**Amended and Restated Bylaws**

**of the**

**United States International Council on Disabilities**

***As adopted on May 20, 2003 and revised on March 3, 2008, April 20, 2009, April 26, 2010, June 1, 2012, and November 2022.***

**ARTICLE I**

NAME, ORIGIN, PURPOSES AND REPRESENTATION

Section 1.01: **Name –** The name of the organization is the United States International Council on Disabilities (“USICD”).USICD shall at all times maintain a registered agent within the District of Columbia (D.C.), which agent shall be either an individual resident of D.C. or a corporation authorized to do business in D.C.

Section 1.02: **Origin –** USICD was formerly known as United States Council for International Rehabilitation (“USCIR”), founded in 1988 as the member organization of Rehabilitation International (“RI”), an international non-governmental federation of approximately 150 member organizations in 90 countries. In July of 2000 a General Assembly of USCIR and in February of 2001 the Board of Directors of USCIR approved the renaming of this organization to USICD along with the expansion of its mandate to serve also as the US National Assembly (representative organization) to Disabled Peoples International (“DPI”). DPI is a cross-disability, consumer-controlled international organization of people with disabilities in 120 countries around the world.

Section 1.03: **Purposes –** The purposes of USICD shall be those stated in its Articles of Incorporation. No amendment of the purposes shall be effective unless such amendment is made to the Articles of Incorporation**.**

Section 1.04: **Representation –** In carrying out its purposes and mission, USICD commits itself to promoting pluralism and diversity within its membership, particularly with respect to cross-disability representation.USICD shall ensure that at least 51 percent of its member organizations are consumer controlled and that at least 51 percent of the members of the Board of Directors and its Executive Committee are people with disabilities.

**ARTICLE II**

USICD MEMBERSHIP, VOTING, AND DUES

Section 2.01: **Membership Categories** – There are two (2) categories of membership.

1. **Organization Members (OMs)** – Membership in USICD shall be open to all foreign and domestic non-governmental organizations that support the rights of people with disabilities. The membership of such Organization Members shall be subject to the approval of the Executive Committee.
2. **Individual Members** – Membership in USICD shall be open to all foreign and domestic individuals that support the rights of people with disabilities and are committed to working nationally and internationally with USICD.
3. **Corporate Members (CMs)** – Membership in USICD shall be open to all for-profit foreign and domestic corporations, firms or businesses that support the rights of people with disabilities. The membership of such Corporate Members shall be subject to the approval of the Executive Committee.

 The Executive Committee may establish other criteria for membership, such as a schedule of dues, as it deems appropriate.

Section 2.02: **Authority of the General Assembly** – The General Assembly is comprised of all members of USICD, and is the guiding force of the organization. The General Assembly meets at least annually to contribute its ideas and perspectives to the Board of Directors and to nominate officers and directors for USICD.

Section 2.03: **Term and Voting Rights** – The term of each member’s membership shall be one (1) year, and such membership shall be automatically renewed for additional one (1) year terms upon receipt of payment of such member’s annual dues. Only members who have paid their annual dues as of their applicable due dates shall be considered to be members in good standing. Organization Members and Individual Members in good standing shall be entitled to the various voting rights indicated in these bylaws and are considered “voting members.”

A. Any ***voting*** member can nominate people to serve as USICD officers and directors.

 B. Each voting member is entitled to one (1) vote. Organization Members may send as many delegates as they wish to a meeting of USICD members, however they shall designate only one delegate to vote on behalf of their organization.

C. Voting members may vote in person or by written proxy.

Section 2.04: **Dues** – The Standing Committee on Membership of USICD should recommend the dues structure for each category of member, to be approved by the Board of Directors. The Executive Committee may reduce or waive dues payments when deemed appropriate. Dues shall be payable to USICD at the time indicated in the dues notice, which may be changed from time to time by the Executive Director.

Section 2.05: **Annual Meeting** – An annual meeting of the members shall be held each year at a place designated by the Board of Directors for the purpose of electing directors and officers and/or for the transaction of such other business as is needed to promote USICD’s mission.

Section 2.06: **Special Meetings** - Special meetings of the members may be called by the President or the Secretary or upon the written request of one-twentieth of the voting members.

Section 2.07: **Quorum -** A quorum shall consist of voting members having at least one-tenth of the votes entitled to be cast either in person or by proxy. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

Section 2.08: **Notice of Meetings** – The Secretary shall provide written notice stating the place, day, and hour of the annual meeting. In case of a special meeting, the purpose or purposes for which the meeting is called also shall be stated in the notice. Such notice shall be delivered either in person, by mail or by e-mail to each member not less than ten (10) nor more than fifty (50) days before the date of such meeting. Any member may waive notice in writing before or after any meeting. The presence of a member at a meeting in person or by proxy without objection to the lack of notice shall also constitute waiver of notice. Notice shall be given in the manner specified in Article VI of these bylaws, and the notice shall state the purposes of any special meeting.

Section 2.09: **Accessibility of Meetings** – All meetings shall be held in accessible facilities. Materials, both print and electronic, shall be provided in appropriate format. Services or facilities will be provided for access to all meetings. Sign Language interpreters and/or CART services shall be available if requested, so long as notice is provided to the Executive Committee at least five (5) business days prior to an Executive Committee, Standing Committee and other Board-designated Committee meeting.

**ARTICLE III**

BOARD OF DIRECTORS

Section 3.01: **Powers** – There shall be a Board of Directors of USICD, which shall supervise and control the business, property and affairs of USICD, except as otherwise expressly provided by law, the Articles of Incorporation of USICD, or these bylaws.

Section 3.02: **Number and Qualifications** – The Board of Directors of USICD shall be composed of not less than three (3) nor more than twenty-five (25) voting directors, with a goal to have at least sixteen (16) voting directors.  A majority of the voting directors must be comprised of people with disabilities.  The number of directors may be increased or decreased within the above range, but any decrease shall take effect at the end of the then current term, and no decrease shall have the effect of shortening the current term of any incumbent voting director.

The members of the Board of Directors shall be:

1. The five (5) officers comprising the Executive Committee (as defined in Article IV); and

B. One (1) Liaison to RI and one (1) Liaison to DPI.

Section 3.03: **Election and Term of Office** – The directors on the Board of Directors shall be elected by the voting members at the annual meeting. Liaison to RI and the liaison to DPI shall be elected by the members of the Board of Directors. All members of the Board of Directors shall serve for a term of two (2) years. Directors may be reelected to serve an unlimited number of successive terms. The terms of directors shall be staggered to ensure that no more than nine (9) directors, including three (3) officers, shall have their term expire in the same year.

Section 3.04: **Resignation** – Any director may resign at any time by giving written notice to the President of USICD. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of USICD.

Section 3.05: **Removal** – Any director may be removed from such office, with or without cause, by two-thirds vote of the members at any regular or special meeting of the members called expressly for that purpose.

Section 3.06: **Vacancy** – Should a vacancy occur, the Board of Directors shall appoint a replacement to fulfill the remainder of the term of office of that director.

Section 3.07: **Regular Meetings** –The Board of Directors of USICD shall meet at least once each year. The President may, at his/her discretion, schedule additional meetings as required to manage the affairs of USICD.

Section 3.08: **Special Meetings** – Special meetings of the Board of Directors may be called at the direction of the President or by a majority of the voting directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 3.09: **Notice** – Notice of the time, day and place of any regular meeting of the Board of Directors shall be given not less than 21 days prior to the meeting and in the manner set forth in Article VI. The purpose for which a special meeting is called shall be stated in the notice, which shall be given not less than 10 days prior to the meeting. In the event of an emergency for which a special meeting is needed, the President may, at his or her discretion, waive the requirement for 10 days’ notice of the meeting and schedule the meeting as soon as feasible. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 3.10: **Quorum** – A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 3.11: **Manner of Acting** – Except as otherwise expressly required by law, the Articles of Incorporation of USICD, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 3.12: **Unanimous Written Consent In Lieu of a Meeting** –- The Board may take action without a meeting if written consent to the action is signed by all of the directors.

Section 3.13: **Meeting by Remote Communication** – Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone, video conference, or similar telecommunications equipment which allows all persons participating in the meeting to communicate with each other. Participation by such means shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 3.14: **Conflicts of Interest** – A conflict of interest may exist when the personal or financial interest of any director or officer competes with the interests of USICD. If any such conflict of interest arises with regard to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors and such person shall not vote on the matter. The fact that a director or officer is also a director or officer or member of a not-for-profit organization that obtains or seeks funds from institutions or individuals from which it also obtains or seeks funds from shall not by itself be deemed to be a conflict of interest. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict of interest.

A. **Nonparticipation in Vote** – The person having such a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, that person shall first provide the Board with any and all relevant information.

B. **Minutes of Meetings** – The minutes of the meeting of the Board shall reflect that the conflict was disclosed and that the interested person was not present during the final discussion or vote and did not vote on the matter.

C. **Annual Review** – A copy of this conflict of interest statement shall be furnished to each director or officer who is presently serving on USICD’s Board, or who may hereafter become associated with it. This policy shall be reviewed annually for the information and guidance of directors and officers, and any new officers and directors shall be advised of the policy upon undertaking the duties of their offices.

Section 3.15: **Compensation** – Board members shall not be compensated for serving on the Board of Directors, but may be reimbursed for reasonable and actual expenses incurred when carrying out Board activities.

**ARTICLE IV**

OFFICERS

Section 4.01: **Officers** – The officers of USICD, shall consist of a President, a Past President, a Vice President, a Secretary, and a Treasurer. USICD may have such other assistant officers as the Board of Directors may deem necessary from time to time, and such officers shall have the authority prescribed by the Board. One person may hold more than one office, other than the offices of President and Secretary.

Section 4.02: **Election of Officers** – Except for the past President, the officers of USICD shall be elected by the members at the annual meeting of the members.

Section 4.03: **Term of Office** – The officers of USICD shall be installed at the annual meeting at which they are elected and shall hold office for two years or until their respective successors shall have been duly elected. Officers may be reelected to serve one successive two-year term. The terms of office of Officers shall be staggered, such that no more than three (3) officers shall have their term expire in the same year. Where there is a compelling reason in the interest of the organization, the Board of Directors may, by a two-thirds vote, suspend term limits for any officer to allow him or her to stand for election to serve one additional term.

Section 4.04: **Resignation** – Any officer may resign at any time by giving written notice to the President or Secretary. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 4.05: **Removal** – Any officer may be removed from such office, with or without cause, by a two-thirds vote of the members at any regular or special meeting of the members called expressly for that purpose.

Section 4.06: **Vacancies** – A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 4.07: **President** – The president shall preside at all meetings of the Board of Directors as well as at meetings of the general membership. The president shall have such usual powers and duties customarily belonging to the office of the president and shall have such other powers or duties as the full Board of Directors may from time to time designate. S/he shall ascertain that a quorum is present and report to the annual meeting on the activities of the organization. The president shall appoint the Chairof all committees created by the Board of Directors and shall be an ex-officio member thereof. The president shall supervise the Executive Director and consult with the Executive Director on operations of USICD.

Section 4.08: **Past President** – The past president position will automatically be filled by the past president of USICD. S/he will assume the normal functions and duties of a past president, bringing knowledge and wisdom of the president’s operations to her/his office.

Section 4.09: **Vice President** – The vice president will assume the function and duties of the president in his or her absence.

Section 4.10: **Secretary** – The secretary shall be responsible for maintaining true and correct meeting minutes, committee reports and records of all meetings of the Board of Directors, of the Executive Committee, of the general membership, and of the annual meeting and the secretary shall make such records available to the members upon request. The secretary will be responsible for all communication with all members and specifically will interact with the Board members who serve as the liaisons to RI and DPI to ensure that news from each organization is transmitted to the full USICD membership. The secretary shall: (i) notify the officers and committee members of their election or appointment; (ii) furnish the committee members with a list of their duties; (iii) provide a list of existing committees and their members; (iv) provide notice of each meeting; (v) prior to each meeting, prepare an order of business to be used by the presiding officer; and (vi) in absence of the President or Vice-President, call the meeting to order and preside over a meeting until a chairman or President pro tem has been elected.

Section 4.11: **Treasurer** – The treasurer shall have general charge of the USICD’s financial affairs, under the direction of the Board of Directors, and working in collaboration with the Standing Committee on Finance. The treasurer shall report the financial condition of USICD to the Board at the Annual Meeting and shall render a written account of the finances of USICD to be annexed to the minutes of each meeting of the Board of Directors. The treasurer shall be responsible for maintaining a roster of the members of USICD who are in good standing. The treasurer shall also be responsible for maintaining an appropriate relationship with RI and DPI with respect to financial obligations.

Section 4.12**Executive Director**: There shall be an Executive Director, who shall serve at the pleasure of the Executive Committee with the approval of the Board of Directors. The Executive Director shall be the chief executive and operating officer of USICD, with responsibility for the management and direction of all operations, programs, activities and affairs of the organization, including employment and termination of employment, and the determination of compensation of members of the staff and supporting personnel, functioning within the framework of policy aims and programs as generally determined by the Board of Directors and with the concurrence of the Executive Committee.

**ARTICLE V**

BOARD COMMITTEES

Section 5.01: **Committees of Directors** – The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which committees shall have and exercise the authority of the Board of Directors in the governance of USICD. However, no committee shall have the authority to amend or repeal these Bylaws; elect or remove any officer or director; adopt a plan of merger; authorize the voluntary dissolution of USICD; or perform any other act prohibited by the District of Columbia Nonprofit Corporation Act.

Section 5.02: **Standing Committees** – There shall be the following standing committees, which members shall vote in person or by telephone, but not by proxy. Notice of committee meetings may be made by email, telephone, in person or by regular mail. All committee membersmust indicate their intention to attend in person or via telephone at least 48 hours prior to the meeting date in order to ensure a quorum.

A. **Executive Committee** – Between meetings of the Board of Directors, the day-to-day affairs of USICD may be conducted by an Executive Committee, the membership of which shall be: the President, Vice President, Past President, Secretary, and Treasurer. The Executive Committee may take actions such as authorizing expenditures that exceed $2,000, pursuing and developing proposals for USICD development and funding, taking actions with political implications (e.g., submitting op eds., sign letters of support), and pursuing other activities that have substantial public standing, financial, or pragmatic consequences for USICD.

B. **Finance** **Committee** – This committee will be responsible for establishing a budget for each operating year. The Treasurer shall serve as the chairperson of the Committee.

1. **Membership and Nominations Committee** – This committee will recruit new members, review applications for membership, and ensure that the requirements of the Bylaws, with regard to membership, are being implemented. The Membership and Nominations Committee shall solicit nominations from the membership for Board and Officer positions.

D. **Resource Committee –** This committee will raise funds by exploring and securing fundraising through such mechanisms as corporate solicitations, partnerships, convening and charging for special events, and other means.

Section 5.03: **Other Committees and Task Forces** –- The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 5.04: **Term of Office** –Each member of a committee shall serve for one (1) year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the com­mit­tee is sooner dissolved. Committee members may be elected to serve unlimited successive terms.

Section 5.05: **Vacancies** – Vacancies in the membership of committees may be filled by the President of the Board.

Section 5.06: **Rules** –Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

Section 5.07: **Other Appointment Powers** – Nominations of people to serve as USICD liaison to RI and as the USICD Liaison to DPI shall be made by USICD members, with final selection to be made by the Board of Directors.

**ARTICLE VI**

MISCELLANEOUS PROVISIONS

Section 6.01: **Fiscal Year** – The fiscal year of USICD shall be the calendar year, unless some other period is adopted in accordance with law by the Board of Directors.

Section 6.02: **Notice** – Whenever under the provisions of these Bylaws notice is required to be given to a director, officer or committee member, such notice shall be given in writing by electronic mail or first‑class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of USICD. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery, and will be deemed given when received.

**ARTICLE VII**

INDEMNIFICATION AND INSURANCE

Unless otherwise prohibited by law, USICD shall, to the extent sufficient funds exist, indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to USICD for damages arising out of his own gross negligence in the performance of a duty to USICD .

The Board of Directors shall also, to the extent sufficient funds exist, authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person’s status as a director, officer, employee, or agent, whether or not USICD would have the power to indemnify the person against that liability under law.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. USICD may, at the sole discretion of its Board, provide indemnification if insurance is not available, advance expenses or, where appropriate, may itself undertake the defense of any director, officer or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

**ARTICLE VIII**

AMENDMENTS TO BYLAWS AND ARTICLES OF INCORPORATION

Section 8.01: **Amendment of Bylaws** – These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of two-thirds of a quorum of the voting members at any regular or special meeting of the members. Alternatively, the board of directors may propose an amendment, which will only be effective if ratified by two-thirds of a quorum of the voting members. The notice of the meeting shall set forth at least a summary of the proposed amendments.

Section 8.02: **Amendment of Articles of Incorporation** – The Articles of Incorporation shall be amended by a two-thirds of a quorumof the voting members at any regular or special meeting of the members, pursuant to the provisions of the D.C. Nonprofit Corporation Act.