



**Access of the Red River Valley, Inc.**  
**BY-LAWS**

These By-Laws were approved by the Access of the Red River Valley, Inc.  
Board of Directors February 27, 2025

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## **ARTICLE I**

### **CORPORATE NAME**

SECTION 1. The name of this private, non-profit Corporation is Access of the Red River Valley, Inc. a 501 (c) (3) non-profit organization.

## **ARTICLE II.**

### **PURPOSES AND OBJECTIVES**

- SECTION 1. To provide an organized, cost-effective service to develop the abilities of persons with intellectual disabilities, disabilities related to behavioral and developmental disabilities and to help them become more functional and independent individuals.
- SECTION 2. To work jointly with other organizations and governmental agencies on behalf of persons with intellectual disabilities, or other behavioral and developmental disabilities.
- SECTION 3. To share information pertinent to the field of intellectual disabilities, behavioral and developmental disabilities with others.
- SECTION 4. To promote the exercise of civil rights by all persons including persons with intellectual disabilities or other developmental disabilities by instructing the disabled person, advising his/her family/guardian and assisting the community regarding attitudes and practices.
- SECTION 5. To build, acquire, sell, and maintain buildings and property, enter into contracts for carrying out of said purposes and to engage in any and all types of activities not prohibited by law which shall foster and promote the aforesaid activities and services for eligible persons, and to do all things and perform all acts necessary, incidental or convenient to accomplish, carry out and promote the aforesaid purposes.

## **ARTICLE III.**

### **MEMBERSHIP AND VOTING**

- SECTION 1. Application to be a Board member in this organization shall be open to any individual adhering to the mission, purposes and objectives of the Corporation.
- SECTION 2. Membership shall be granted upon a majority vote of the Board. The Board of Directors shall have the right to deny, or terminate, the membership of any member.

SECTION 3. There shall be at least four Board meetings each year. The meetings of the Board shall be held at such time and place as may be determined by the Board of Directors.

SECTION 4 Consent Agenda: The Board may, at its discretion use a Consent Agenda as a regular part of its meetings. A unanimous consent agenda will be printed listing matters that are expected to be non-controversial and on which there are likely to be no questions. The Consent Agenda (list usually containing items that do not require a decision or any Board action) will then be mailed and/or hand delivered to Board members before the next Board meeting. At the Board meeting the Chair will advise the Board of any items to be removed from the list based on prior requests from Board member(s) and will ask if there are any other items to remove. Remaining items are then unanimously approved *in bloc* without discussion. Items removed will then be handled in the usual way.

SECTION 5. Quorum: A quorum at meetings of the Corporation shall consist of those members of the Corporation present at the time the meeting is convened. A quorum is defined as a simple majority of the members of the Board of Directors. Each member present shall be entitled to one (1) vote.

SECTION 6. Individual Board members in good standing shall be eligible to vote on all questions at the Board meetings.

SECTION 7. Voting shall be done in a manner deemed necessary by the Board of Directors (i.e. in person, by email, phone, proxy or paper ballot). (See also "Consent Agenda" Article III, Sec. 4).

#### **ARTICLE IV.**

##### **MEETINGS OF MEMBERS**

SECTION 1. Meetings. The date(s) of the regular meeting(s) shall be set by the Board of Directors who shall also set the time and place.

SECTION 2. Special Meetings. Special meetings may be called by the Chairperson, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by ten percent of the voting members may call a special meeting.

SECTION 3. Notice. Notice of each meeting shall be given to each Board Member, by mail (email or phone), and an annual calendar for Board Meetings is issued at the November Board meeting.

## ARTICLE V.

### THE BOARD OF DIRECTORS AND OFFICERS

#### SECTION 1.

The affairs of the Corporation shall be managed and controlled by an elected Board of Directors. There shall be not less than five (5) or more than fifteen Directors. The term of office shall be limited to a maximum of two, three (3)-year terms, followed by a mandated one (1)-year hiatus, at which time a member would be eligible for one more three (3)-year term. A second or third three (3)-year term requires a majority vote by the Board at a meeting prior to the end of the member's term. During times of transition, Board members whose second term is up may serve another 3-year term with no hiatus. A newly elected Board Chair will serve a minimum of two years even if their current board term has been completed.

SECTION 2. Board member's backgrounds shall numerically exemplify balanced representation from consumer/parent/guardian, professional and concerned citizens groups. The Board shall receive no compensation other than reasonable expenses.

SECTION 3. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

SECTION 4. The officers of the Corporation shall be a Chair, a Vice-Chair, and a Secretary/Treasurer.

SECTION 5. The officers must be board members in good standing and shall be elected by the Board of Directors at the year-end Board meeting bi-annually. Officers shall be installed immediately following election.

- a. Term of Office for all officer positions shall be two (2) years. Officers may be re-elected.
- b. In the event of mid-term vacancy in the office of Chair, the Vice-Chair shall assume the office.
- c. Mid-term vacancies in any other office of the Board of Directors may be filled by the vote of the Board.

SECTION 6. Upon completing a final board term, the Chair shall automatically move into the position of Immediate Past Chair for the term of one (1) year. The Immediate Past Chair:

- a. Attends Board meetings as a voting member.
- b. Facilitates the leadership transition of the Board.

- c. Provides advice and support to the incoming Board Chair.
- d. Is a voting member of the Executive Committee.
- e. May attend any other committee meeting as a resource, non-voting, to support the ongoing work of the Board from the previous year.

## **ARTICLE VI.**

### **BOARD OFFICER RESPONSIBILITIES**

- SECTION 1 The Chair shall be the presiding officer at all meetings of the Executive Committee, the Board of Directors and the membership. He/she shall be the principal executive officer of the Corporation and shall be ex-officio member of all Board committees. The Chair shall see that all orders and resolutions of the Board of Directors are carried out and shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors.
- SECTION 2 The Vice-Chair shall, in the absence of Chair, perform the duties and exercise the powers of the Chair and shall also assist the Chair as required.
- SECTION 3 The Secretary/Treasurer shall oversee the retention of Board records such as records of all votes and minutes of the meetings of the Board of Directors and Committees. Shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, shall be custodian of the Corporation records, and shall in general perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Directors. The Secretary-Treasurer shall be the Chair of the Finance Committee and shall be responsible for oversight of the Organization's financial records and financial reports at each Board meeting. He/she perform all the duties incident to the office of Secretary/Treasurer and such other duties as from time to time by be assigned to him by the Chair or by the Board of Directors.
- SECTION 4 Each officer elected or appointed by the Board of Directors may be removed by a majority of the Board of Directors. A vacancy in any office may be created and/or filled by the affirmative vote of a majority of the Board of Directors.

## **ARTICLE VII.**

### **RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

- SECTION 1 The Board of Directors may authorize any officer, officers, agent, or agents of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to special instances.
- SECTION 2 The Board of Directors may accept, on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation.
- SECTION 3 Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.
- SECTION 4 Directors shall not receive any stated compensation or salary for their services, but, by resolution of the Board of Directors, a fixed sum for each meeting, and expenses incurred in attending said meeting, if any, may be allowed for attendance at each regular or special meeting of the Board.
- SECTION 5 Each Board member elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served. A Board member vacancy may be created and/or filled by the affirmation vote of a majority of the Board of Directors.

## **ARTICLE VIII.**

### **EXECUTIVE COMMITTEE**

- SECTION 1 The Executive Committee shall consist of the immediate past Chair, the Chair, the Vice Chair, and the Secretary/Treasurer.
- SECTION 2 The Executive Committee shall have and may exercise the powers of the board in the interim between Board meetings, except that the Executive Committee shall not have the power to adopt the budget; or to take any action which is contrary to, or a substantial change in the affairs, business or policy of the Corporation. The Executive Committee shall submit reports on action taken for ratification to the Board at the next regularly scheduled Board meeting.
- SECTION 3 The Executive Committee shall meet upon call of the Chair or written request from two (2) Committee members. A majority of the members of the Committee must be present in person to constitute a quorum for the transaction of business.

## **ARTICLE IX.**

### **STANDING COMMITTEES**

SECTION 1 The following committees shall be considered standing committees of the Board:

- a. Executive Committee
- b. Finance Committee
- c. Fundraising and Marketing Committee

SECTION 2 Standing committees shall consider pertinent issues in-depth and shall make recommendations to the Board of Directors for Board action. Committees shall not take any action which is contrary to or a substantial departure from the direction established by the Board, or which represents a major change in the affairs, business, or policy of the Corporation.

SECTION 3 The Chair of each committee except Finance shall be appointed by the Board chair, subject to the approval of the Board of Directors, for no more than two (2) years. Appointment to the position of committee Chair shall be made at the year-end Board meeting bi-annually, except that vacancies may be filled at any regular meeting of the Board.

SECTION 4 Committee members shall be appointed by the Chair after consultation with the Chair of the respective committee and subject to the approval of the Board of Directors for a term consistent with that of the Chair.

## **ARTICLE X.**

### PARLIAMENTARY AUTHORITY

SECTION 1 All business shall be governed by Roberts Rules of Order Revised. For that purpose, a parliamentarian may be appointed at the discretion of the Chair.

## **ARTICLE XI.**

### AMENDMENTS

SECTION 1 These by-laws may be amended, repealed, and any new by-laws may be adopted at any meeting of the Board of Directors of Access of the Red River Valley, Inc., provided that at least three (3) days written notice explaining proposed action is given to all Directors. Changing these by-laws requires a majority vote of the Board of Directors.

## **ARTICLE XII.**

### INDEMNIFICATION

SECTION 1 Indemnification of Directors, Officers, etc. The Corporation hereby declares that

any person who serves at its request as a director, officer, employee, chair or member of any committee, or on behalf of the Corporation as a director, trustee or officer of another Corporation, whether for profit or not for profit, shall be deemed the Corporation agent for the purposes of this Article and shall be indemnified by the Corporation against expenses (including attorney's fees), judgments, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of such service, provided such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. Except as provided in Section 3, termination of any such action, suit or proceeding by judgment, order, settlement, conviction, or upon a pleas of nolo contendere or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in the best interest of the Corporation or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that such person's conduct was unlawful.

- SECTION 2 Indemnification against liability to corporation. No indemnification shall be made in respect of any claim, issue or matter as to which a person covered by Section 1 shall have been adjudged to be liable for negligence or misconduct in the performance of that person's duty to the Corporation unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.
- SECTION 3 Indemnifications in Criminal Action. No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section 1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.
- SECTION 4 Other Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under the articles of incorporation, any agreement, any other provision of these by-laws, vote of the disinterested directors or otherwise, and any procedure provided for by any of the foregoing, both as to action in that person's official capacity and as to action in another capacity while holding such office.
- SECTION 5 Period of Indemnification. Any indemnification pursuant to this Article shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a

director, officer, employee, or agent of the Corporation and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these by-laws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict, or otherwise affect the right or power on the Corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omission which occurred prior to such repeal or amendment.

SECTION 6 Insurance. By action of the board of directors, notwithstanding any interest of the directors in such action, the Corporation may, subject to Section 8, purchase and maintain insurance, in such amounts as the board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against such person and incurred by such person in such person's capacity of or arising out of such person's status as an agent of the Corporation, whether or not the Corporation would have the power to indemnify that person against and maintain insurance, in such amounts as the board may deem appropriate, to insure the Corporation against any liability, including without limitation, any liability for the indemnifications provided in this Article.

SECTION 7 Right to impose conditions to indemnification. The Corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirement and conditions as the board of directors may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the corporation; (b) that the Corporation shall have the right, as its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; and (c) that the Corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the corporation.

SECTION 8 Limitation of Indemnification. Notwithstanding any other provision of these by-laws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that out jeopardize or be inconsistent with qualification of the Corporation as an organization described in Section 501 (c)(3) of the Internal Revenue Code.