

# INDIANA COUNCIL ON INDEPENDENT LIVING

## BYLAWS

### **ARTICLE I: NAME**

**SECTION 1. Name.** This Council, established under the authority of Section 705 of the Rehabilitation Act of 1973, as amended, and Indiana Code 12-12-8-6, shall be known as the Indiana Council on Independent Living, hereinafter referred to as "ICOIL", the "SILC" or the "Council." ICOIL is recognized by the Internal Revenue Service as a 501C3 organization.

### **ARTICLE II: VISION/MISSION AND GENERAL PURPOSES**

**SECTION 1. Vision/Mission.** The mission of ICOIL is to effectively lead a statewide Independent Living Movement that empowers people with disabilities.

**SECTION 2. General Purposes.** The SILC will represent leadership and is the bona fide voice for Independent Living in the State of Indiana under the Rehabilitation Act of 1973, as amended, and will work jointly with state agencies, Centers for Independent Living, and the State Rehabilitation Council to promote and maintain the Independent Living philosophy.

### **ARTICLE III: POWERS**

**SECTION 1. Powers.** Subject to these bylaws, as to action which can be conducted by the SILC, and subject to the duties of the members

of the SILC Board of Directors (those individuals serving a Gubernatorial appointment on the SILC, hereinafter referred to simply as “members,” “Council members” or “members of the Council”) as prescribed by these bylaws, all SILC powers shall be exercised under the authority of, and the business and affairs of the SILC shall be controlled by, the members of the Council. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Council shall have the following powers:

1) To adopt new bylaws, amend or repeal these bylaws, and adopt any standing rules or policies and procedures needed for the effective and efficient conduct of SILC business.

2) To select and/or remove all officers and agents of the SILC, including an Executive Director, prescribe such powers and duties for them as may not be inconsistent with law or these bylaws, and, if stipulated by resolution of the Council, require them to sign a disclosure of potential conflict of interest.

3) To receive and/or borrow money and incur indebtedness for purposes of the SILC, and to cause to be executed and delivered, in the name of the SILC, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, liens or other evidences of debt and securities.

4) To authorize any officer, agent or employee to enter into any contract or execute any instrument in the name of, and on behalf of, the SILC, and such authority may be either general or confined to specific instances, subject to approval by the Council.

5) To authorize any officer, agent or employee to sign or endorse all checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of, or payable to, the SILC.

6) To periodically develop, submit, or amend a State Plan for the provision of Independent Living services, including the establishment, development and enhancement of Centers for Independent Living throughout Indiana, in accordance with both state

and federal code.

7) To declare, from time to time, upon majority vote of a quorum of members present at a duly held meeting, an executive session of the Council, pursuant to the Indiana Open Door Law.

8) To fix the compensation of all SILC employees, but, if so desired, to delegate that power to the Executive Director with respect to all other employees.

9) To conduct, manage, and control the affairs and business of the SILC and, while doing so, to make any decisions and engage in any acts which are not inconsistent with the law or these bylaws.

10) To perform any other act required of, or exercise any other power granted to, a Statewide Independent Living Council by the Rehabilitation Act of 1973, as amended, and its implementing regulations, as set forth in IC 12-12-8.

#### **ARTICLE IV. MEMBERS**

**SECTION 1. Number and Composition Requirements.** As required by section 705(b)(4)(B) of the Act, which states “A majority of the voting members of the Council shall be (i) individuals with disabilities described in section 7(20)(B); and (ii) not employed by any State agency or center for independent living.” In accordance with IC 12-12-8-6, the number of members of the SILC shall be no less than 11, appointed by the Governor of the State of Indiana, comprised of the following:

(1) At least one director of a center chosen by the directors of centers

(2) (b)(2)(B) of the Act: “as ex officio, nonvoting members -- (i) a representative from the designated State unit.”

Nonvoting ex-officio members from state agencies that provide services for individuals with disabilities.

- (3) Other members, who may include the following:
  - (a) Representatives of centers for independent living.
  - (b) Parents and guardians of individuals with disabilities.
  - (c) Advocates for individuals with disabilities.
  - (d) Representatives from private business.
  - (e) Representative of organizations that provide services for individuals with disabilities.
  - (f) Other appropriate individuals.

The members appointed under IC 12-12-8-6(b) must:

- (1) Provide statewide representation;
- (2) Represent a broad range of individuals with disabilities from diverse backgrounds;
- (3) Be knowledgeable about centers for independent living and independent living services; and
- (4) Include a majority of members who:
  - (a) Are individuals with disabilities; and
  - (b) Are not employed by a state agency or a center for independent living.

**SECTION 2. Residence Requirement.** All SILC members, both voting and ex-officio, must be residents of the State of Indiana at the time of their appointment and during the term served.

**SECTION 3. Terms of Appointment.** The terms of all members of the SILC shall be made in accordance with 34 CFR, Ch. III, Subpart C, Subsection 364..21, to-wit:

Each member of the SILC shall serve for a term of three years, except that:

- (1) A member appointed to fill a vacancy occurring prior to the expiration of the term for which a predecessor was appointed must be appointed for the remainder of that term.
  - (A) Any vacancy occurring in the membership of the Council shall be filled in the same manner as the

original appointment. The vacancy shall not affect the power of the remaining members to execute the duties of the Council.

- (2) The terms of service of the members initially appointed must be (as specified by the appointing authority) for the fewer number of years as will provide for the expiration of terms on a staggered basis; and
- (3) No member of the SILC may serve for more than two consecutive full terms.
- (4) Members will receive written notification of appointment from the Governor of the State of Indiana, which notification will indicate in what capacity said member is being appointed, when his or her term begins and ends, and, if the appointment is being made to fill a vacancy, whose vacancy is being filled.

**SECTION 4. Termination of Membership.** Any member wishing to terminate his or her membership prior to the expiration of his or her term of appointment is to submit written notice of resignation to the Governor of the State of Indiana, and to the Council Chair. Any termination, for cause, will be in accordance with duly adopted policies and procedures.

**SECTION 5. Reimbursement and Compensation.** The SILC may use the resources described in paragraph (i) of 34 CFR, Chapter III, Subsection 364.21 to reimburse members of the SILC for reasonable and necessary expenses of attending SILC meetings and performing SILC duties (including child care and personal assistance services) and to pay compensation to a member of the SILC, if the member is not employed or must forfeit wages from other employment, for each day the member is engaged in performing SILC duties.

**SECTION 6. Proxy.** Proxy voting for voting members of the Council or any Committees is not allowed.

**SECTION 7. Voting.** As delineated in Article V. MEETINGS, SECTIONS 4 and 5, a quorum of voting members of the Council must

be present in the Council meeting room to vote regarding the business of the Council.

## **ARTICLE V. MEETINGS**

**SECTION 1. Place of Meeting.** Regular and special meetings of the SILC shall be held at any place within the State of Indiana as designated by the Council. All meeting facilities used by the Council shall comply with all accessibility requirements of the Americans with Disabilities Act of 1990 (ADA), and any amendments thereto, and shall be open to the public pursuant to the Indiana Open Door Law. Persons needing disability related accommodations must contact the state liaison person at least 48 hours prior to ICOIL and ICOIL committee meetings of the ICOIL to ensure availability. The state liaison will schedule interpreters for all ICOIL and ICOIL committee meetings and will cancel those interpreters if no request is received 24 hours prior to a scheduled meeting.

**SECTION 2. Meetings.** The Chair shall establish a regular, ongoing schedule for Council meetings. There shall be no fewer than four (4) regular meetings per year. Special meetings and executive sessions of the SILC may be called for any purpose or purposes at any time by the Council Chair or, if the Chair is absent or unable or unwilling to act, by a majority of the members of the executive committee. All meetings shall be held in accordance with the requirements of the Indiana Open Door Law.

**SECTION 3. Annual Meeting.** The Annual Meeting of the SILC shall be held during the fourth quarter of each fiscal year.

**SECTION 4. Quorum: Regular.** A majority of the voting members of the SILC shall constitute a quorum for the transaction of all business, except to adjourn as hereinafter provided. Every action taken or decision made by a majority of the voting members of the Council, at a meeting duly held at which a quorum is present, shall be regarded as an action or decision of the entire SILC.

**SECTION 5. Quorum: Recess/Adjournment.** A majority of the voting Council members present must recess or adjourn any SILC

meeting to meet again at a stated day and hour, or at the time fixed for the next regular meeting of the Council. Notice of the time and place of holding a rescheduled meeting need not be given to absent Council members if the time and place is fixed at the meeting recessed/adjourned.

**SECTION 6. Voting.** Each voting member of the SILC shall have one (1) vote on all matters which may properly come before the Council at any regular or special meeting. All votes shall be by voice or show of hands.

**SECTION 7. Open Meetings.** All meetings of the SILC and its committees, except for executive meetings of the Council as set forth in IC 5-14-1.5-6-1, shall be open to the public.

**SECTION 8. Minutes.** If minutes are maintained, they need only to reflect actions taken, shall be sent to all Council members and made available for public inspection upon request and shall be in accordance with the Indiana Open Door Law.

**SECTION 9. Rules of Order.** All meetings of the SILC, and any of its committees, shall be governed by parliamentary procedure, unless contrary procedure is established by the laws of the State of Indiana, these bylaws, or any adopted standing rules and/or duly adopted policies and procedures of the Council.

**SECTION 10. Accessibility.** The Council shall ensure that the information delivered at all meetings is provided in accessible formats to all ICOIL members and to all others requesting accessible formats within ten (10) working days after a request is made.

**SECTION 11. Discrimination.** The Council shall refrain from discrimination based on race, nationality, gender, disability, age, ethnic background, religion or sexual orientation.

**SECTION 12. Conflict of Interest.** Any member present at a meeting who has a potential professional, financial, personal or legal conflict of interest with regard to any motion made, or issue presented for discussion, shall announce the conflict prior to a Council vote on

the motion. If a question arises concerning a conflict of interest, the Chair will inquire as to this concern and determine whether abstention from voting is required.

## **ARTICLE VI: OFFICERS**

**SECTION 1. Number and Titles.** There shall be a minimum of three and no more than four (4) officers of the SILC, namely, a Chair, Vice-Chair, Secretary and Treasurer. The office of Secretary and Treasurer may be held jointly by one individual.

**SECTION 2. Qualifications.** Only voting members of the SILC shall be eligible to serve as its officers. No Executive Director of a CIL, or any employee or board member of a CIL will be eligible to hold the position of Chair or Vice-Chair of ICOIL. No officer, at the time of his or her election, can be an employee of a state agency that provides services to people with disabilities, including the Designated State Unit (DSU).

**SECTION 3. Election.** The officers of the SILC shall be elected annually at the annual meeting of the Council.

**SECTION 4. Terms.** All officers shall take office immediately following their election, and shall hold office for a period of one (1) year, or until their earlier displacement from office because of death, resignation, removal, or disqualification. The Chair cannot hold office for more than two consecutive terms.

**SECTION 5. Resignation and Removal.** Any officer of the SILC may resign at any time upon written notice to the membership of the Council. Any officer of the SILC may be removed from office, with cause, at any time, at any regular or special meeting of the Council, by a 2/3 vote of all voting members of the Council in accordance with duly adopted policies and procedures of the Council.

**SECTION 6. Vacancies.** In the event of a vacancy in a SILC office except the Chair due to the resignation, removal, death or disqualification of an officer before the expiration of his or her term, said vacancy shall be filled by a majority vote of the remaining

Council voting members at the next regular or special meeting of the Council, with the successor to serve for the remainder of said officer's term. The Vice-Chair automatically becomes Chair.

**SECTION 7. Chair.** The Chair of the SILC shall serve as the Chief Executive Officer and Chair of the Executive Committee of the SILC with the express responsibilities and duties as follows:

- 1) Keep all members of the Council completely and fully informed of all matters related to the Council.
- 2) Be subject to the policies and direction of the Council.
- 3) Act as the immediate supervisor of the Executive Director of the SILC and any staff if there is no Executive Director. [Article VIII, Section 2.]
- 4) If present, preside over all meetings of the SILC and of the Executive Committee.
- 5) May appoint a parliamentarian to provide advice concerning parliamentary procedure.
- 6) See that all orders, policies, and resolutions of the Council are implemented.
- 7) Appoint the Chairs of all SILC committees, with the advice and consent of the Council. [Article VII, Section 4.]
- 8) Make an appointment(s) for any Council committee vacancy, other than the Executive Committee. [Article VII, Section 8.]
- 9) Serve as a member of the Executive Committee, and serve as an ex officio nonvoting member of all other standing committees of the SILC.
- 10) Represent and/or appoint representation from the SILC on any external committees, bodies, and councils as directed by the Council.
- 11) Establish a regular, ongoing schedule for Council meetings. [Article V, Section 2.]
- 12) Call special meetings and executive sessions of the Council. [Article V, Section 2.]
- 13) Determine whether abstention from voting by a member of the Council is required after inquiring whether a conflict of interest potentially exist after a member(s) announces a potential conflict of interest. [Article V, Section 12.]

- 14) Unless authorized by the Council, execute on behalf of the Council any contracts, agreements, deeds or other instruments conveying lands or any interest therein or by any other specific officer or agent or attorney so authorized under power of attorney or other written power which was executed on behalf of the Council. [Article X, Section 2.]
- 15) Accept a signed, written request(s) for an amendment(s) from a voting member(s) of the Council at least thirty (30) days before the date of the meeting at which the proposed action is to be considered. [Article XI, Section 1.]
- 16) Have such other specific powers and responsibilities as may, from time to time, be prescribed by the SILC.
- 17) In general, have all the powers and perform all the duties normally incident to the office of Chair or President.
- 18) Serve as official spokesperson of the Council unless he or she delegates authority to another member of the Council.

**SECTION 8. Vice-Chair.** The Vice-Chair of the SILC shall serve as a member of the Executive Committee of the SILC with the express responsibilities and duties as follows:

- 1) Keep all members of the Council completely and fully informed of all matters related to the Council.
- 2) Perform the duties and exercise the powers of the Chair during the period of time when either the Chair is absent or otherwise unable to perform his or her duties, whenever such period is likely to be temporary, and when so acting shall be subject to all the restrictions upon the Chair.
- 4) Have such other specific powers and responsibilities as may, from time to time, be prescribed by the SILC.
- 5) In general, have all the powers and perform all the duties normally incident to the office of Vice-Chair or Vice-President.

**SECTION 9. Secretary.** The Secretary of the SILC shall serve as a member of the Executive Committee of the SILC with the express responsibilities and duties as follows:

- 1) Keep all members of the Council completely and fully informed of all matters related to the Council.
- 2) Ensure that any minutes of meetings of the SILC and its Executive Committee are properly prepared, distributed and maintained in a secure manner.
- 3) Ensure that a membership ledger showing the names, addresses and voting status of all current members of the SILC, as well as the dates on which their current terms expire, is securely maintained, together with a record of membership composition compliance in accordance with 34 CFR Part 364.21.
- 4) Ensure that notice of all meetings of the SILC, both regular and special, are sent to all SILC members, as required by either the laws of the State of Indiana or these bylaws, and that notice is properly posted in accordance with the Indiana Open Door Law.
- 5) Maintain a certified copy of any notice to the Secretary of State changing, by resolution of the Council, the registered office and/or registered agent of the Council. [Article IX, Section 1.]
- 6) Have such other specific powers and responsibilities as may, from time to time, be prescribed by the SILC.
- 7) In general, have all the powers and perform all the duties normally incident to the office of Secretary.
- 8) Prepare and file any and all reports and documents necessary for the operation of the SILC, under the supervision and direction of the Executive Committee, and properly maintain the records.

**SECTION 10. Treasurer.** The Treasurer of the SILC shall serve as a member of the Executive Committee of the SILC with the express responsibilities and duties as follows:

- 1) Keep all members of the Council completely and fully informed of all matters related to the Council.
- 2) Oversee all of the financial affairs of the SILC under the direction of the Council.
- 3) Ensure that the financial records of the SILC are open to inspection by any member of the SILC, with reasonable notice.
- 4) Provide an account of the financial condition of the SILC at each ICOIL meeting, or whenever otherwise requested by the Chair.
- 5) Serve as the Chair of the Finance Committee.
- 6) Have such other specific powers and responsibilities as may, from time to time, be prescribed by the SILC.
- 7) In general, have all the powers and perform all the duties normally incident to the office of Treasurer.
- 8) Approve expenses submitted to the Council for payment.

**SECTION 11. Temporary Chair.** If both the Council Chair and the Vice-Chair should be absent from a regular or special meeting which has been called in accordance with the provisions of these bylaws, where a quorum is present, a temporary Chair shall be selected for that meeting by a majority of the voting Council members present.

## **ARTICLE VII: COMMITTEES**

**SECTION 1. Overview.** Committees of the SILC shall be of two types, namely, standing committees and ad hoc committees. Standing committees shall continue to exist from year to year, shall have general ongoing responsibilities in their areas of concern, and shall include the Executive Committee, Finance Committee, Marketing/Outreach Committee, Planning Committee and Public Policy Committee. In addition, the SILC may, from time to time, create such ad hoc committees and such standing committees as it deems necessary. Ad hoc committees shall exist only for the specific purpose designated by the SILC, and shall cease to exist whenever either that purpose is accomplished or the committee is discharged

by the Council. Each Council member will be asked on which of the committees he or she would prefer to serve, based on his or her interest, experience and ability.

**SECTION 2. Membership.** The members of all SILC committees (other than the Executive Committee) shall be appointed by the Committee Chairs with the advice and consent of the Council. All SILC committees, both standing and ad hoc, must include two or more members of the Council, but they may also include other community persons as deemed appropriate by the Committee Chair.

**SECTION 3. Terms.** The terms of service for the members of all SILC committees shall be as follows:

- 1) **Standing Committee Terms.** The term of service for the members of all SILC standing committees shall begin immediately following the annual meeting, and shall continue for a period of one (1) year, or until their earlier displacement from the committee because of death, resignation, removal, or disqualification
  
- 2) **Ad Hoc Committee Terms.** The term of service for the members of all SILC ad hoc committees shall begin on the date of their appointment, and continue until their displacement from the committee because of death, resignation, removal, or disqualification, or until the committee has been discharged, whichever comes first.

**SECTION 4. Chairs.** All SILC committees, both standing and ad hoc, shall be chaired by a member of the Council. The chairs of all SILC committees shall be appointed by the Council Chair, with the advice and consent of the Council. Any officer of the SILC, with the exception of the Council Chair, may be appointed to serve as the chair of a SILC committee, but no officer must chair a committee as a requirement of holding office, with the exception of the Treasurer, who should be Chair of the Finance Committee.

**SECTION 5. Committee Chair's Duties and Responsibilities.** Each committee chair's duties shall include:

- 1) Assuring compliance with legal requirements.
- 2) Establishing and carrying out a process for implementing, monitoring, and achieving the Council's directives and goals for their committee.
- 3) Scheduling meetings for their committee.
- 4) Assisting the Council Chair in recruiting new, qualified members for their committee.
- 5) Providing reports of their committee proceedings to the full Council at its regular meetings.

**SECTION 6. Standing Committees.** The areas of concern and responsibilities of the SILC standing committees are as follows:

- 1) **Executive Committee.** The Executive Committee shall consist of the officers of the SILC and one member-at-large elected by the voting membership. The Executive Committee shall:
  - meet as often as deemed necessary by the Council Chair and establish a basic agenda for regular Council meetings;
  - report all actions taken by the Executive Committee at the next Council meeting;
  - coordinate Council committee activities, and ensure that progress is made on Council objectives between Council meetings;
  - shall also recruit and nominate new members and SILC officers; and
  - in an emergency situation, i.e., one where a special meeting of the entire Council is not feasible and which, in the reasonable judgment of the Executive Committee, requires action before the next regularly scheduled meeting of the Council in order to respond to events which may have an immediate impact on either the existence of the Council or its operations, the Executive Committee may act on behalf of the entire Council, so long as the Executive Committee promptly informs all members of the SILC of any action taken and that said action

is ratified by the Council at the next Council meeting.

All meetings of the Executive Committee must meet the requirements of the Indiana Open Door Law.

- 2) **Finance Committee.** The Finance Committee shall develop fiscal management policies, procedures, the SILC budget and resource plan, and other tools needed for the Council to function as a legal organization. The Finance Committee shall be responsible for maintaining a current and accurate inventory of ICOIL's assets and is responsible for monitoring and maintaining records of ICOIL's revenue and expenses.
- 3) **Marketing/Outreach Committee.** The Marketing/Outreach Committee shall identify and describe the full range of persons unserved or underserved by CILs, including rural/urban, geographical, age, disability type, and ethnicity or race or other distinguishing characteristics. The Marketing/Outreach Committee shall develop strategies that the SILC can use to outreach to people, organizations and areas that are unserved or underserved. In addition, the Marketing/Outreach Committee shall develop ways for the Council to increase participation of all unserved or underserved persons in planning processes.
- 4) **Planning Committee.** The Planning Committee shall oversee the collection, analysis, and interpretation of information needed to develop State Plans, including holding public hearings concerning the proposed content of such State Plans, and shall oversee the activities of monitoring and evaluating the completion of SILC activities included in State Plans.
- 5) **Public Policy Committee.** The Public Policy Committee will identify independent living issues and actions that potentially affect the development and expansion of

independent living services which may require legislative and/or administrative action; make recommendations to the Council for legislative or administrative action needed to enhance development and expansion of independent living (IL) services; take action at the direction of the Council to educate policymakers on public policy issues adopted by the Council.

**SECTION 7. Resignation and Removal.**

- 1) Other than the Executive Committee, any member of a SILC committee may resign from the committee at any time upon written notice to the members of the respective committee and the Chair of the Council. Any member of a SILC committee may be removed from said committee, with cause, at any time, at any regular or special meeting of the Council, by a simple majority of all voting members of the Council.
- 2) Resignation and removal of the Executive Committee member-at-large shall be governed by this SECTION. Resignation and removal of an Officer(s) on the Executive Committee is contained in **Article VI: Officers, SECTION 5. Resignation and Removal.**

**SECTION 8. Vacancies.**

- 1) Other than the Executive Committee, in the event of a vacancy on any SILC committee due to the resignation, removal, death or disqualification of a committee member before the expiration of her or his term, said vacancy shall be filled, if needed, by appointment by the Council Chair, with the successor to serve for the remainder of said committee member's term.
- 2) Filling the vacancy of the Executive Committee member-at-large shall be governed by this SECTION. Filling the vacancy of an Officer(s) on the Executive Committee is

contained in **Article VI: Officers, SECTION 6. Vacancies.**

### **ARTICLE VIII: EMPLOYED STAFF**

**SECTION 1. Executive Director.** The SILC may employ an Executive Director to manage the day-to-day activities of the Council. The Executive Director shall be selected by an affirmative vote of a simple majority of all the voting members of the Council, after the vacant position has been widely advertised and an appropriate search conducted by the Council. The Executive Director shall:

- 1) Serve at the pleasure of the Council.
- 2) Receive such compensation as shall be determined by the Council.
- 3) If required by the Council, be bonded in an amount to be determined by the Council for faithful performance of the duties of Executive Director, and to ensure restoration to the SILC of all books, papers, vouchers, money and property, of whatever kind, belonging to the Council in the event of either the death, resignation, retirement or firing of the Executive Director.

**SECTION 2. Other Staff.** The Council may, from time to time, authorize the creation of full-time or part-time staff positions deemed necessary to carry out the programs of the SILC. All staff shall be recruited, hired, terminated, if necessary, and supervised by the Executive Director. In the event there is no Executive Director, the staff shall be recruited, hired and/or terminated by the Executive Committee and supervised by the Chair.

### **ARTICLE IX: OFFICES AND REGISTERED AGENT**

**SECTION 1. Principal Office, Registered Office, and Registered Agent.** The registered office and registered agent of the SILC must at all times be located within the State of Indiana. The

SILC, by resolution adopted by a majority of all of its voting members, may at any time change the location of registered office, as well as the person or corporation serving as its registered agent. Upon adoption of such a resolution, a notice certifying the change shall be executed, acknowledged and filed with the office of the Indiana Secretary of State and a certified copy thereof shall be appropriately maintained by the Secretary.

**SECTION 2. Other Offices.** Branch or subordinate offices of the SILC may be established by the Council at any time and in any place or places within the State of Indiana.

## **ARTICLE X: MISCELLANEOUS**

**SECTION 1. Organizational Constraints.** No substantial part of the activities of the SILC shall include the use of propaganda, or otherwise attempting to influence legislation, and the SILC shall neither participate in, nor intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the SILC shall not engage in any other activities not permitted by state or federal law.

**SECTION 2. Fiscal Constraints.** No part of the assets of the SILC shall be distributed for the benefit of its members, officers, or employees, except for the reimbursement of reasonable and necessary expenses incurred in attending SILC meetings or in performing SILC duties, and except that the SILC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Unless authorized by the Council, no officer, agent or employee shall have power or authority to bind the SILC by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount, provided, however, that any contracts, agreements, deeds or other instruments conveying lands or any interest therein shall be executed on behalf of the SILC by the Council Chair, or by any other specific officer or agent or attorney so authorized under power of attorney or other

written power which was executed on behalf of the SILC by the Council Chair.

**SECTION 3. Indemnification of Members and Officers.** To the maximum extent permitted by law, the SILC shall fully indemnify any person who was or is a party or is threatened to be made party to any threatened , pending, or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person was, or is, a member or officer of the SILC, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit and proceeding. **SECTION 4.**  
calendar year.

### **ARTICLE XI: AMENDMENTS**

**SECTION 1. Amendments.** These bylaws supercede any and all prior bylaws adopted by the Council and shall remain in full force and effect until such time as new bylaws have been approved and adopted by the Council. Bylaws should be reviewed at least annually.

The SILC may, at any time, adopt new bylaws, and amend or repeal these bylaws, by a two-thirds vote of all the voting members of the Council, at any regular or special meeting of the Council, provided that a signed written request for such action shall be submitted to the Council Chair by a voting member of the Council at least thirty (30) days before the date of the meeting at which the proposed action is to be considered, and providing that notice of the proposed action shall be prepared in writing (or in such other accessible format as previously requested by any Council member) and mailed to all Council members at least five (5) days before said meeting. Such notice shall be deemed to be delivered when sent electronically or deposited in the United States mail with postage affixed and addressed to the Council members at either their residence or usual place of business.

### **ARTICLE XII: GOVERNING LAW**

**SECTION 1. Governing Law.** In the event of any inconsistency with the operation of the SILC under these Bylaws, federal law and the laws of the State of Indiana shall govern.