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3608 SE Powell – 503-232-2289 – Fax 503-235-6914 – [www.inclusioninc.org](http://www.inclusioninc.org)

**Inclusion, Inc.  
Board of Directors  
By-Laws  
2008**

## Inclusion<sub>7</sub> Inc. Board of Directors By-Laws 2008

### ARTICLE 1 – NAME

The name of the organization shall be Inclusion<sub>7</sub> Inc.

### ARTICLE II – OFFICES AND REGISTERED AGENT

This corporation shall maintain in the State of Oregon a registered office and a registered agent located at the registered office. The Board of Directors may, at any time, change the location of the registered office and the person designated as the registered agent. The corporation may also have other offices at such places as the Board of Directors may fix by resolution.

### ARTICLE III - PURPOSE

**Section 1: Nature of the Organization.** Inclusion, Inc. shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter- 65 of the Oregon Revised Statutes and Section 501 (c)(3) of the Internal Revenue Code of 1954 (or their corresponding future statutes).

**Section 2: Mission.** The mission of Inclusion, Inc. is **Offering people resources and education to direct their lives.**

### ARTICLE IV –MEMBERSHIP

This corporation shall have no voting membership.

### ARTICLE V – BOARD OF DIRECTORS

**Section 1: Duties.** The affairs of the corporation shall be managed under the direction of the Board of Directors and each Director shall be entitled to one vote on all matters submitted to a vote by the Board of Directors.

**Section 2: Number and Representation.** The number of Directors may vary between a minimum of five (5) and maximum of fifteen (15). The Board shall be comprised in such a manner that the majority of Directors in office will be self-advocates and/or relatives of individuals with developmental disabilities as defined by the Board and established by resolution. The remaining members will be from the community and will be selected based on expertise, diversity, or other Board requirements. All directors will be adequately supported to facilitate participation in, and access to, meetings, materials, and board functions through the provision of appropriate accommodations and auxiliary aids.

**Section 3: Election.** The initial Board shall elect its own members. Thereafter, the Board President shall appoint a committee to recruit and review prospective new members by the January meeting of each year. Elections of new members shall occur at the Board meeting in January following the appointment of the Board Development Committee. The Board Development Committee shall assure that prospective new members are aware of and accept their nomination to the Board. The Board Development Committee shall submit names to the full Board of Directors no later than one month before the January meeting. The current Board of Directors, including those members whose terms are about to expire, shall vote to fill impending vacancies. The majority of votes cast shall elect new members. New members to the Board shall be immediately elected and installed when the results of the votes are announced.

**Section 4: Terms of Office.** Initial Board membership shall be divided by lot such that Directors may serve terms of one (1) to four (4) years in duration. Thereafter, members shall be appointed for three-year terms except persons appointed to fill vacated, unexpired terms. Members shall be eligible for re-election, but each Director will be limited to a maximum of no more than two consecutive full terms. Directors shall be elected so that there are always three classes of approximately equal size, with the terms of each class ending in consecutive years.

**Section 5: Removal and Resignation.** Any Director may be removed, with or without cause, by a vote of two thirds (2/3) of the Directors present voting in favor of such removal. Should any member of the Board of Directors miss three consecutive meetings of the Board without sending a communication to the President or Secretary for their reason for doing so, or if the excuse should not be accepted by the members of the Board, the seat on the Board may be declared vacant and the Board will fill the vacancy as outlined in Section 6. A Director may resign at any time upon delivering written notice to the President of the Board.

**Section 6: Vacancies.** Vacancies on the Board of Directors because of death, resignation, removal, disqualification, or otherwise will be filled as they occur. The Board Development Committee shall nominate and the Board of Directors shall vote by majority to appoint a new member. Such appointments shall be for the duration of the unexpired term of that vacancy.

**Section 7: Compensation of Directors.** Directors shall not receive any salary or compensation for their Board services, but may be reimbursed for authorized expenses related to Board services. The Board of Directors may, by resolution, authorize expenses (e.g., mileage) that were incurred in the performance of their duties. Board members shall receive liability insurance coverage during their tenure.

**Section 8: Loans.** The corporation will not loan money or otherwise guarantee the obligation of a Director or officer.

**Section 9: Conflict of Interest.** Directors affiliated with other organizations may serve on the Inclusion, Inc. Board as individuals and not as representatives of other organizations. If it appears that any Director has a conflict of interest in any matter being brought to the Board's attention that Director may engage in discussion, but will abstain from voting on that matter. Abstentions will be noted in the minutes.

## **ARTICLE VI – MEETINGS**

**Section 1: Quorum and Action.** A quorum at a Board meeting shall be a majority of all Directors in office immediately before the meeting begins. If a quorum is present, action is taken by the affirmative vote of a majority of Directors present. Where the law requires the affirmative vote of a majority of Directors in office to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, such action is to be taken by that majority as required by law. Robert's Rules of Order shall govern meeting conduct.

**Section 2: Regular Meetings.** Regular meetings of the Board of Directors shall be held at the time and place to be determined by the board and to be established by resolution. Beyond such resolution no notice of the date, time, place, or purpose of these meetings is required.

**Section 3: Special Meetings.** Special meetings of the Board of Directors may be called by the President or by one third of the Board members. Special meetings of the Board of Directors shall be held at the time and place determined by the Board President and a majority of the Board. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone, or by mail not less than seven days prior to the special meeting.

**Section 4: Meetings by Telecommunication.** Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications, as long as all Directors can hear or otherwise understand (as in the case of TTY services) each other.

**Section 5: Action by Consent.** Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

**Section 6: Presumption of Assent.** A Director of the corporation, who is present at the meeting of the Board or a committee thereof at which action on any corporate matter is taken, shall be presumed to have assented to the action taken, unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file written dissent to such action with the person thereof. Such dissent shall be entered into the minutes of the meeting upon verbal request of the dissenter. Such right of dissent shall not apply to a director who voted in favor of such action.

## **ARTICLE VII – OFFICERS**

**Section 1: Titles.** The officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer elected from among the Board of Directors.

**Section 2: President.** The President is responsible for the general management of the corporation and the functions of the board of directors. The President shall have the following duties:

- Assurance that all orders and resolutions of the board of directors are carried into effect
- Coordination of all board meetings
- Provision for notice of all meetings of the board
- Assurance that at least one board retreat per year takes place; responsible for working in tandem with Executive Director to coordinate retreat
- Coordination of all executive committee meetings
- Responsible for ensuring that each board committee or joint board/staff committee is chaired by a board member
- Assurance that each member and officer is performing the duties as described in his or her job description
- Responsible for general oversight of the activities performed by the group of board and/or joint board/staff committees that has been assigned to him or her as determined by the executive committee
- Assurance of the timely evaluation of the executive director

**Section 3: Vice-President.** The Vice-President acts as the President in his or her absence and assists the President on his or her or other specified duties. The Vice-President shall have the following duties:

- Develops agendas for board and executive committee meetings in concert with the President and Executive Director. Presides at board meetings in President's absence.
- Responsible for facilitating or naming a facilitator for each board meeting and executive committee meeting
- Serves as Chair of the Executive Committee
- Responsible for general oversight of the activities performed by the group of board and/or joint board/staff committees that has been assigned to him or her as determined by the Executive Committee
- Responsible for maintaining board roster including board member and officers term information
- Responsible for maintaining and updating board and committee member contact information

**Section 4: Secretary.** The Secretary acts as the official record keeper of all meetings and actions of the corporation and the board of directors. The Secretary shall have the following duties:

- Certification of authenticity of the records of the corporation
- Official recording of the minutes of all proceedings and actions of the Board of Directors
- Responsible for submitting draft of board meeting minutes to the board with ample time for board review before each board meeting
- Official recording of the minutes of all executive committee meetings
- Responsible for submitting draft of executive committee meeting minutes to the executive committee with ample time for committee review before each board meeting
- Responsible for general oversight of the activities performed by the group of board and/or joint board/staff committees that has been assigned to him or her as determined by the executive committee

**Section 5: Treasurer.** The Treasurer acts as the official financial record keeper of the corporation. The Treasurer shall have the following duties:

- Overall responsibility for all record keeping regarding corporate funds
- Keeping full and accurate accounts of all financial records of the corporation
- Deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board
- Disbursement of all funds when proper to do so
- Making financial reports as to the financial condition of the corporation to the board
- Responsible for submitting financial reports to the board with ample time for board review before each board meeting
- Responsible for general oversight of the activities performed by the group of board and/or joint board/staff committees that has been assigned to him or her as determined by the executive committee

**Section 6: Election.** The officers shall be elected by the Board of Directors. The officers shall be Directors on the board and subject to the conditions in Article V.

**Section 7: Term of Office.** Each officer shall hold office for a maximum of a two (2) year term. Officers may be re-elected without limitation on the number of terms she/he may serve except as provided in Article V.

**Section 8: Removal and Resignation.** Any officer may be removed, with or without cause, at a meeting called for that purpose, by vote of two thirds (2/3) of the Directors then in office. An officer may resign at any upon delivering written notice to the Board of Directors.

**Section 9: Vacancy.** A vacancy in any office shall be filled not later than the first regular meeting of the Board of Directors following the vacancy. All appointments shall be made from among the Directors serving at the time of the vacancy.

**Section 10: Other Officers.** The Board of Directors may elect or appoint other officers and agents, as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board.

## **ARTICLE VIII – COMMITTEES**

**Section 1: Executive Committee.** The Executive Committee is made up of the President, Vice-President, Secretary, and Treasurer. The Executive Committee shall have the power to make ongoing decisions between Board meetings and to make financial and budgetary decisions.

**Section 2: Other Committee Appointment.** The Board of Directors may establish such other committees, as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

**Section 3: Composition of Committees Exercising Board Functions.** Any committee that exercises any function of the Board shall be composed of one or more Directors, elected by the Board by an affirmative vote of the Directors in office at that time.

**Section 4: Limitation on the Powers of Committees.** No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its Directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of substantially all of the corporation's assets; may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend or repeal the Articles, by-laws, or any resolution by the Board.

## **ARTICLE IX – PRINCIPAL ADMINISTRATIVE STAFF**

**Section 1: Appointment and Authority.** The Board of Directors will appoint an Executive Director who shall be the principal executive administrative staff of the corporation and, subject to the control of the Board, shall supervise and control all the business and affairs of the corporation. The Executive Director shall have the authority, subject to such rules as may be prescribed by the Board, to confirm the appointments of such agents and employees of the corporation as he/she shall deem necessary, to prescribe their powers and duties and to delegate authority to them, all with the advice and consent of the Board. The Executive Director shall perform such other duties as from time to time may be assigned to him/her by the Board.

**Section 2: Evaluation.** The Board of Directors shall give the Executive Director a comprehensive annual evaluation of performance, which involves written documentation of the performance appraisal and an opportunity for the Executive Director to discuss that appraisal with the Board or its representatives.

## **ARTICLE X – AMENDMENTS TO THE BY-LAWS**

These by-laws may be amended or repealed and new by-laws adopted, by the Board of Directors by an affirmative vote of two-thirds of all Directors, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the by-laws and shall contain a copy of the proposed amendment.

These By-Laws are true, complete and currently govern Inclusion, Inc.

**ADOPTED** \_\_\_\_\_

June 2, 2008

**BOARD PRESIDENT** \_\_\_\_\_

Carrie Freshour, President