

## **BYLAWS OF THE AMERICAN NETWORK OF COMMUNITY OPTIONS AND RESOURCES (ANCOR)**

### **ARTICLE I – NAME**

**Section 1 – Name.** The name of the corporation is the American Network of Community Options and Resources (ANCOR), hereinafter referred to as ANCOR.

### **ARTICLE II – PURPOSE**

**Section 1. – Purpose.** The purposes for which ANCOR is organized are as follows:

- 1.1 To inform, educate and network private, home and community-based service providers in order to safeguard, develop and grow their capacity to support full citizenship and engaged community participation for people with disabilities of all ages. To advance leading practice, quality and innovation in the delivery of a broad range of supports and services to people with disabilities; and support and encourage the highest ethical standards in professional and business practices. To advocate on behalf of the people with disabilities served and their families. To advocate for the benefit and value of a diverse private disability services network with governmental, non-governmental, public and private organizations. To advance the role of the private disabilities service network in state, regional and federal planning. To work cooperatively with local, state and federal policymakers and national organizations to support legislation, and reasoned and consistent regulation supportive of the private disabilities services provider network; the significant direct support frontline workforce it represents; and the people and families served.
- 1.2 To take, receive, hold and convey real and personal property necessary or convenient for the purposes of ANCOR, and to take, receive, hold and convey other real and personal property the income from which shall be applied to the purposes of ANCOR;
- 1.3 To purchase, acquire, hold, pledge, sell, invest and deal in stock, bonds, and other evidences of indebtedness of any corporation and issue in exchange therefore in the manner permitted by law obligations of ANCOR, and to exercise while owner of stock of any corporation all the rights, powers and privileges of ownership including the right to vote thereon;
- 1.4 And generally to carry on any other business in connection therewith not contrary to the laws of the District of Columbia, and with all the powers conferred upon non-profit corporations by the laws of the District of Columbia, and ANCOR is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relating to non-profit corporations which are contained in the laws of the District of Columbia.

## ARTICLE III – MEMBERS

**Section 1. – Full Members.** Any person, partnership, firm, or corporation which provides and/or coordinates services and/or supports for one or more persons with disabilities, and which is not owned or operated by a public entity, shall be eligible for full membership in ANCOR.

**Section 2. – Associate Members.** The Board of Directors shall have authority to create additional classes of associate members of ANCOR.

**Section 3. – Voting and Quorum.** Only full members have the right to vote in ANCOR elections: only state association associate members have the right to vote in elections held by the State Association Executives Forum. Each member shall designate one individual to serve as its voting representative, and all voting shall be by secret ballot either at a live meeting or electronically as provided in Section 7 below. Voting by proxy shall not be allowed. At any meeting of the members, a quorum shall consist of 25% of the members entitled to vote.

**Section 5. – Dues.** In order to maintain current membership status, each member must pay annual dues to ANCOR, per the dues policy determined by the Board of Directors.

**Section 6. – Suspension or Removal.** A member may be suspended or removed from ANCOR membership for conduct prejudicial to the best interest of ANCOR. Suspension or removal shall be by a two-thirds vote of the Board of Directors. Provided, however, that such member shall be notified in writing of the grounds for removal, and given an opportunity for a telephonic hearing before the Board of Directors in advance of the vote for suspension or removal. The decision of the Board of Directors shall be final.

**Section 6. –Special Membership Meeting.** A special meeting of the full members of ANCOR may be required by written request of at least 10% of the full members of ANCOR. Such request shall be made in writing, shall specify the purposes for which the meeting is requested, and shall be delivered to the President. Upon receipt of such request, the President shall schedule such special meeting to occur within thirty (30) days after the date of receipt. The meeting shall be limited to the purposes described in the meeting request.

### **Section 7. - Voting by Written Ballot**

Any membership action that may be taken at a meeting may also be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. An electronic ballot shall qualify as a written ballot. Voting by written ballot shall be permitted to the fullest extent allowed by law, and shall occur as follows:

- 7.1 The ballot shall set forth each proposed action and shall provide an opportunity to vote either for or against each proposed action.
- 7.2 The number of ballots received by ANCOR must equal or exceed the quorum that would have been required had there been a meeting.
- 7.3 Unless otherwise indicated in these bylaws, a majority of the affirmative votes cast by ballot shall constitute the action of the members with respect to each matter on the ballot.

7.4 All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirement, state the percentage of approvals necessary to approve each matter, and specify the time by which a ballot must be received by the corporation in order to be counted.

#### **ARTICLE IV – BOARD OF DIRECTORS**

1. **Section 1. – Authority and Responsibility.** The Board of Directors is the governing body of ANCOR. As such, it has authority and responsibility to conduct the business of the corporation, including but not limited to:
  - a. Adoption of resolutions and policy statements representing the position of ANCOR.
  - b. Managing the financial affairs of ANCOR, including the adoption of an annual budget.
  - c. Determining the amount of dues and fees to be charged to ANCOR members.
  - d. Creating classes of associate (non-voting) members.
  - e. Engaging the services of a Chief Executive Officer to manage the operations of ANCOR.

**Section 2. – Composition of Board.** The Board of Directors shall consist of: 12 directors who must be employed by a full member in good standing and who shall be elected by the full members; plus one director employed by a full member and who shall be elected by the Board of Representatives; plus one state association executive associate member elected by the State Association Executives Forum; plus up to two additional directors who need not be employed by a full or associate member and who shall be elected by the Board of Directors. The officers are included in the number of Directors on the Board.

**Section 3. – Terms and Term Limits.** The term of service for a Director shall be three years. Each Director shall be limited to serving two consecutive terms, and then must remain off the Board of Directors for at least 12 months. To the maximum extent possible, Director terms shall be staggered, such that approximately one third of Directors shall stand for reelection in each year.

**Section 4. – Appointment to Fill a Director Vacancy.** In the event a member of the Board of Directors ceases to be employed by a full member dies, resigns, is removed, or is otherwise unable to complete his or her full term, the President may appoint a successor to serve until the next annual election cycle. However, if the vacancy is in the Director elected by the Board of Representatives or the State Association Executives Forum, then the vacancy shall be filled by the body that elected the Director.

**Section 5 – Quorum and Voting.** A quorum of the Board shall consist of a majority of the directors present either in person, by telephone, or by any other communication means by which all directors can simultaneously hear each other. Unless otherwise stated in these bylaws, a majority vote of a quorum shall be required for an action to be approved by the board.

**Section 6. Removal.** Any director may be removed from such office, with or without cause, by a two-thirds vote of a quorum of the body that elected that director at any regular or special meeting called expressly for that purpose. After providing reasonable notice to the member and an opportunity to provide a written response prior to the Board meeting, the Board of Directors may remove a director for cause (which may include a violation of the Board policy manual) by a two-thirds vote of a quorum of the Board of Directors.

**Section 7. Special Meetings.** Special meetings may be called by the President as necessary. Special meetings may also be called by the President upon written request of at least 20% of the Board Members, which meeting shall be called no earlier than 10 (ten) days after the filing of such request

with the President. The business to be transacted at any special meeting shall be stated in its notice and no other business may be considered at that time.

**Section 8. Unanimous Consent in Lieu of a Meeting.** The Board may take action without a meeting if written consent to the action is signed by all of the voting directors and returned by any means (including email) within the time period specified by the President.

## ARTICLE V – OFFICERS

**Section 1. – Officers.** ANCOR shall have the following officers: President, Vice President, Secretary/Treasurer, and Past President. Each Officer must be employed by a full member.

### **Section 2. – Authority and Responsibility.**

1. The President shall preside over meetings of the Board of Directors and the full members. The President shall appoint individuals to fill vacant Director positions and to serve as chairs and co-chairs of committees to direct the major program, service and policy work of ANCOR. The President shall also speak on behalf of ANCOR, and carry out other duties delegated by the Board of Directors.
2. The Vice President shall serve in the absence of the President, and shall direct other program, service and policy work of ANCOR as directed by the President.
3. The Secretary/Treasurer shall oversee the financial affairs and the corporate records of ANCOR, and the work of the Finance Committee, and complete other assignments as directed by the President.
4. The Past President shall chair the Leadership Development Committee.

**Section 2. – Election and Removal of Officers.** The President, Vice-President and Secretary/Treasurer shall be elected (and may be removed with or without cause) by the Board of Directors, from among its members. The Past President shall be the immediate past President of ANCOR. If the immediate Past President is unable or unwilling to serve, the Board of Directors may elect a Director to fill the vacant position until an immediate Past President is available to serve. Vacancies occurring in an officer position shall be filled by the Board for the remaining term.

**Section 3. -- Term and Term Limits.** The term of office for elected officers shall be one year. No person shall serve more than two consecutive terms in the same officer position. The term limits for officers supersede and are in addition to the term limits for Directors.

## ARTICLE VI – BOARD OF REPRESENTATIVES

### **Section 1. – Composition of Board.**

1. The Board of Representatives shall consist of one full member Representative elected by majority vote of the votes cast by the full members from the Representative's state. In addition, the President, upon the recommendation of the Leadership Development Committee, may appoint up to two additional full member Representatives from any given state.

### **Section 2. – Authority and Responsibility.**

1. The Board of Representatives is responsible for information exchange and engagement of ANCOR members in their respective state on issues of interest and concern. The members of the Board of Representatives shall elect, by a majority of the votes cast, one individual from the Board of Representatives to serve as its voting representative on the Board of Directors.
2. The full members of the Board of Representatives shall elect, by majority of the votes cast, three individuals to serve on the Leadership Development Committee.

**Section 3. – Term.** The term of service for a member of the Board of Representatives shall be three years.

## **ARTICLE VII – STATE PROVIDER ASSOCIATION EXECUTIVES FORUM**

**Section 1. – Composition of Forum.** The State Provider Association Executives Forum shall consist of the chief executive or designee from each of ANCOR’s state association members.

**Section 2. – Authority and Responsibility.** The State Provider Association Executives Forum is responsible for information exchange and engagement on issues of national interest and concern among member state provider associations. The members of the State Association Executives Forum shall elect, by majority vote, one individual from the Forum to serve as its voting representative on the Board of Directors.

## **ARTICLE VIII – LEADERSHIP DEVELOPMENT COMMITTEE**

**Section 1. – Authority and Responsibility.** The Leadership Development Committee is responsible for recruiting and developing leadership for ANCOR, and conducting elections by the full members.

**Section 2. – Composition of Committee.** The Leadership Development Committee shall consist of nine individuals, of whom one shall be the immediate Past President, three Committee members will be elected by the Board of Directors, three Committee members will be elected by the Board of Representatives, and two Committee members will be elected by the full members of the Association.

**Section 3. – Leadership.** The Past President of the ANCOR Board of Directors chairs the Leadership Development Committee. If the Past President is unable or unwilling to serve as chair, the LDC shall select a chair.

**Section 4. – Term.** The term of service for a Committee member shall be two years. Terms of Committee members shall be staggered, such that approximately one half of the Committee members will stand for election in each year.

**Section 5. – Appointment to Fill a Vacancy.** In the event a member of the Leadership Development Committee dies, resigns, or is otherwise unable to complete his or her full term, the President shall appoint a successor to fill the remainder of such term.

## ARTICLE IX – FINANCE COMMITTEE

**Section 1. – Composition of Committee.** The Finance Committee shall consist of the Secretary/Treasurer, plus at least two other members of the Board of Directors, plus at least two at-large members. Members of the Committee shall be appointed by the President.

**Section 2. – Authority and Responsibility.** The Finance Committee shall: oversee the financial affairs and condition of ANCOR; oversee the assets and investments of ANCOR; review and recommend an annual budget to the Board of Directors; and oversee the annual audit of ANCOR by an independent certified public accounting firm.

## ARTICLE X – EXECUTIVE COMMITTEE

**Section 1. – Composition of Committee.** The Executive Committee shall consist of the officers of ANCOR, plus up to two additional Directors appointed by the Board of Directors.

**Section 2. – Authority and Responsibility.** The Executive Committee shall set the agenda for meetings of the Board of Directors; and make interim decisions of an operational nature between meetings of the Board of Directors.

## ARTICLE XI – AMENDMENT OF BYLAWS

**Section 1. – Proposed Amendment.** A proposed amendment to these Bylaws may originate from the full members or from the Board of Directors.

**Section 2. – Origination From the Board of Directors.** The Board of Directors, by majority vote, may submit a proposal for amendment of these Bylaws, to be voted upon by the membership.

**Section 3. – Origination From the Membership.** Any ten full members of ANCOR shall have the right to require that a proposal for amendment of these Bylaws be voted upon by the membership, in a vote to be held electronically in accordance with Article III, Section 7 within sixty days following the submission of a written request to the President.

**Section 4. – Approval of Amendment.** Any amendment to these Bylaws shall require a two thirds (2/3) majority vote of the full members of ANCOR actually participating in the vote, provided that a quorum has been achieved. Such vote shall be conducted electronically in accordance with Article III, Section 7.

## ARTICLE XII – ELECTIONS OVERSIGHT; NOTICE

**Section 1. – Oversight.** Oversight of the conduct of elections by the full members shall be the responsibility of the Leadership Development Committee. Oversight of the conduct of elections by the Board of Directors, Board of Representatives and State Association Executives Forum shall rest with those bodies.

**Section 2. Notice.** Whenever under the provisions of these Bylaws, the Articles of Incorporation or statute, notice is required to be given to a member, director, committee member, or officer, such notice may be given by regular mail (including announcing notice of a membership meeting in any ANCOR

publication received by all voting members), hand delivery, facsimile, email, or telephone, and will be deemed given when received. Notice of a regular or special meeting of the members shall be given not less than 10 nor more than 60 days prior the meeting. Regular meetings of directors shall require at least 10 days notice, and special meetings shall require at least 2 days notice.

### **ARTICLE XIII – DISSOLUTION**

**Section 1. – Dissolution.** The procedures concerning the distribution of assets upon dissolution of ANCOR are embedded in Article Seven of the Articles of Incorporation of the Association.

### **ARTICLE XIV – INDEMNIFICATION AND INSURANCE**

**Section 1. – Indemnification.** ANCOR shall indemnify, to the fullest extent permitted and required by the District of Columbia Nonprofit Corporation Act, as such Act exists now or may hereafter be amended, its Officers and Directors who are made a party to any proceeding by reason of their office for acts or omissions performed in their official capacity.

**Section 2. – Insurance.** ANCOR also shall purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, or employee of ANCOR against any liability asserted against such person and incurred in any such capacity, or arising out of such person's status as such, regardless of whether ANCOR would have the power to indemnify against such liability.

Approved by Board of Directors, July 17, 2013

Approved by Board of Representatives November 18, 2013