

# **DISABILITY RIGHTS IDAHO BOARD OF DIRECTORS MANUAL**

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September 18, 2009

Dear Board Member:

Welcome to the Board of Directors of DisAbility Rights Idaho. I am sure you will find your term on the Board a rewarding experience and that you will have the opportunity to make a significant impact on the lives of people with disabilities in Idaho.

DisAbility Rights Idaho is the Protection and Advocacy (P&A) System for the state of Idaho. Every state has a P&A and each conducts at least six federally funded programs. This manual contains a description of these programs. All of these programs contribute in an important way to our mission and all are consistent with our core values and guiding principles. Please carefully review our Mission Statement and Guiding Principles and be sure you are comfortable and familiar with them.

DisAbility Rights Idaho is a private, non-profit corporation. Like most non-profits, our Board of Directors is a policy making board. The management of the organization is the job of the Executive Director and the management staff. Nevertheless the Board is a vital and essential part of DisAbility Rights Idaho, and has both organizational and statutory duties. In addition to corporate responsibilities such as budgeting and financial oversight, the Board is an active partner in setting the program priorities for each year and establishing the broad operating policies for all of our services.

Your service with DisAbility Rights Idaho will affect the lives of many people with disabilities, their families and our society as a whole. It will also affect you and provide you with opportunities to learn and grow in many ways.

You are to be commended for your commitment of time and effort to this vital cause. Thank you for your contribution to making Idaho a better place for people with disabilities.

Sincerely,

James R. Baugh  
Executive Director

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*formerly Comprehensive Advocacy, Inc.*

4477 EMERALD, SUITE B-100 ♦ BOISE, ID 83706

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# ***DISABILITY RIGHTS IDAHO***

## **STATEMENT OF MISSION**

***DisAbility Rights Idaho assists people with disabilities to protect, promote and advance their legal and human rights, through quality legal, individual, and system advocacy.***

### **GUIDING PRINCIPLES**

1. DisAbility Rights Idaho assists people with disabilities to promote and protect their right to meaningful personal choice and self determination.
2. DisAbility Rights Idaho assists people with disabilities to promote their right to independence, self-sufficiency and full membership in communities.
3. DisAbility Rights Idaho assists people with disabilities to promote their right to inclusive, adapted, accessible services, residences, education and employment.
4. DisAbility Rights Idaho assists people with disabilities to promote the right to safe and humane practices and environments which are free from abuse and neglect, and which recognize their individuality and dignity.

*Adopted by the Board of Directors on June 12, 1999*

# DisAbility Rights Idaho

DisAbility Rights Idaho is a private, non-profit, legal and advocacy services organization, advocating for the human, legal, and service rights of individuals with disabilities. In 1977, DisAbility Rights Idaho was designated by the Governor of Idaho as the state's Protection and Advocacy System. DisAbility Rights Idaho is funded by several federal grants and all services are offered statewide at no cost to eligible individuals in accordance with the company's available resources and service priorities.

## MISSION STATEMENT

DisAbility Rights Idaho assists people with disabilities to protect, promote and advance their legal and human rights through quality legal, individual, and system advocacy.

## SERVICES PROVIDED

- ◆ Information and Referral
- ◆ Negotiation and Mediation
- ◆ Short Term Assistance/Technical Assistance
- ◆ Administrative Remedies
- ◆ Legal Representation
- ◆ Investigation of Abuse or Neglect
- ◆ Education and Training
- ◆ Advocacy addressing System and Policy Issues

## CONTACT US

**Boise Office:** 4477 Emerald Street, Suite B-100, Boise, ID 83706  
(208) 336-5353 (Voice/TDD) (208) 336-5396 (Fax)

**Pocatello Office:** 845 West Center Street, C-107, Pocatello, ID 83204  
(208) 232-0922 (Voice/TDD) (208) 232-0938 (Fax)

**Moscow Office:** 428 West 3<sup>rd</sup> Street, Suite 2, Moscow, ID 83843  
(208) 882-0962 (Voice/TDD) (208) 883-4241 (Fax)

**Toll Free Phone:** 1-866-262-3462 (V/TDD)

**Web Site:** [www.disabilityrightsidaho.org](http://www.disabilityrightsidaho.org)

**E-Mail:** [info@disabilityrightsidaho.org](mailto:info@disabilityrightsidaho.org)

# PROGRAMS

## **Protection & Advocacy for Individuals w/Developmental Disabilities (PADD)**

- ▶ Services to address disability related rights violations for individuals who have a severe and chronic developmental or physical disability.

## **Protection and Advocacy for Individuals with Mental Illness (PAIMI)**

- ▶ Priority representation is provided to individuals with mental illness alleging abuse, neglect or violations of rights occurring in treatment facilities. Services may also be provided to address rights violations in the community.

## **Protection and Advocacy for Individual Rights (PAIR)**

- ▶ Services addressing disability related rights violations for all other individuals with physical and/or mental disabilities who are not eligible for services under the PADD, PAIMI, or CAP programs.

## **Client Assistance Program (CAP)**

- ▶ Services to provide information and advocacy to individuals who are involved with federally funded rehabilitation programs.

## **Protection and Advocacy for Assistive Technology (PAAT)**

- ▶ Services to individuals with disabilities who need information or assistance enforcing legal rights to obtain assistive technology devices and services.

## **Protection and Advocacy for Beneficiaries of Social Security (PABSS)**

- ▶ Services to provide information and advocacy to beneficiaries of Social Security seeking to secure, retain, or regain gainful employment.

## **Protection and Advocacy for Traumatic Brain Injury (PATBI)**

- ▶ Services to individuals with traumatic brain injury and their families to improve access to healthcare and other services.

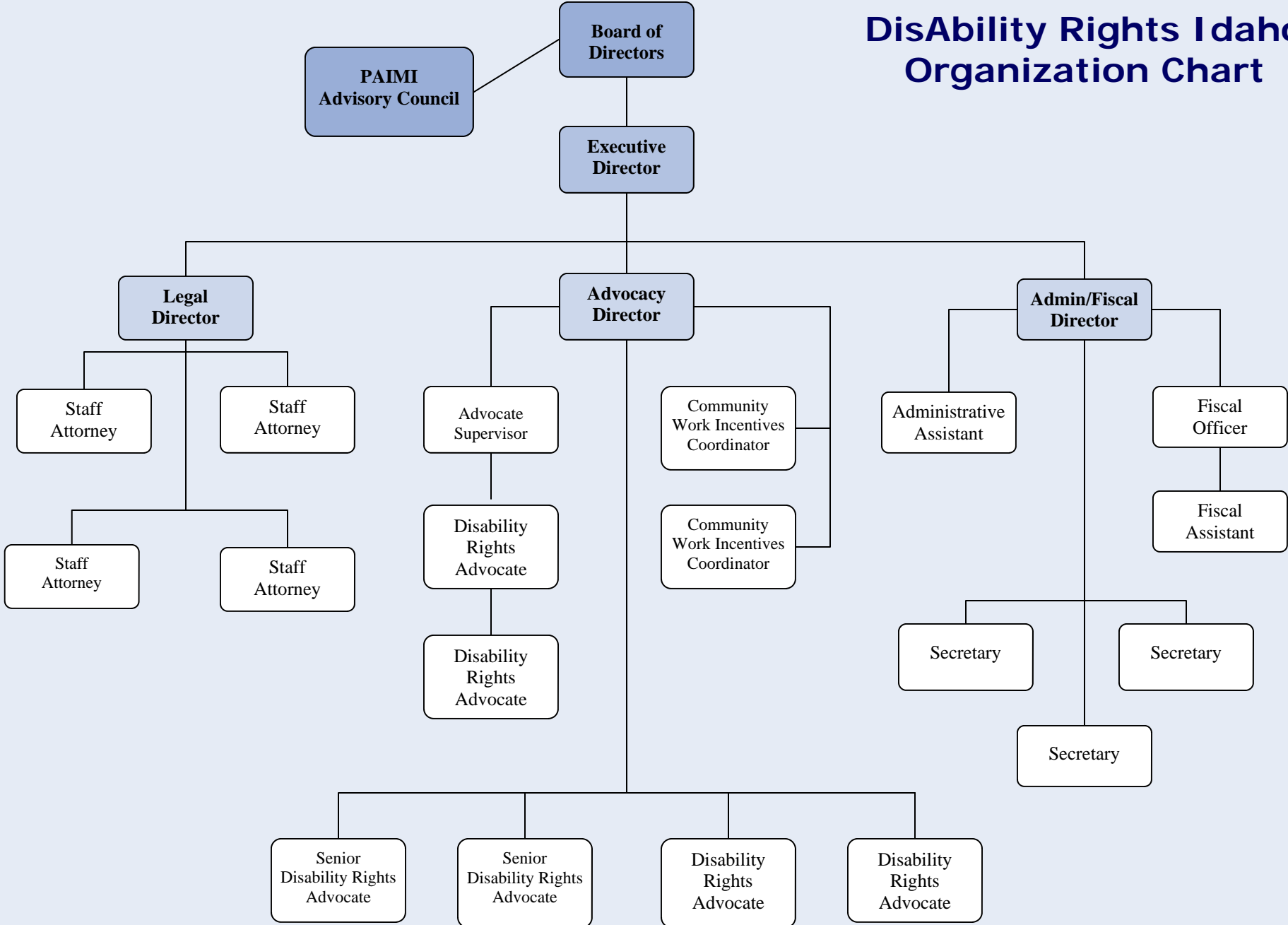
## **Protection and Advocacy for Voting Accessibility (PAVA)**

- ▶ Services to ensure the full participation of individuals with disabilities in the electoral process.

## **Work Incentives Planning and Assistance (WIPA) Program**

- ▶ Provides work incentive planning, assistance and outreach services to SSA beneficiaries receiving SSI/SSDI and seeking employment

# DisAbility Rights Idaho Organization Chart



# DISABILITY RIGHTS IDAHO MEETING CALENDAR FOR FISCAL YEAR 2010

<b>September 18, 2009</b>	Friday, 3-7 p.m.	<b>Board Orientation/Dinner</b>
<b>September 19, 2009</b>	Saturday, 9 a.m.-3 p.m.	<b>Board of Directors Meeting</b>
<b>October 21, 2009</b>	Wednesday, 6-8 p.m.	<b>Executive Committee Meeting</b>
<b>November 18, 2009</b>	Wednesday, 6-8 p.m.	<b>Executive Committee</b>
<b>January 8, 2010</b>	Friday, 3-7 p.m.	<b>Board Public Policy Meeting</b>
<b>January 9, 2010</b>	Saturday, 9 a.m.-3 p.m.	<b>Board of Directors Meeting</b>
<b>January 12, 2010</b>	Tuesday, 7:30 p.m.	<b>PAIMI Advisory Council</b>
<b>February 17, 2010</b>	Wednesday, 6-8 p.m.	<b>Executive Committee</b>
<b>March ?, 2010</b>	Phone Conference	<b>Board of Directors Meeting</b>
<b>April 21, 2010</b>	Wednesday, 6-8 p.m.	<b>Executive Committee</b>
<b>April 20, 2010</b>	Tuesday, 7:30 p.m.	<b>PAIMI Advisory Council</b>
<b>May 19, 2010</b>	Wednesday, 6-8 p.m.	<b>Executive Committee</b>
<b>June 7-10, 2010</b>	Los Angeles, Calif.	<b>NDRN Annual Conference</b>
<b>June 12, 2010</b>	Saturday, 9 a.m.-3 p.m.	<b>Board of Directors Meeting</b>
<b>June 15, 2010</b>	Tuesday, 7:30 p.m.	<b>PAIMI Advisory Council</b>
<b>July 21, 2010</b>	Wednesday, 6-8 p.m.	<b>Executive Committee</b>
<b>August 18, 2010</b>	Wednesday, 6-8 p.m.	<b>Executive Committee</b>
<b>September 21, 2010</b>	Tuesday, 7:30 p.m.	<b>PAIMI Advisory Council</b>
<b>September 17, 2010</b>	Friday, 3-7 p.m.	<b>Board Orientation/Dinner</b>
<b>September 20, 2010</b>	Saturday, 9 a.m.-3 p.m.	<b>Board of Directors Meeting</b>

# **DisAbility Rights Idaho**

## **Board of Directors Job Description**

The DisAbility Rights Idaho Board of Directors is the governing body of the organization. The Board is responsible for setting overall direction, making policy decisions, establishing long range plans, hiring and evaluating the Executive Director, monitoring compliance with financial and legal requirements, insuring that the goals and programs of the organization remain faithful to its mission, insuring that adequate financial resources are secured to carry out the work of the organization, and providing continued volunteer leadership for the nonprofit corporation. The organization cannot function either legally or practically without a knowledgeable, hardworking, and enthusiastic board.

### **Position Title:**

Member of the Board of Directors

### **Duties:**

Members are elected to serve for a two-year term, with a maximum eligibility of three terms. Members attend quarterly meetings of the Board of Directors. Each member should serve on at least one standing committees of the board. Members participate in policy making at both the general and committee levels. They also monitor activities of the Executive Director in carrying out program priorities, goals, objectives and policies set by the board. Members represent the organization in the community when appropriate and assist the organization gain needed community support by exercising personal and professional contacts whenever possible. Members should accept leadership positions on the board as appropriate.

### **Qualifications:**

Members must be a resident of the State of Idaho. Members should have an interest in the program and goals of the organization and in disability issues in general. Experience or knowledge in any of the following areas would also be beneficial: business management, finance, personnel, law, program development, evaluation, public relations, or fund raising. The members should represent the geographical, ethnic/cultural, economic and disability diversity of Idaho.

**Time Commitment:**

The Board of Directors' business meetings are held on Saturday in January, March, June and September. There is an additional meeting for identifying priorities and objectives, that is held on the Friday before the June Board meeting. These are day-long meetings and are usually held in Boise. The Board also meets on the Friday afternoon prior to the January Board meeting to set our public policy for the upcoming legislative session. Attendance at these meetings is requisite to being a member of the Board of Directors

Approximately one hour per month is required for committee work, plus one hour preparation time for all meetings. Executive officers and committee chairs also attend Executive Committee meetings on the third Wednesday evening of each month in which a full board meeting is not held. Additional time appropriate to the individual member's assumption of responsibilities would also be required.

**Training Provided:**

There is a half-day orientation session held the Friday before the September Board meeting. On-going training is conducted as needed. Opportunities to attend conferences and workshops related to the activities of the company will be offered as funding allows.

# **EXECUTIVE COMMITTEE**

## **Membership:**

The Executive Committee shall consist of the four executive officers of the Board of Directors - the President; the Vice-President/Governance Committee Chair; the Secretary/Membership Committee Chair; and the Treasurer/Finance Committee Chair - and the Personnel Committee Chair.

## **Scope and Mission:**

The Executive Committee shall serve as a clearinghouse of information and shall coordinate all activities for which the Board of Directors is responsible. The Executive Committee shall be empowered to conduct the business of the Corporation on behalf of the Board.

The Executive Committee shall also hear, consider and make determinations of grievances presented by clients, or persons determined to be ineligible for services from Disability Rights Idaho. Where appropriate, the committee will make recommendations to the Board regarding issues giving rise to current or potential grievances.

## **Issues and Activities Overseen by the Committee:**

1. The Committee shall receive a monthly update from each of the above named executive officers on the current status of their area(s) of responsibility.
2. The Committee will also receive a monthly report from the standing committee chairs on the status of their respective activities.
3. The Executive Committee shall review the proposed agenda for the quarterly Board meeting prior to its publication.
4. The Committee shall oversee the implementation of the Board of Directors' Strategic Plan.
5. The Committee shall oversee the development and distribution of any external communication originated by the Board.
6. The Committee shall be responsible for managing any emergency situation declared by an Executive Officer.

7. Where overlap may occur between these duties and the duties of any standing committee of the Board, the issue will be referred to the appropriate committee of the Board.
8. Client grievances submitted to the Committee will be considered according to the company's Client Grievance Procedure, including compliance with the timetable for responses and review meetings. All relevant documents concerning the specific grievance will be made available to the Committee members at least thirty-six (36) hours before scheduled actions.

**Executive Committee Timetable:**

The Committee shall review the fiscal year planning calendar listing all anticipated events such as quarterly Board meetings, financial deadlines, federal reporting deadlines, and other significant events as determined by the corporation's commitments and obligations.

The standing committees of the Board will establish items which may be included in the annual Board calendar.

Unless otherwise waived, all items which are to be reviewed by the Executive Committee shall be received at least forty-eight (48) hours prior to the meeting at which the item is to be considered.

Specific external reports, proposals or other items shall be reviewed by the appropriate standing committee prior to release.

# **GOVERNANCE COMMITTEE**

## **Membership:**

The Governance Committee shall consist of the Vice-President, who will serve as chair, and not less than two (2) members of the Board of Directors at large, to be appointed by the President.

## **Scope and Mission:**

The Governance Committee shall review and update the corporate By-Laws, Articles of Incorporation and other board policies as needed.

## **Committee Responsibilities:**

1. Review, update and make recommendations for amendments to the Corporate By-Laws and Articles of Incorporation, as needed;
2. Review, update and make recommendations for amendments to policies regarding governance of the Board or Corporation, and not under the jurisdiction of another committee, as needed;
3. Make recommendations for new policies regarding governance of the Board or Corporation as needed;
4. Other duties as assigned by the President.

## **Information Needed From Staff:**

1. A current copy of the Corporation's By-Laws;
2. Parliamentary Procedures;
3. Updates on policy changes from other committees.

### **Items Submitted to Committee:**

1. Recommended changes to the By-Laws, from individuals or other committees, must be submitted to the Governance Committee in writing, accompanied with a rationale for the suggested change;
2. Any proposed board policy changes will be referred to the Governance Committee for review and recommendation to the full Board of Directors;
3. The Governance Committee will coordinate with other standing committees and advisory boards when appropriate.

### **Timetable:**

1. Recommended By-Law changes will be reviewed by the Committee as submitted and recommendations made to the Board of Directors;
2. Notice regarding the proposed amendments to the By-Laws will be sent to each Board member at least ten (10) days prior to the Board meeting, as stipulated in Article IX of the By-Laws. Amendments shall be adopted with the approval of two thirds of Board of Directors.

### **Authority of Committee Chair:**

1. Represent the Governance Committee on the Executive Committee and relay Executive Committee actions to Governance Committee members;
2. Call committee meetings as needed;
3. Communicate as needed with committee members;
4. May delegate committee tasks regarding By-Law and/or policy review to committee members;
5. Present committee recommendations to the full Board of Directors.

# MEMBERSHIP COMMITTEE

## **Membership:**

The Membership Committee shall consist of the Secretary, who will serve as chair, and not less than two (2) members of the Board of Directors at large, to be appointed by the President.

## **Scope and Mission:**

The Membership Committee shall recruit new members for the Board of Directors and shall strive to procure representation that reflects the geographical, cultural, economic and disability diversity of Idaho residents; and such other duties as relate to board development, officer elections, and policy violations by members.

## **Committee Responsibilities:**

1. Review board membership applications, contact applicants as necessary, and make recommendations for nominations to the Board of Directors;
2. Notify all applicants as to whether or not they were elected to the Board of Directors;
3. Make recommendations for a proposed slate of officers to be presented to the Board at the June board meeting;
4. Oversee an orientation process for new board members;
5. Review record of board members' attendance at quarterly meetings and report any attendance policy violations to the Executive Committee;
6. Refer any reports of violations by a board member of the "Code of Ethics", the "Conflict of Interest" or other board policies, to the Executive Committee;
7. Other duties as assigned by the President.

## **Information Needed From Staff:**

1. A current copy of the Corporation's By-Laws and all board policies;
2. A current list of all board members with complete contact information and term dates;

3. Assurance that interested individuals will be sent a membership recruitment packet;
4. A listing of prospective board members one month prior to the June board meeting and on a periodic basis as needed;
5. A current attendance record of all board members.

**Items Submitted to Committee:**

1. Any applications for Board of Directors membership;
2. Any reports of board policy violations by board members.

**Timetable:**

1. At the March board meeting, the committee will contact those members whose terms are to expire in June, regarding continued Board membership.
2. Prior to the March board meeting, the committee will develop a recommended slate of officers.
3. Prior to the June board meeting, the committee will prepare a list of eligible applicants for the seats of those board members whose terms are expiring.
4. Prior to each Executive Committee meeting, the committee will prepare a list of any board members who are in violation of the attendance policy.

**Authority of Chair:**

1. Represent the Membership Committee on the Executive Committee and relay Executive Committee actions to Membership Committee members;
2. Call committee meetings as needed;
3. Communicate as needed with committee members;
4. May delegate any committee tasks to Committee members;
5. Present committee recommendations to the full Board of Directors.

# **FINANCE COMMITTEE**

## **Membership:**

The Finance Committee shall consist of the Treasurer, who will service as chair, and not less than two (2) members of the Board of Directors at large, to be appointed by the President. At least one member of the Finance Committee must reside within reasonable proximity to the Corporation's main office.

## **Scope and Mission:**

The Finance Committee will have an ongoing responsibility to oversee and direct the financial affairs of the corporation. Major emphasis will be placed on maximizing the effectiveness of the corporation by increasing the efficiency of the corporate operations.

## **Committee Responsibilities:**

1. Monitor the financial affairs of the corporation;
2. Review and make recommendations to the Board regarding the annual budget;
3. Review the monthly financial report;
4. Retain an independent auditor to perform the annual A 1-33 financial audit;
5. Review the annual audit;
6. Other duties as assigned by the President.

## **Information Needed From Staff:**

1. Draft budget to be submitted no later than August 15 for review prior to September board meeting;
2. Monthly financial report;
3. Annual audit, upon its completion;

4. Current copy of accounting manual;
5. Draft mid-year budget revision at least three weeks prior to the board meeting at which it will be presented;
6. Immediate notification of pertinent information that might affect the financial stability or operations of the corporation.

**Authority of Committee Chair:**

1. Present all financial reports, audits, grant awards, proposed and revised budgets and other such financial information that may be appropriate at the Board of Directors and Executive Committee meetings;
2. Open and review all bank statements monthly;
3. Review the monthly VISA/Mastercard statement;
4. Represent the Finance Committee on the Executive Committee and relay Executive Committee actions to Finance Committee members;
5. Call committee meetings as needed;
6. Communicate as needed with committee members;
7. May delegate any committee tasks to committee members;
8. Present committee recommendations to the full Board of Directors.

Revised December 2004

# **PERSONNEL COMMITTEE**

## **Membership:**

The Personnel Committee shall consist of a chair and not less than two (2) members of the Board of Directors at large, to be appointed by the President.

## **Scope and Mission:**

The Personnel Committee shall monitor the personnel activities and work environment of the Corporation.

## **Committee Responsibilities:**

1. Review and make policy and program recommendations to the Board related to hiring, termination, promotion, retention, dismissal, benefits, and other personnel issues;
2. Review employee handbook for ease of understanding and completeness at least once a year;
3. Hear employee grievances and distribute reports as outlined in the procedures;

## **Information Needed from Staff:**

1. Current copy of Employee Handbook;
2. Current list of all staff members with position, addresses and telephone numbers.

## **Timetable:**

Any issue or policy brought to the Personnel Committee for consideration must be presented in writing and at least ten (10) days prior to the quarterly board meeting.

**Authority of Committee Chair:**

1. Represent the Personnel Committee on the Executive Committee and relay Executive Committee actions to the Personnel Committee members;
2. Call committee meetings as needed;
3. Communicate as needed with committee members;
4. May delegate committee tasks to other committee members;
5. Present committee recommendations to the full Board of Directors;
6. May make decisions for the committee only in an emergency, when time is an issue and other committee members cannot be contacted.

**POLICY FOR SUPPORTS, ACCOMMODATIONS AND EXPENSE**  
**REIMBURSEMENTS FOR DISABILITY RIGHTS IDAHO**  
**BOARD OF DIRECTORS AND PAIMI ADVISORY COUNCIL**  
**MEMBERS**

It is the intent of the Board of Directors of DisAbility Rights Idaho to provide for the effective participation of all members of the board and advisory councils. To insure the full inclusion of persons with disabilities and of family members of persons with disabilities, DisAbility Rights Idaho will make available any reasonable accommodations or supports necessary to enable them to attend and to participate in the business of the board or councils.

Board and Advisory Council members (members) are encouraged to identify accommodations needed to facilitate their participation by contacting the Administrative Assistant.\*

**Volunteer members** – Members serve without compensation or stipend. They are reimbursed for expenses related to authorized work for the board, council or organization.

**Authorized work for the board or councils** – The business of the board or advisory councils is primarily done during the meetings of the board, advisory councils and committees. At times, members may be asked to do work outside of these meetings.

Other authorized work may include: attendance at company sponsored events; activity associated with a task which a committee is authorized by the board to carry out; recruitment of new board or council members; a specific task to further the purposes of the organization and specifically assigned by the President of the Board, Council Chairperson, chairperson of a committee, or the Executive Director.

Opportunities to attend conferences and workshops related to the activities of DisAbility Rights Idaho will also be offered to members as funding allows.

**Expenses for Authorized Work** - Members will be reimbursed for reasonable expenses that are directly related to authorized work for the board, council or organization. The expense (whether to be reimbursed or paid directly by the company) must be pre-approved and the company purchase order policy must be followed. Staff will assist with necessary paperwork.

**Travel Arrangements and Expenses** - All travel arrangements will be made by the Administrative Assistant (AA), who will determine the most appropriate method of travel. In determining the most appropriate method of travel for each member, the least expensive method of travel will be used whenever possible, but consideration will also be given for travel time, distance, work schedules, family obligations, weather, safety conditions, accommodations for disabilities, etc.

In those cases when automobile travel is determined the most appropriate travel method and the trip exceeds 200 miles, members may request the use of a rental car rather than their personal car, regardless of whether it is more or less costly than mileage reimbursement.

The major travel expenses (transportation, lodging etc.) will generally be paid for directly by the company.

Reimbursement of travel expenses that have been paid for by the member, and have been incurred for attendance at regularly scheduled meetings, will be made upon submission of a completed Travel Report.

Travel expenses incurred for other authorized work or activities, must be pre-approved and the company purchase order policy must be followed. Reimbursement for expenses paid for by the member will then be made upon submission of a completed Travel Report.

Completed Travel Reports, along with any required receipts, should be submitted within five (5) working days of the conclusion of the travel or meeting to the Administrative Assistant, who will review the report and submit to the Fiscal Department for reimbursement.

Advance payment of any travel expenses or per diem is allowed only with the prior approval of the Finance Committee.\*

The cost of meals (per diem) is reimbursed in-state at the current rate used by the State of Idaho. Out-of-state reimbursement for the cost of meals is 150% of the in-state rate. For less than a full day of travel, breakfast per diem will be allowed when the member departs home before 8 a.m. and dinner per diem for returns after 6 p.m. Per diem will not be paid for meals provided at company sponsored events, including complimentary breakfasts provided by the hotel to guests.

Mileage will be reimbursed at the current rate used by the State of Idaho. Mileage will be calculated using the most direct route of travel and members will not be reimbursed for miles driven for personal reasons. Members are encouraged to travel together whenever possible.

For airline travel, the company will only pay the cost of the ticket, standard taxes, one piece of checked baggage and any other mandatory fees. The company will not pay for any optional services the traveler may choose (other than disability accommodations), such as upgraded or specific seating, food on the airplane, additional checked baggage, overweight bags, etc.

For those members staying in hotels, the company will only pay for the guest room, tax, parking and any other mandatory fees or charges. Any additional charges must be paid by the member prior to checking out and a guest receipt must be attached to the Travel Report.

The company will not pay for any increased travel costs incurred by a member for personal reasons (such as extended stays, indirect routes or a more expensive travel method). Should a member choose to travel by a more expensive method for personal reasons, the expense reimbursement will not exceed the total cost of the most appropriate method as determined by the AA. As an example, if a member chooses for personal reasons to drive their own car when air travel is deemed the most appropriate method, mileage reimbursement will not exceed the cost of the airfare and the company will not pay for additional hotel nights or per diem due longer travel times.

Either the AA or the member may ask the Board Treasurer to review the most appropriate travel method determination or the denial of travel costs incurred for personal reasons. The decision of the Treasurer may be appealed to the Executive Committee.

## **SUPPORTS AVAILABLE TO ALL BOARD AND COUNCIL MEMBERS**

**Attendant Services** is assistance from others which compensates for a person's inability to independently perform activities of daily living. the company will pay for attendant services using Idaho Department of Health and Welfare personal care service or attendant care wages and hour rates as a guide. The company will also pay other reasonable actual costs, including transportation, lodging and meals of the attendant when necessary. Staff will make the necessary arrangements for attendant services if requested or members may choose their own care provider. \*

**Facilitation** is assistance which insures that an individual can fully participate during the meetings. Facilitation assistance may include, but is not limited to, meeting preparation, communication support and other supports that will enhance member participation. The company will pay for a facilitator at a rate agreed upon in advance. The company will also pay other reasonable actual costs, including transportation, lodging and meals of the facilitator when necessary. Staff will make the necessary arrangements for facilitator services if requested or members may choose their own facilitator. \*

**Interpreter services** are provided by a person who translates the oral portion of the meetings for a member who has difficulty communicating in spoken English or who is deaf or hearing impaired. The company will pay for interpreters at a rate agreed upon in advance. Staff will make the necessary arrangements for interpreter services if requested or members may choose their own interpreter.\*

**Respite Care** - The company will reimburse for those appropriate services necessary to provide for the care of a person with a disability who is the primary responsibility of a member, while that member is taking part in authorized work for the board or council. Reimbursement for respite care will be for reasonable actual costs using Idaho Department of Health and Welfare respite care wage and hour rates as a guide.\*

**Child Care** - The company will reimburse for those appropriate services necessary to provide for the care of minor children, while the member is taking part in authorized work for the board or council. Reimbursement for child care will be based on the hourly rate (within reason) the member has been paying their child care provider or the rate used by day care institutions in the community.\*

**Alternative formats** such as computer disk, large print, Braille, tape, etc., of board, committee or advisory council materials will be prepared as needed and to the extent possible.\*

**Accessible locations** will be used for all scheduled board, council or committee meetings.

**Accessible travel and lodging** arrangements will be provided for members who require accommodations due to their disabilities. For members who travel by personal vehicle, but who cannot drive themselves, The company will pay mileage reimbursement as well as lodging and meal per diem, for a driver of their choice. \*

\*All requests must be made according to the attached "Procedure for Requesting Accommodations and Support Services".

Adopted by Board of Directors January 10, 2009

## **PROCEDURES FOR REQUESTING ACCOMMODATIONS AND SUPPORT SERVICES**

1. Any Board or Council member needing accommodations or support services must make their request in writing (or e-mail) to the Administrative Assistant (A.A.) as soon as possible before the travel or meeting. Any requests not received at least four (4) weeks in advance may result in the inability to secure the requested accommodation or services.
2. The A.A. will review the request and determine any costs involved. If the request is for facilitator, interpreter or attendant services, the A.A. will work out the specific details and negotiate an agreement with the provider.
3. If the request is for something other than a standard accommodation; involves any provider services, extraordinary costs, or travel expenses advance; or if the A.A. feels the need for a review, the request will be sent (along with any cost estimates and provider agreements) to the Executive Director (E.D.), and the Board Treasurer.
4. The Treasurer and the Finance Committee will consider any requests forwarded by the A.A., and determine if the accommodation request will be granted, modified or denied.
5. The A.A. shall review all requests every six (6) months to ensure the member is satisfied and the accommodations or services are being provided appropriately.
6. If the accommodations or services being provided are not acceptable, all reasonable steps will be taken to modify and improve the situation. This may include terminating service provider agreements and replacing service providers. The A.A. will notify the E.D., and the Treasurer of any changes.
7. Accommodations or services required on a permanent basis need only be requested and approved once.
8. All appropriate paperwork, including completed travel reports/reimbursement requests, Statement of Services forms and receipts for provider services, should be submitted to the A.A. within five (5) days of the completion of the meeting or travel. The A.A. will review the documents and submit to the Fiscal Department for direct payment or reimbursement.

Adopted by Board of Directors March 17, 2007

**DISABILITY RIGHTS**

IDAHO

Protection & Advocacy for Individuals with Disabilities



# **DISABILITY RIGHTS IDAHO BOARD OF DIRECTORS POLICIES**

*“Delivering on the Promise of Civil Rights  
for Idahoans with Disabilities”*

JANUARY 21, 2006

# **DisAbility Rights Idaho**

## **Board of Directors**

### **Code of Ethics**

Listen carefully to my fellow board members.

1. Respect the opinion of my fellow board members.
2. Respect and support the majority decisions of the board.
3. Recognize that all authority is vested in the full board only when it meets in legal session.
4. Keep well informed of developments relevant to issues that may come before the board.
5. Participate actively in board meetings, actions and activities.
6. Bring to the attention of the board any issues that are believed to have an adverse effect on DisAbility Rights Idaho or those we serve.
7. Attempt to interpret the needs of those we serve to DisAbility Rights Idaho, and to interpret the action of the company to those we serve.
8. Refer complaints to the proper level on the chain of command.
9. Recognize that my job is to ensure that the company is well managed, not to manage the company.
10. Represent all those who DisAbility Rights Idaho serves and not a particular geographic area or disability group.
11. Consider myself a "trustee" of DisAbility Rights Idaho, and do my best to ensure that it is well maintained, financially secure, and always operating in the best interests of those we serve.
12. Always work to learn how to do my job better.

**Board Members are prohibited from:**

1. Criticizing fellow board members or their opinions, in or out of the boardroom.
2. Violating the "Board of Directors Conflict of Interest Policy."
3. Discussing confidential proceedings of the board outside the boardroom.
4. Promising how they will vote on any issue before a meeting.
5. Interfering with the duties of the Executive Director or undermining his or her authority with staff members.

# **DisAbility Rights Idaho**

## **Board of Directors**

### **Board-Staff Communication Guidelines**

The members of the Staff and of the Board of Directors of DisAbility Rights Idaho are allowed to communicate freely. No punishment is to be attached to such communications. However, each of them is expected to commit to adhering to the following to determine the appropriateness of such communications:

1. Members and staff will accept responsibility for establishing and maintaining healthy interpersonal relationships with all staff and board members.
2. Members and staff will endeavor to maintain relationships of trust and respect regardless of job titles or levels of educational preparation.
3. Members and staff will not engage in the **"3Bs"** (bickering, back-biting, and blaming).
4. Members and staff will not complain about another member or staff person, but will go directly to that person and talk about the issue. If heard complaining about someone, ask the member or staff person to talk directly to that person. It is also acceptable to say, for example, "I will talk to *(person)* and let them know that you wish to talk with them," or to offer to go with them, or to bring in another person. The only exception to this is when the member being complained about is doing something discriminatory or illegal.
5. Members and staff will accept each other as they are today, forgiving past problems and expecting the same in return.
6. Members and staff will commit to finding solutions to problems, rather than complaining about them or blaming someone for them.

# **DisAbility Rights Idaho**

## **Board of Directors**

### **Conflict of Interest Policy**

DisAbility Rights Idaho adheres to Rules 1.7, 1.8, 1.9, 1.10, 1.11 and 1.12 of the Idaho Rules of Professional Conduct governing Conflict of Interest. It is the responsibility of each board member to inform the Executive Director of the company of potential conflicts of interest because of the nature of the person's employment or involvement with an agency, company or individual. Each board member will be required to sign a statement that he/she is aware of the company policy regarding identifying and disclosing potential conflicts of interest and agrees to inform the agency in the event of a potential conflict of interest.

- 1. Gifts, gratuities:** Board members are not to accept gifts, gratuities, free trips, personal property or any other item of value from any outside person or organization as an inducement to do business, provide services, or in appreciation of any business done or service provided.
  
- 2. Outside business, professional or other interests:** We recognize that board members have outside business, professional or other interests. Board members, however, may not make a profit in any way in their outside interests from their association with DisAbility Rights Idaho. During board meetings, members must disclose any conflict of interest involving an issue before the board and abstain from discussion or voting on this issue. No board member shall influence the decision of any other board member on an issue for which they have a conflict of interest.
  
- 3. Personal agendas:** We recognize that board members may hold a wide range of personal beliefs, values and commitments. When discussing and voting on any issue before the board, the goals, objectives, mission, guiding principles and policies of DisAbility Rights Idaho shall take precedence over a board member's personal interests and agendas.

4. **Services provided to DisAbility Rights Idaho:** No board member can be compensated by the company for services rendered to the company within the previous 12 months, whether as employee, contractor or otherwise. This excludes reasonable reimbursement paid directly to board members.
  
5. **Client services:** Each board member must disclose any known potential conflict of interest with a potential client of DisAbility Rights Idaho. An example of a potential conflict would be an affiliation with an agency providing services to individuals with disabilities or the provision of direct services to an individual potentially eligible for services. This information will be provided to the Legal Director, Advocacy Director and Executive Director for use in identifying potential conflicts. If a potential conflict of interest is identified by a board member, he/she is responsible for contacting the Executive Director in a timely manner. If a conflict of interest exists, the board member will excuse him/herself from any discussion involving the issue or case presenting the conflict.

**DisAbility Rights Idaho**  
**Board of Directors**  
**Steps for Removal from the Board of Directors**

If a board member has been found in violation of the attendance policy, as addressed in Article III, Section 6a of the DisAbility Rights Idaho, Inc. By-Laws, or the "Board Member Code of Ethics", the following steps will be taken to consider their removal from the Board.

1. Any Board member may report a perceived violation of Article III, Section 6 of the DisAbility Rights Idaho, Inc. By-Laws to the President of the Board or the Chairperson of the Governance Committee.
2. The matter shall then be referred to the Executive Committee at their next regular meeting.
3. If the Executive Committee decides by majority vote to present the matter to the Board of Directors, it shall be added to the agenda of the next regularly scheduled meeting of the Board.
4. The President of the Board shall notify the board member in writing of the perceived violation within ten (10) days of the Executive Committee meeting. The letter shall include a copy of this document. The board member will have thirty (30) days to correct the violation.
5. If not corrected within thirty (30) days, the board member has the option of addressing the other board members at the next board meeting.
6. After hearing from the board member, a majority vote of the Board will determine if the board member will be voted from his or her position on the Board. The Board may also decide by majority vote to retain the member with the condition that the behavior not recur.

# **DisAbility Rights Idaho Board of Directors Meetings Policy**

DisAbility Rights Idaho Board of Directors meetings, and meetings of the Executive Committee of the Board, are for the purposes of conducting organizational business. Meetings are open to board members and staff only. Others may attend by a motion of the Board or invitation of the President.

The Board or Executive Committee, at its discretion, may meet in Executive Session to discuss matters of a confidential nature. Executive sessions shall include only members of the Board and others specifically requested by the board to attend. Executive sessions shall be convened by a motion passed by the Board or Executive Committee and noted in the minutes. Motions passed in executive session shall be reported after the session is concluded and entered in the minutes of the regular session of the Board or Executive Committee.

Meetings of other committees of the board are open only to Board members and staff, unless the committee votes to invite others, or to open its meetings, or to meet in executive session to discuss confidential matters.

An annual report of DisAbility Rights Idaho's activities will be made available to the public.

## **DisAbility Rights Idaho Board of Directors Media Statements Policy**

If a board member is contacted by the print or broadcast media for a statement on a particular issue related to the company's casework or systemic advocacy, they must announce to the media that they have no authority to speak for the organization as a whole. The board member should direct the media person to call the Executive Director for an official quote.

The Executive Director may respond immediately or assign the inquiry to another staff member or to the President of the Board of Directors. The designated respondent will make a timely response to the inquiry and report their response to the Executive Director.

Board members may express personal opinions to the print and broadcast media provided that they make it clear that they are speaking as a private citizen with an interest in disability issues. This policy has no ramifications on public relation campaigns or fund-raising activities.

**DisAbility Rights Idaho**  
**Board of Directors**  
**Acknowledgment of Board of Directors Policies**

My signature below acknowledges that I, \_\_\_\_\_,  
as a member of the DisAbility Rights Idaho Board of Directors have read all  
the policies in this Board of Director's Policies Manual, which includes:

- Board-Staff Communication Guidelines**
- Code of Ethics**
- Conflict of Interest Policy**
- Steps for Removal from the Board of Directors**
- Meetings Policy**
- Media Statements Policy**

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

# **BY-LAWS**

Of  
**Disability Rights Idaho, Inc.**

## **ARTICLE I NAME & PLACE**

**Section 1. The Name** - The name of the Corporation is Disability Rights Idaho, Inc. [06/22/09]

**Section 2. Place** - The principal office of the Corporation shall be in Ada County, Idaho. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint for whatever purpose the Corporation may require.

## **ARTICLE II PURPOSES**

The purposes of the Corporation are to operate as a private, non-profit 501(c)(3) corporation which serves as Idaho's Protection and Advocacy System and secures public and private grants to protect and advocate for human, legal and civil rights of persons with disabilities and engage in all allowable activities which promote the aforementioned purposes. [10/05/94]

## **ARTICLE III BOARD OF DIRECTORS**

**Section 1. General Powers** - The business and affairs of the Corporation shall be governed by the Board of Directors. [06/12/04]

**Section 2. Number, Election, Qualifications and Term** - Directors of the Corporation shall be elected by the Board of Directors at the June board meeting. The Board of Directors shall be composed of not less than twelve (12) nor more than fifteen (15) members. Members of the Board of Directors shall be residents of the State of Idaho. In addition to the elected members, the Chairperson of the PAIMI Advisory Council shall be a voting ex-officio member of the Board of Directors.

At no time shall more than four members of the Board of Directors be officers or employees of any private or governmental entity which provides disability related treatment, education services or habilitation to people with disabilities. This may include schools, community mental health or developmental disability agencies, nursing homes, psychiatric hospitals, other congregate care facilities, and state agencies such as Health and Welfare or Vocational Rehabilitation. Two of these four board members may be solely service providers. Two additional members may be service providers if they are also either individuals with a disability or family members of individuals with disabilities.

The Board of Directors shall have the sole and exclusive responsibility for determining whether any such entity presents a conflict of interest which is so substantial as to preclude membership on the Board. This also applies to any existing member of the Board of Directors who joins such an entity after being elected to the Board. [06/06/09]

The Board shall represent geographical, cultural, economic, and disability diversity. There shall be no minimum or maximum age restrictions or requirements for Board members. [03/14/08]

Each Director shall be elected at the June Board meeting for a term of two (2) years commencing on the following October 1. No Director shall serve in such capacity for more than three (3) consecutive terms. Directors elected to fill a vacancy created by resignation or removal of a Board Member shall serve until the next annual election. They may then be re-elected for no more than three (3) consecutive terms. [10/05/94] [06/10/00] [06/12/04] [03/11/06]

### **Section 3. Meetings**

- A. Regular Meetings - Regular meetings of the Board shall be held quarterly at a place designated by the Directors. Notice of the meeting shall be given to each Director at least one (1) week prior to the meeting. [06/02/94]
- B. Special Meetings - Special meetings of the Board may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board may fix any reasonable place and time for holding the special meeting and shall give notice of at least three (3) days prior thereto by written notice delivered personally or sent by mail or e-mail to the address of each member of the Board as shown on the records of the Corporation. Any Director may waive notice of any meeting. The notice shall specifically state the purpose for the special meeting. The presence of a Director at a special meeting shall not be deemed a waiver of the notice requirement if he or she is appearing for the express purpose of objecting to the transaction of any business because the meeting has not been lawfully called or convened. [06/12/04]

**Section 4. Quorum** - A majority of the directors in office immediately before the meeting begins shall constitute a quorum to transact business of the Corporation at any meeting of the Board of Directors. [06/02/94] [06/12/04]

**Section 5. Manner of Action** - Each Director shall be entitled to one vote and the act of a majority of those voting at a meeting where a quorum is present shall be the act of the Board, unless a greater number is required by law, the Articles of Incorporation, or these By-Laws. At the discretion of the Executive Committee, votes on issues may be accomplished by polling Board Members electronically or by other means, if time lines make it necessary to do so. Board Members shall be notified of the results by the Executive Committee within two (2) business days after the completion of polling. However, no Director who is an officer or employee of an organization or entity which provides treatment, services or habilitation to individuals with disabilities may vote on any matter concerning their organization or entity, or any other organization or entity providing the same type of service. [06/02/94] [08/08/01]

**Section 6a. Removal** - Any member of the Board of Directors who has in any year missed two (2) meetings of the Board of Directors without just cause as determined by the Board, or any member found to be in violation of the "Board Member Code of Ethics" or "Board Member Conflict of Interest Policy" as established by the Board of Directors, shall, upon notice, be removed as a member of the Board of Directors. When a violation has been identified, the Board Member will be notified by the Board President and will have thirty (30) days to resolve the issue. If the issue is not resolved, the matter will be brought to the full Board to vote whether the member will be removed or retained with the condition that the violation not recur. See the Board Policy Manual "Steps for Removal from the Board of Directors" for specific instructions regarding removal of a Board Member. [08/08/01][06/12/04] [06/22/09]

**Section 6b. Vacancies** - Any vacancy occurring on the Board for any reason may be filled by a majority vote of the Board, and Directors so named shall serve until the next annual election of the members of the Board. [10/05/94] [08/08/01]

**Section 7. Action by Directors without a Meeting** - Any action required to be taken at a meeting of the Directors or any action which may be taken at a meeting of the Directors, may be taken without a meeting if after submitting such action to all Directors in writing, consent in writing by a three-quarters majority of the Directors, approve the action. Such consent shall be included in the minutes of the Corporation and shall have the same force and effect as a meeting vote of the Directors. [10/05/94]

**Section 8. Compensation** - The Directors shall not receive any salary or compensation for their services as Directors, but may be reasonably reimbursed for expenses incurred while carrying out their duties as members of the Board of Directors. [06/02/94]

## **ARTICLE IV EXECUTIVE DIRECTOR**

The Board of Directors is empowered to hire and set terms of employment for, and if necessary, terminate an Executive Director. The Executive Director shall be the chief administrator of the Corporation and his or her duties shall be defined so as to accomplish the purposes set forth in these By-Laws. The Executive Director shall be subject to the supervision and control of the President and the Board of Directors, maintain an office for the transaction of the general business of the Corporation, and act as a representative of the Corporation, in matters entrusted to his or her care by the President or Board of Directors, and shall implement and execute within the limits of authority delegated to him or her, the policies and programs of the Corporation. [06/02/94]

## **ARTICLE V OFFICERS**

**Section 1. Qualifications** - All officers must be members of the Board of Directors, and at least 18 years of age. [06/02/94] [03/14/08]

**Section 2. Number** - The officers of the Corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be appointed or elected by the Board of Directors for such terms as the Board may determine. [09/25/92]

**Section 3. Removal** - Any officer may be removed by a vote of a majority of the Directors, if such removal is determined to be in the best interest of the Corporation. [08/08/01]

**Section 4. Vacancies** - A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. Duties of the President** - The President shall be the principal executive officer of the Corporation, and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. In general, the President shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Board of Directors from time to time. [10/05/94]

**Section 6. Duties of the Vice-President** - The Vice-President shall act in the absence of the President and shall perform such other duties as are assigned by the Board of Directors, or the President. [06/02/94]

**Section 7. Duties of the Secretary** - The Secretary shall: (a) assure that minutes are kept of the quarterly Board of Directors meetings in one or more books provided for that purpose. Minutes from either the Board of Directors meetings or the Executive Committee meetings will be mailed five working days before the next scheduled meeting of Board or Executive Committee; (b) assure that all notices are duly given in accordance with the provisions of these By-Laws, or as required by law; and (c) in general, perform all duties incident to the Office of the Secretary and such other duties as from time to time may be assigned to him/her by the Board of Directors or the President. [10/05/94] [06/12/04]

**Section 8. Duties of the Treasurer** - The Treasurer shall: (a) review all financial statements and audits and assure that they are complete; (b) present all financial reports, audits, grant awards and other such financial information that may be appropriate at the Board of Directors and Executive Committee meetings; (c) open and review all bank statements monthly. This duty may also be performed by a designated member of the Finance Committee; and (d) in general, perform all duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him/her by the Board of Directors or the President. [06/02/94] [06/12/04]

**Section 9. Terms** - Each officer shall be elected at the June Board meeting for a term of one (1) year, commencing the following October 1. There will be no limit on the number of successive terms served by an officer. An officer's term shall continue until the officer resigns or is replaced by a newly elected officer. [09/11/99] [03/11/06]

## **ARTICLE VI COMMITTEES**

**Section 1. Standing Committees** - The Corporation shall have certain standing committees of the Board whose members shall serve at the pleasure of the Board. The standing committees shall consist of the following: (a) Executive Committee; (b) Finance Committee; (c) Governance Committee; (d) Personnel Committee; and (e) Membership Committee. [09/14/02] [09/11/04] [09/16/06]

**Section 2. Executive Committee** - The Executive Committee shall consist of the President, Vice-President, Treasurer, Secretary, and the chairperson of each standing committee or other Board Member of that committee designated by the chairperson. The Executive Committee shall meet at least every other month during months in which the board does not meet and may meet more frequently at the call of the President. The Executive Committee of the Board shall be empowered to conduct the business of the Corporation on behalf of the Board. All actions of the Executive Committee shall be presented to the full Board for ratification at the next regular meeting of the Board. A quorum of the Executive Committee shall consist of a majority of the members of the Executive Committee, the act of a majority of the members of the Executive Committee present at a meeting at which a quorum exists shall be considered the act of the Executive Committee. [04/08/95] [09/16/06]

The Executive Committee shall hear, consider, and make determinations of grievances presented by clients, and persons determined to be ineligible for services of the Corporation. When appropriate, the committee will make recommendations to the Board regarding issues giving rise to current or potential grievances. [09/16/06]

**Section 3. Finance Committee** - The Finance Committee shall consist of the Treasurer and no less than two (2) additional members of the Board of Directors at large, one of whom must reside within reasonable proximity to the Corporation's main office, who shall be appointed by the President. The Finance Committee shall oversee the financial affairs of the Corporation and shall monitor the preparation of the Corporation's fiscal audit. The Treasurer will serve as Chair. [06/02/94] [06/12/04]

**Section 4. Governance Committee** -The Governance Committee shall consist of the Vice-President and no less than two (2) additional members of the Board of Directors at large who shall be appointed by the President. The committee's duties shall include the following: (a) to review, update and make recommendations for changes in the By-Laws as needed; and (b) to review, update and make recommendations for changes to the Board Policies as needed. [09/11/99] [06/12/04][09/11/04]

**Section 5. Personnel Committee** - The Personnel Committee shall consist of a chairperson and not less than two (2) additional members of the Board of Directors at large who shall be appointed by the President. This committee's duties shall include: (a) to review and make policy recommendations to the Board related to hiring, termination, promotion, retention, dismissal, benefits and other personnel issues (b) to hear, consider, and make determinations of grievances presented by employees of the Corporation. [06/02/94] [06/12/04] [09/16/06]

**Section 6. Membership Committee** - The Membership Committee shall consist of the Secretary and no less than two (2) additional members of the Board of Directors at large, who shall be appointed by the President. The committee's duties shall include the following: (a) to review Board membership and make recommendations for nomination to the Board of Directors; and (b) to conduct the election of officers of the Board; (c) to provide for Board development including orientation for new members and training for members as deemed appropriate by the Board. [09/11/04] [09/16/06]

## **ARTICLE VII CONTRACTS, CHECKS, DEPOSITS, FUNDS AND RECORDS**

**Section 1. Contracts** - The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any 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 specific instances. [06/02/94]

**Section 2. Checks, Drafts, etc.** - All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation as shall be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President of the Corporation. [06/02/94]

**Section 3. Deposits** - All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select. [06/02/94] [06/12/04]

**Section 4. Gift** - The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. [06/02/94]

**Section 5. Books and Records** - The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the Board of Directors and Committees and shall keep at the registered or principal office a record giving names and addresses of members of the Board of Directors entitled to vote. All books and records of the Corporation may be inspected by any Director, officer, or his or her agent or attorney for any proper purposes at any reasonable time. [10/05/94]

## **ARTICLE VIII PARLIAMENTARY**

Robert's Rules of Order, revised, shall govern the conduct of business at meetings of the Board of Directors and all committees in all cases in which they are applicable and not in conflict with these By-Laws. [10/05/94]

## **ARTICLE IX AMENDMENTS**

These By-Laws may be amended by the Board of Directors. Written notice setting forth the proposed amendment, or a summary of the changes to be effected thereby, shall be given to each Director at least ten (10) days prior to the meeting or polling at which the proposed amendments will be considered. The proposed amendment shall be adopted upon receiving the affirmative vote of at least two-thirds (2/3) of the number of Directors provided by these By-Laws. [08/08/01]

## **ARTICLE X DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational religious or scientific purposes and that at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), and as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of the county in which the principal office of the Corporation has been located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. Notwithstanding the above, in the event of dissolution, the Board of Directors shall also act pursuant to the laws of the State of Idaho then existing. [06/02/94]

**ARTICLE XI**  
**INDEMNIFICATION OF OFFICERS, DIRECTORS,**  
**EMPLOYEES AND AGENTS**

(1) The Corporation shall indemnify any person who was or is a party or is threatened to be made a part to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. [06/02/94]

(2) The Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such actions or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. [06/02/94]

(3) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or

proceeding referred to in subsection (1) or (2) of this section, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection herewith. [06/02/94]

(4) Any determination under subsection (1) or (2) of this section, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsection (1) or (2) of this section. Such determination shall be made: (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (b) if such quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. [10/05/94]

(5) Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this section. [06/02/94]

(6) The indemnification and advancement of expenses provided by, or granted pursuant to the other subsections of this section shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. [6/02/94]

(7) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this section; provided that credit unions chartered under the laws of the State of Idaho may provide indemnification only by insurance. [06/02/94]

(8) The indemnification and advancement of expenses provided by, or granted pursuant to, this section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, and personal representatives of such a person. [06/02/94]