs Committee of the Board shall review the performance of the Executive Director on an annual basis, or such frequency as the Board, in it's exclusive discretion, deems appropriate, whether more or less frequently than annually.

(Amended 11/17/2014)