

APRIL

The Association of Programs for Rural Independent Living

By-Laws of
APRIL

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ARTICLE I

Section 1. Name.

The Organization will be known as the Association of Programs for Rural Independent Living (APRIL).

ARTICLE II

Section 2. Mission and Purpose

The Association of Programs for Rural Independent Living, a national disability-led organization, advances the equity of people with disabilities in rural communities through advocacy, collaboration, shared experience, leadership development, education, and training.

ARTICLE III

Section 3.1 Membership

Membership in APRIL is open to all interested groups and individuals who complete an application in the appropriate membership category, are approved for membership by the Board of Directors and pay the dues as may from time to time be established by the Board for membership on an annual basis. The Membership Committee reviews and the Board approves all applicants seeking active membership status. Membership shall be for a period of one calendar year to run from January 1st through December 31st. Membership will not be pro-rated.

Section 3.2 Membership Types

- A. APRIL Membership shall be comprised of three categories of Membership:
1. Organizational Membership
 2. Associate Membership
 3. Honorary Membership

- B. To be considered an Active Member and participate in rights and privileges of Membership, a Member must:
1. Be up to date on all prior year Membership dues and have paid Membership dues for the current Membership year within thirty (30) days prior to any annual Board meetings or voting activities in which the Member seeks to participate and vote.
- C. Active Members have the right to attend and be heard at all general membership meetings and to serve on committees with the approval of the President.
- D. Active Members will receive the various correspondence sent to the membership, including newsletters, annual reports, and position papers.

Section 3.3 Membership Eligibility

Section 3.3.1 Organizational Memberships

There are three types of Organizational Memberships:

- A. Center for Independent Living (“CIL”) Organizational Membership
1. In order to be eligible for CIL Organizational Membership, a rural CIL must meet one of the following three criteria:
 - a. Be located in a setting at least 50 miles from a population center of 50,000 people.
 - b. Provide services to a distinctly rural population.
 - c. Have significant interest in rural issues, have plans to expand services to a rural population, or for some other reason believe it should be eligible for Active Membership status.
 2. CIL Satellite Office Membership: For CIL Organizational Membership with voting rights, a CIL Satellite Office must meet the standards and assurances of Section 725 of the Rehabilitation Act. Accordingly, the Satellite Office must be located in a rural setting and must be free standing as identified in the application process.

However, the office may continue to operate under its founding board's incorporation.

3. Voting

- a. Active CIL Organization Members have the right to vote on bylaws amendments, to nominate and vote for candidates to fill Governing Board positions, and to vote on resolutions presented at the Annual or any specially set Board Meeting.
- b. CIL Organizational Membership votes shall be weighted as ten (10) voting units at the Annual or any specially set Board Meeting.

B. Statewide Independent Living Council ("SILC") Organizational Membership

1. In order to be eligible for active SILC Organizational Membership a SILC must:
 - a. Have within the State Plan for Independent Living ("SPIL") an objective identifying outreach plan or program for consumers in rural areas;
 - b. Be consumer controlled according to and meet the standards of Section 725 of the Rehabilitation Act; and
 - c. Maintain at least 51 percent of its voting members as individuals with disabilities.

2. Voting

- a. Active SILC Organizational Memberships have the right to vote on bylaws amendments, to nominate and vote for candidates to fill Governing Board positions, and to vote on resolutions presented at the Annual or any specially set Board Meeting.
- b. SILC membership vote shall be weighted as ten (10) at the Annual or specially set Board Meeting.

C. Organizational Associate Membership

1. Organizational Associate Members are organizations interested in the issues of rural independent living that support the goals of APRIL but do not meet the criteria for Active Organizational Membership.
2. Organizational members do not have the right to vote at the Annual or specially set Board Meeting or hold office within APRIL.

Section 3.2.3 Associate Memberships

There are three types of Associate Memberships

A. Individual Membership also known as Consumer Member

1. Individual Members are individuals with disabilities who are living in and are interested in the issues of rural independent living and who support the mission of APRIL.
2. Voting
 - a. Active individual Members have the right to vote on bylaws amendments, to nominate and vote for candidates to fill Governing Board positions, and to vote on resolutions presented at the Annual or any specially set Board Meeting.
 - b. Individual membership vote shall be weighted as one (1) voting unit at the Annual or specially set Board Meeting.

B. Youth Membership

1. Youth Members are individuals between the ages of 18 and 30 and who are interested in the issues of rural independent living and who support the goals of APRIL.
2. Voting
 - a. Active Youth Members have the right to vote on bylaws amendments, to nominate and vote for candidates to fill Governing Board positions, and to vote on resolutions presented at the Annual or any specially set Board Meeting.

- b. Youth membership vote shall be weighted as one (1) voting unit at the Annual or specially set Board Meeting.

C. Individual Associate Membership

1. Individual Associate Members are individuals interested in the issues of rural independent living that support the mission of APRIL but do not meet the criteria for Individual Membership.
2. Individual Associate Members do not have the right to vote or hold office in APRIL.

Section 3.2.4. Honorary Membership

As was designated by the Charter Board of APRIL, an honorary lifetime membership shall be granted to the Independent Living Research Utilization (ILRU) in Houston, Texas, in recognition of its dedication and active contribution to the planning, development, and support of APRIL, since its inception.

This Honorary Membership has the right to have a representative attend and be heard at the Annual or any specially set Board Meeting and to serve on committees with the approval of the President. ILRU will receive the various correspondence sent to the APRIL Membership, including newsletters, annual reports, and position papers. ILRU does not have the right to vote at the Annual or any specially set Board Meeting or hold office in APRIL. APRIL Membership dues shall be permanently waived for ILRU.

From time to time, other Honorary Memberships may be added to this Membership category at the request of the President and by the vote of the Governing Board.

Section 3.2.5 Membership Eligibility Determination

The APRIL Governing Board and Public Relations Committee will:

- A. Review applications for Membership in APRIL on a case-by-case basis and document their decision to accept or refuse such an application.
- B. CIL's must provide a copy of their federal grant award or a letter from their primary funding source to indicate their compliance with Section 725 of the Rehabilitation Act as amended.

ARTICLE IV

Section 4 Governing Board

Section 4.1 Role

The Governing Board of APRIL, also referred to as Board, shall be responsible for the overall policy and direction of APRIL as well as the management of the business affairs and property of APRIL. The Board acts as a trustee of APRIL's assets and ensures that APRIL is well managed and remains fiscally sound. The Board shall delegate responsibility for day-to-day operations to the Executive Director who shall in turn direct the activities of the Staff of APRIL. The Governing Board shall not part participate in or interfere with Executive Director's direction of the day-to-day activities of the Staff of APRIL. The Governing Board shall only act in the name of APRIL when it shall be regularly convened after due notice to all the Board Members of such meeting. Every Board Member shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and to inspect the physical properties of APRIL. Governing Board members shall maintain as confidential at all times, and shall not disclose outside the Governing Board, specific discussions, comments or topics occurring during a Governing Board meeting, especially as relates to specific APRIL staff or member, or discussions in executive or special sessions of the Governing Board.

Section 4.2 Composition

- A. The Governing Board shall consist of nineteen (19) members: five (5) Executive Officers and 14 Members at Large with the number, affiliation, background or credentials of the individual members to be determined from time to time by the Governing Board.

- B. The total Governing Board membership shall consist of no less than thirteen (13) CIL Organizational Membership representatives and no more than six (6) SILC Organizational Membership representatives. The Executive Director shall serve as a non-voting, advisory member of the Governing Board.

- C. The Governing Board shall consist of five (5) Executive Officers, with no less than three (3) CIL Organizational Membership members who including:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Diversity, Equity, and Inclusion Committee Chair

D. The Governing Board shall consist of fourteen (14) Members at Large including:

1. One (1) SILC Organizational Membership member, who must be a representative of the SILC Organization at the time of election;
2. Two (2) Youth Membership members; and
3. Eleven (11) CIL or SILC Organizational Membership members with attention to the required Governing Board CIL Organizational Membership composition as outlined in this Section 4.2.

E. The President and Vice President of the Governing Board must be CIL Organizational Membership elected members.

F. The Governing Board, of whatever size, must consist of at least 51% majority persons with disabilities, representative of diverse disability groups and geographic areas.

G. The Youth Membership Board Members shall be between the ages of 18-30.

H. The Diversity, Equity, and Inclusion (DEI) Committee Board Member shall have a professional and intimate level of knowledge encompassing diversity, equity, and inclusion.

I. Each Board Member shall have one (1) vote and such voting may not be cast by proxy.

Section 4.3 Nomination and Election

Board Members shall be nominated and elected by the majority vote of the current APRIL Membership. The Governing Board and Public Relations Development Committee shall solicit nominations no later than thirty (30) days prior to the Annual General Membership Committee. Nominations from the membership shall be submitted to the Governing Board and Public Relations Development Committee no later than fourteen (14) days prior to the Annual General Membership Meeting. Ballots for Governing Board elections shall be distributed electronically at the direction of the Governing Board and Public Relations Development Committee at the conclusion of the Annual General Membership Meeting, and voting shall remain open until 11:59 p.m. EST, on the fifth calendar day following the conclusion of the Annual General Membership Meeting. Ballots shall indicate the type of membership casting the vote in order to allocate the appropriate weight to be afforded the vote.

- A. Nomination submissions shall include a minimal of a statement of why the candidate would like to serve on the Governing Board and if the nomination is submitted by someone other than the candidate, a statement of whether the candidate has agreed to the nomination.
- B. Potential candidates and Nominees must be active members of APRIL.
- C. Potential candidates must submit verification of representation and support from the Candidate's CIL/SILC.
- D. Elections for members of the Governing Board are held in odd numbered years for nine (9) Governing Board positions:
 - 1. President;
 - 2. Treasurer;
 - 3. One (1) SILC Organizational Membership Governing Board member;
 - 4. One (1) Youth Membership Governing Board member; and

5. Five (5) CIL/SILC Organizational Membership Governing Board members with attention being given to the required Governing Board composition as outlined in Section 4.2.

E. Elections for members of the Governing Board are held in even numbered years for ten (10) Governing Board positions:

1. Vice-President;

2. Secretary;

3. One (1) Youth Membership Board Member;

4. One (1) Diversity, Equity, and Inclusion (DEI) Committee Representative Governing Board member; and

5. Six (6) CIL/SILC Organizational Membership Governing Board Members with attention to required composition as outlined in Section 4.2.

E. Members may only run for one office each year; however, a Board Member in a current elected position, may run for another position during a year in which the Board Member's current position is not up for election and shall retain their current Governing Board position, unless and until elected to a different position.

Section 4.4 Term of Office

A. At large CIL Organizational Membership Board Members, Youth Membership Board Members, at large SILC Organizational Membership Board Members, shall serve no more than three (3) consecutive full terms in that position. A full term is two (2) years.

B. Members elected to serve as Executive Officers shall serve as an Executive Officer no more than two (2) terms in that position. The two (2) term limitation for Executive Officers is in addition to the three (3) term limitation for non-Executive Officer Governing Board membership.

- C. When a Governing or Executive Board member has served the term limits outlined above, or is not re-elected to the Governing or Executive Board, that individual may not run for election to the Governing or Executive Board until the expiration of at least two (2) full election years.
- D. Vacancies on the Governing Board shall be filled by appointment of the President with nominations by the majority approval of the entire Governing Board, unless the vacancy occurs less than ninety (90) days prior to the Annual General Membership Meeting at which an election shall be conducted by the active APRIL membership. In such case the seat shall remain vacant and a new Governing Board member will be selected by the active membership in the annual election to occur at the Annual General Membership Meeting. Appointees to vacant seats shall serve the remainder of the term to which they are appointed and may run for that Board seat at such time as the seat is next up for election, at which time the term limits described in Section 4.4A shall begin to apply.
- E. Governing Board members are elected as individual member CIL/SILC Organizational Membership representatives. In the event a Governing Board member elected as individual member CIL/SILC representative is no longer a member or representative of the Organization Membership member CIL/SILC, the Governing Board seat occupied by that Governing Board member shall be considered vacant unless the particular Governing Board member becomes a representative through a lateral move (CIL to CIL or SILC to SILC) that is an active member of APRIL.
- F. No Governing Board member shall receive any compensation for services rendered while serving in that capacity.
- G. Any Governing Board member may request a leave of absence from Board responsibilities. Leave shall not exceed one year and must be approved by the Board.
- H. Governing Board members are expected to attend any and all scheduled meeting, including being physically present for any scheduled in-person meeting. The President may waive this in person requirement for accommodation needs on an individual basis upon request.

- I. Any Governing Board member who has two (2) consecutive unexcused absences from a scheduled Governing Board meeting may be considered unable to continue serving on the Governing Board and the Governing Board may recommend that the individual's term as a Governing Board member be terminated and a new Governing member appointed.
- J. From time to time, the Governing Board of Directors may by majority vote designate non-voting advisors to the Governing Board. These individuals shall be entitled to notice and attendance of all Governing Board meetings. They may express their views but shall not be entitled to vote.
- K. The Governing Board's power, prerogative, duties, and responsibilities shall be exercised in a fiduciary capacity to accomplish the activities of APRIL and shall always act in the best interest of APRIL. The Boards powers are expressly limited so it can do nothing in contravention or derogation of the objectives in these Bylaws.

Section 4.5 Conflicts of Interest

- A. As used in this Section, the term:
 - 1. "Conflicting interest" means the interest a Governing Board member as respecting a transaction effected or proposed to be affected by APRIL if:
 - a. Whether or not the transaction is brought before the Governing Board, to the knowledge of the Governing Board member at the time of commitment the Governing Board member or a related person is a party to the transaction or has a beneficial financial interest in or so closely linked to the transaction and of such financial significance to the Governing Board member or a related person that it would reasonably be expected to exert an influence on the Governing Board member's judgment if the Governing Board member were called upon to vote on the transaction; or

- b. The transaction is brought (or is of such character and significance to APRIL that it would in the normal course be brought) before the Governing Board for action, and to the knowledge of the Governing Board member at the time of commitment any of the following persons is either a party to the transaction or has a beneficial financial interest so closely linked to the transaction and of such financial significance to that person that it would reasonably be expected to exert an influence on the Governing Board member's judgment if the Governing Board member were called upon to vote on the transaction: (i) an entity (other than APRIL) of which the Governing Board member is a director, general partner, agent, or employee; (ii) a person that controls one or more of the entities specified in division (i) of this subparagraph or an entity that is controlled by, or is under common control with, one or more of the entities specified in division (i) of this subparagraph; or (iii) an individual who is a general partner, principal, or employer of the Governing Board member.

2. "Related person" of a Governing Board member means:

- a. The spouse (or a parent or sibling thereof) of the Governing Board member or a child, grandchild, sibling, parent (or spouse of any thereof), or an individual having the same home as the Governing Board member, or a trust or estate of which an individual specified in this subparagraph is a substantial beneficiary; or
- b. A trust, estate, incompetent, conservatee, or minor of which the Governing Board member is a fiduciary.

3. "Required disclosure" means disclosure by the Governing Board member who has a conflicting interest of (A) the existence and nature of the Governing Board member's conflicting interest, and (B) all facts known to the Governing Board member respecting the subject matter of the transaction that an ordinarily prudent person would reasonably believe to be material to a judgment as to whether or not to proceed with the transaction.

- B. If a Governing Board member or a related person or entity has a conflicting interest respecting a transaction, the Governing Board member shall make the required disclose to the entire Governing Board membership voting on the transaction, including the existence and nature of the Governing Board member or related person's conflicting interest, the identity of the related person where appropriate, and inform them of the character of and limitations imposed by that conflict of interest prior to their vote on the transaction; and shall play no part, directly or indirectly, in their deliberations or vote on that transaction.

Section 4.6 Removal of Governing Board Members

- A. One or more Governing Board member may be removed for a stated cause by the affirmative vote of a two-thirds majority of the remaining members of the Governing Board at a regular or special meeting of the Governing Board, and where notice of a Governing Board member's intention to present a motion for removal has been given prior to the meeting of the Governing Board. A separate vote on removal must be made as to each Governing Board member proposed for removal.
- B. Any Governing Board member who has not participated in at least one-half of any and all Governing Board meetings within a calendar year is subject to removal for cause due to such absence.
- C. Any Governing Board member who breaches their obligations in violation of the Conflicts of Interest provisions of Section 4.5, or commits a breach of confidentiality in violation of Section 4.4.
- D. In the event of removal, the provisions of Section 4.4 will apply; however, if the removal of Governing Board members results in a total of four or more vacancies on the Governing Board, the remaining Governing Board members shall organize and expedite the election of new Governing Board members by the APRIL members by convening a special meeting of the Governing Board, on some later date at least ten but within fifteen days after the date of the meeting at which Governing Board members were removed, or after the vacancies arose, to organizes a special election for the vacant positions.

ARTICLE V

Executive Officers

Section 5.1 Makeup of the Executive Officers of the Governing Board

- A. The Executive Officers of APRIL shall consist of the President, Vice-President, Secretary, Treasurer, and Diversity, Equity, and Inclusion Chair all of whom shall be elected by the active membership at the Annual General Membership Meeting and shall serve as members of the Governing Board. The Executive Officers may serve up to two (2) consecutive terms.

- B. A vacancy occurring in the office of President shall be filled by the Vice-President. Vacancies occurring in other offices shall be filled by appointment of the President with the majority approval of the Board. Appointees shall serve the remainder of the term for their respective office and may run for election to the position at the next annual Governing Board and APRIL membership.

Section 5.2 Duties of Officers

- A. President, who shall serve as the Chairperson of the Board, shall:
 - 1. Preside at all regular and special meetings of the APRIL Governing Board;
 - 2. Preside at the Annual General Membership Meeting and provide an annual report of the operations of APRIL at the annual APRIL membership meeting;
 - 3. Be the official spokesperson for the Governing Board;
 - 4. Sign on behalf of APRIL, any documents, checks, notes, drafts, bills of exchange, and orders for payment of money as authorized by the Governing Board;
 - 5. Appoint the chair and members of committees and designate liaisons to represent APRIL when appropriate;

6. Provide direction and guidance to APRIL's Executive Director;
7. Provide New Governing Board member Orientation and ongoing Governing Board member trainings;
8. Conducts Final Annual or other evaluations of Executive Director as needed;
9. Chair the Executive Committee; and
10. Have served on the Governing Board at some time for at least one (1) full term.

B. The Vice-President, shall:

1. In the absence or incapacity of the President as determined by the Executive Officers, perform the duties and exercise the powers and duties of the President.
2. Upon the death, resignation, or removal of the President from office, the Vice-President shall assume the role of President.
3. Chair the Policy and Procedure Committee; and
4. Have served on the Governing Board at some time for at least one (1) full term.

C. The Secretary shall:

1. Oversee the keeping of all minutes of all proceedings of the APRIL Governing Board;
2. Give all notices to the Governing Board, Executive Committee and membership as required, by these Bylaws;
3. Assure that the APRIL membership rosters are updated as dues are received;

4. Chair or designate the chair of the Governing Board and Public Relations Development Committee; and
5. Have served on the Governing Board at some time for at least one (1) full term.

D. The Treasurer, shall:

1. Oversee the keeping of all financial accounting records of APRIL, including monthly, quarterly, and annual reports and the conduct of an annual audit of its financial status including systems of control for the recording of all financial transactions in accordance with Generally Accepted Accounting Principles and other applicable rules;
2. Chair the Finance Committee; and
3. Have served on the Governing Board at some time for at least one (1) full term.

E. The Diversity, Equity and Inclusion (DEI) Chair shall:

1. Chair the Diversity, Equity and Inclusion Committee.
2. Act as a liaison between the DEI Committee and the Executive Committee.

ARTICLE VI

Board Committee Structure

Section 6.1 APRIL Committees

The Governing Board President oversees all committees. Any APRIL committee chairs not filled shall be approved through nomination and majority vote of the Governing Board. Committee membership shall be filled by solicitation by the Chair of the committee and the Board President.

- A. Permanent and Temporary subcommittees may be established within the different permanent APRIL committees and chairs for those subcommittee appointed by the President, as the President deems appropriate, with majority approval of the Governing Board. The President shall fix and prescribe the rights, authority, and duties of any permanent or temporary subcommittee, with appointment of members to be made by the President with nomination for those positions and majority approval from the Governing Board.
- B. The President, upon the majority approval of the Governing Board, may appoint standing and special committees, chair and members as may be desirable to facilitate the work and responsibilities of APRIL. The President, upon the majority approval of the Governing Board, shall define the duties and term of such committees prior to their respective appointments.
- C. The Governing Board, may elect to coordinate and combine committee meetings for efficiency in coordination with the President.
- D. All APRIL committees may have a co-chair upon approval of Committee Chair and President.
- E. The Executive Director and the Governing Board President shall be *ex officio* members of all committees.
- F. APRIL shall have eight (8) standing committees consisting of three (3) Executive Committees and five (5) Governing Board and membership committees.
- G. All active members of APRIL, depending on membership type and level, are eligible to serve on committees with the approval of the President.
- H. All committee recommendations must be brought forward for majority vote by the Governing Board prior to implementation of any actions.

Section 6.2 Executive Committees

The following committees are chaired by Executive Officers:

- A. Executive Committee: The Executive Committee oversee operations of the Governing Board; acts on behalf of the Governing Board during on-demand activities that occur between meetings, so long as these acts are later presented for full Governing Board review. The Executive Committee is comprised of the Executive Officers. The President shall chair the Executive Committee.
- B. Policy and Procedure Committee: The Policy and Procedures Committee leads the Strategic Planning process, review of Bylaws and other APRIL policies and procedures, ensures sound evaluation of APRIL products/services/programs, including, e.g., outcomes, goals, data, analysis and resulting adjustments. The Committee also leads the evaluation of the Executive Director. The Vice-President shall chair the Policy and Procedure Committee.
- C. Finance Committee: The Finance Committee oversees development of the APRIL annual budget; ensures accurate tracking/monitoring/accountability for funds; ensures adequate financial controls; and reviews major grants and associated terms with the Executive Director. The Treasurer shall chair the Finance Committee.

Section 6.2 Community Committees

The following Governing Board and community standing committees will be chaired by individuals with appointment from the Governing Board President and nomination and majority approval from the then current Governing Board.

- A. Governing Board and Public Relations Development Committee: The Board and Public Relations Development Committee ensures effective board processes, structures, and roles, including retreat and conference planning, membership development, and Governing Board evaluation. Committee functions also include reviewing membership applications, oversight of nominations, such as keeping list of potential Governing Board members, orientation and training. Additionally, the Committee maintains Governing Board minutes. The Secretary may chair the Board and Public Relations Development Committee.

- B. Advocacy Committee: The Advocacy Committee oversees and serves as a source for advocacy on different topics.
- C. Fundraising and Marketing Committee: The Fundraising and Marketing Committee oversees development and implementation of APRIL's Fundraising Plan; and identifies potential funding sources and solicits funds from external sources of support, working in conjunction with designated APRIL- staff. The committee also oversees development and implementation of the APRIL Marketing Plan, including identifying potential markets, their needs, how to meet those needs with products/services/programs, and how to promote/sell the products/services/programs.
- D. Youth Steering Committee: The Youth Steering Committee acts as a liaison between APRIL Youth Membership and the Governing Board; and plans all Youth Membership conferences and activities. One Youth Membership member of the Governing Board shall chair the Youth Steering Committee.
- E. Diversity, Equity, and Inclusion Committee: The Diversity, Equity and Inclusion Chair member of the Governing Board chairs the Diversity, Equity and Inclusion Committee. This Committee exists to promote equity, diversity and inclusion within the disability community, and to advise on processes related to recruitment and retention of diverse members and community. This committee will have a commitment focused upon disability, equity, diversity, and inclusive policies, practices, and behaviors. The framework of the committee is based upon the values that:
1. Social identities such as race, ethnicity, gender, sexual orientation, religion, cultural, and geographical, i.e.: Rural, Urban, Metro, and others, are social constructs embedded within a context of unequal power relationships that allow privileged groups to benefit at the expense of marginalized groups.
 2. Equity ensures justice and fairness for all by addressing systemic biases in policies and practices, and ensures that disability and equity drive the culture and actions of the Committee.

3. Inclusive practices ensure that dominant and privileged voices are decentralized to create full and equal participation and access for all groups.
4. Acknowledgement of privileges and unconscious biases allows for mindful engagement in diversity, equity, and inclusion work.

ARTICLE VII

Meetings

Section 7.1 Governing Board Meetings

- A. The Governing Board shall meet no less than four (4) times a year. An annual Governing Board meeting is generally conducted in conjunction with the Annual General Membership Meeting. Meetings may be held in person or via audio and/or video conferencing. Governing Board members shall attend the annual Governing Board and membership meetings as part of their roles on the Governing Board.
- B. Written notices of Governing Board meetings shall be sent to all members of the Governing Board no less than thirty (30) days prior to the date set for the Governing Board meeting. Written notices of in-person Governing Board meetings shall be sent to all members of the Governing Board no less than sixty (60) days prior to the date set for the Governing Board meeting.
- C. Materials for all Governing Board meetings shall be distributed at least one (1) week prior to the scheduled Governing Board meeting.
- D. The President shall call and conduct all Governing Board meetings. The President shall be required to call a Governing Board meeting when a majority of the members of the Governing Board request that such a meeting be held.
- E. Meetings of the Governing Board may be conducted when 51% of the Governing Board members are present.

- F. In the event a Governing Board member has a complaint, issue or concern regarding a fellow Governing Board member, an APRIL staff member, or operations of APRIL, the Governing Board member shall notify the President in writing of the complaint, issue or concern, which must then be added to the Agenda for the next Governing Board meeting for full Governing Board discussion. If warranted, the Governing Board may appoint a special committee to investigate the complaint, issue or concern and to make specific recommendations to the Governing Board regarding resolution of the complaint, issue or concern.
- G. The Executive Committee may call a special meeting of the Governing Board. In the event that a special meeting is required, a notification shall be given to all members of the Governing Board not less than two (2) calendar days prior to the meeting, if possible. A special meeting of the Governing Board may not be called in lieu of one of the four (4) regularly scheduled Governing Board meetings and may only be called by agreement of three of the five (5) Executive Officers. Special meetings may be called only to address issues of emergency or expediency.

Section 7.2 Annual General Membership Meetings

- A. An Annual General Membership Meeting of the general membership of APRIL shall be held each year, either in person, virtually or a hybrid of in person and virtual. Notice of the time, date, and place of the meeting shall be sent in writing to the Membership at least sixty (60) days prior to the meeting.
- B. The topic to be discussed during the Annual General Membership Meeting shall include:
1. The Ballot for members nominated to fill Executive Offices and the Governing Board, which may include providing opportunity for nominees to provide no more than a two (2) minute bio.
 2. The annual report of the activities of APRIL,
 3. The Treasurer's report,

4. APRIL's priorities and issues for the coming year, and
 5. Any other business, including resolutions, authorized to be transacted by the Governing Board for which at least fourteen (14) days advance notice shall be given to the general membership, if possible. Voting on any resolution or other matter requiring general membership vote shall occur in conjunction with the ballot and election for membership of the Governing Board. See Section 4.3.
- C. Unless otherwise provided for, Robert's Rules of Order shall be used as a guide for the orderly conduct of the Annual General Membership Meetings.

ARTICLE VIII

Fiscal Management

Section 8.1 Financial Records

Members of the Governing Board, and Executive Officers shall be permitted to inspect the financial records of APRIL upon fourteen (14) days' prior written request to the President, and shall receive access to such financial records as they may deem necessary in order to fulfill their fiduciary responsibilities as members of the Governing Board.

ARTICLE IX

Amendments

Section 9.1 The Governing Board shall make changes or amendments to the Bylaws and publish those changes or amendments to the general membership electronically. The Governing Board shall have the voting power to make, amend, and repeal the Bylaws by a vote of two-thirds (2/3) of the Governing Board membership.

Section 9.2 Any proposed changes or amendments to the Bylaws shall be sent to each active member of the Governing Board at least thirty (30) days prior to any Governing Board meeting at which the proposed changes or amendments will be voted on.

ARTICLE X

Dissolution

Section 10.1 In the event of the dissolution of APRIL, or in the event that it shall cease to carry out the objectives and purposes set forth in these Bylaws, the Executive Officers shall, after paying or making provisions for payment of all liabilities of APRIL, dispose of the assets in such a manner as to benefit organizations operated exclusively for charitable, educational or scientific purposes in compliance with Section 501(c)(3) of the Internal Revenue Code of 1954, as the Executive Officers shall so determine.

ARTICLE XI

Executive Director

Section 11.1 The Governing Board will employ an Executive Director and such other supporting staff as deemed necessary to perform the functions and mission of APRIL. The Board shall approve the personnel policies of APRIL as established and recommended by the Executive Director. The Executive Director shall have the exclusive duty of overseeing the day-to-day operation of APRIL, including addressing and handling all personnel matters, hiring, supervising, disciplining and terminating the staff. Members of the Governing Board shall not intervene in employee relations, shall not advocate for or against any particular employee, and shall refrain from disclosing Board or APRIL confidential or proprietary information to employees. Board members shall not bypass the Executive Director to communicate with employees regarding APRIL business, but shall at all times communicate with or through the Executive Director to staff, unless authorized to do so by the Executive Director.

Section 11.2 The Executive Director shall have the authority to bind APRIL and sign financial documents and other contracts, including checks and written agreements, consistent with the financial policies of APRIL.