

COALITION OF TEXANS WITH DISABILITIES

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BY-LAWS

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Article I **Name**

The name of this corporation is the Coalition of Texans with Disabilities, herein referred to as the Coalition.

Article II **Purpose** (Mission Statement)

The Coalition of Texans with Disabilities is a statewide coalition of individuals and organizations controlled by Texans with disabilities who represent cross-disability issues and concerns and who are working together to eliminate all barriers to equal and full participation in life.

Article III **Membership**

The Coalition shall be composed of four categories of membership: Consumer Member Organizations, Associate Member Organizations, Affiliate Member Organizations, and Individual Members.

- A. A Consumer Member Organization may be either a national, regional, state, or local or student organization which:
1. Has activities and or services and membership, if any, or governing body consisting primarily of persons in one or more of the following groups:
 - a. People with physical, mental, sensory and/or emotional disabilities.
 - b. Relatives, advocates, or spokespersons of people with these disabilities who, because of the nature of their disability, can't represent themselves.
 - c. Governing body must consist of 51% persons with disabilities.
 2. Has activities and/or services whose primary purposes are the advancement of disabled persons.
 3. Is an established, recognized, noncommercial Texas organization or enterprise.
 4. Has, in the case of a state consumer member organization, one or more of the following:
 - a. Chapters or offices in at least 2 Texas cities

- b. Regularly convened meetings or gatherings of its members in at least 2 Texas cities
 - c. Significant statewide membership
 - d. Regular activities that influence or deal with statewide membership
 - e. A chapter or office in Texas that serves as a local or regional affiliate of a national organization
- B. An Associate Member Organization may be either a national, regional, state, local or student organization which satisfies all but the A-1 qualification for a Consumer Member Organization.
- C. Affiliate Member Organization may be either a national, a regional, state, local or student organization which wishes to support the work of the Coalition and does not meet the qualifications for a Consumer or Associate Member Organization.
- D. An Individual Member may be any person who is interested in supporting the work of the Coalition.
- E. Annual dues for each of the above stated categories of membership shall be established by the Board of Directors.
- F. All organizational membership applications shall be submitted to the Board of Directors for review. A favorable vote of no less than 2/3 (two-thirds) of those present and voting is necessary for acceptance as an organization member. An organization can apply for organizational membership in any category, but the Board has the final authority to designate a membership category upon approval as a new organizational member. Individual memberships shall be effective upon payment of dues and acceptance of the application by the Treasurer (or Treasurer's designee). All membership application must be accompanied by payments of dues which, if the application is not approved, will be returned.
- G. Membership status shall cease, or an organizational membership category shall be redesignated when:
 - 1. A member no longer meets the requirements for membership as set forth in this article and recommended by a 2/3 (two-thirds) vote of the Board of Directors.
 - 2. A member acts contrary to the purpose of the Coalition. The concerned member shall be afforded due process and can only be removed thereafter by a 2/3 (two-thirds) vote of the Annual Convention.

3. A member resigns from the Coalition upon written notice and return of all property belonging to the Coalition. This property shall be returned to the Board.
4. A member fails to pay annual dues.

Article IV Annual Convention

A. Powers

The delegates to the Annual Convention shall have the responsibility for the following:

1. Approve and terminate membership as set forth in Article III
2. Approve the annual budget
3. Elect board members
4. Elect Coalition officers
5. And establish policies of the Coalition

B. Number

The Annual Convention shall consist of delegates who are representatives of member organizations or individual member caucuses. Each member organization shall choose, in whatsoever manner it so desires, its delegate and alternate delegate to serve for one-year term.

C. Representation of Member Organization Delegates

1. Term - the member organization shall be appointed for a one-year term.
2. Vacancy - a vacancy among the member organization delegate(s) be filled for the unexpired term by the member organization.
3. Removal - a delegate may be removed from the Annual Convention at any time with or without cause by the member organization.
4. Singularity - No individual may be a voting delegate for more than one voting member organization.

D. Voting

1. Members of the Coalition shall be assigned the following voting privileges:
 - a. State Consumer Member Organizations - Five (5) votes
 - b. Local Consumer Member Organizations - Three (3) votes
 - c. State of Local Associate Member Organizations - Two (2) votes
 - d. Affiliate Organizations - One (1) Vote
 - e. Ten (10) or more individual members who are not delegates of voting member organizations may caucus to elect one (1) delegate and one (1) alternate who shall cast one vote at the Annual Convention.
2. There shall be no voting by proxy allowed at the Annual Convention. All voting shall be open and recorded and shall otherwise follow Robert's Rules of Order, Revised, except that upon approval of a two-thirds (2/3) vote of the delegates of the Annual Convention. Election of the officers and Board members will be conducted by secret ballot.

E. Quorum

A majority of the votes cast by the delegates to the Annual Convention shall constitute a quorum, and unless otherwise provided, be required for action by the Annual Convention.

Article V Board of Directors

A. Composition

1. The Coalition of Texans with Disabilities will make a good faith effort to have the composition of the Board reflect the population of Texas in terms of types of disabilities, geographic representation, ethnic heritage and income levels.
2. The Board of Directors shall consist of the officers of the Coalition, the President who shall be chairperson, the Vice-President, the Treasurer, the Secretary and eight elected Directors At Large. The eight Directors At Large shall represent separate geographic regions of Texas, which shall be divided into eight regions. The officers and directors shall be elected by a vote of the delegates of the Annual Convention from a slate presented by the nominating committee and additional nominations from the floor. A majority of the Board of Directors shall be comprised of persons with disabilities.

B. Term

The term for officers shall be one (1) year. The term for elected Directors of the Board shall be for two (2) years, one-half (1/2) of whom shall be elected at each Annual Convention. At-large positions shall be designated as At-Large Board Position No. 1 through At-Large Board Position No. 8. Candidates for even-numbered positions shall be elected during even-numbered years. Candidates for odd-numbered positions shall be elected during odd-numbered years.

C. Power

1. The Board of Directors shall be responsible for the management of the business and officers of the Coalition as delegated by the delegates of the Annual Convention.
2. During the interval between the assembly meeting, the Board shall exercise all powers of the delegates of the Annual Convention within the policies established by that body.
3. The Board of Directors may poll the delegates to the Annual Convention for its direction.
4. The chairperson of the Board shall report on actions of the Board at the Annual Convention.

D. Meetings

Quarterly meetings of the Board of Directors shall be called by the President. Notice of the Board meetings must be given at least fourteen (14) days prior to the holdings of that meeting. Emergency meetings of the Board may be called by the President or upon request of any three members of the Board.

E. Dismissal

Any member of the Board who fails to attend any two (2) Board meetings within each organizational fiscal year of his/her term may be reviewed by the Board for dismissal. The Board shall be empowered to act in accordance with the results of said review. The Board member shall be notified in writing via certified mail of said action at least thirty (30) days before the next Board meeting when as the first order of business a fair hearing shall be held. The results of the Board's action shall be submitted the delegates of the Annual Convention.

F. Quorum

A quorum of the Board shall consist of one-half (1/2) of the Board.

Article VI **Officers**

A. Designation

The officers of the Coalition shall be President, Vice-President, Treasurer, and Secretary, who shall be elected from a slate presented by the nominating committee and additional nominations from the floor at the Annual Convention. Officers shall be individual members of the Coalition. The President and Vice-President shall be persons with disabilities. The President shall serve for only one consecutive term except under such circumstances as outlined in Section B below. All terms of office shall commence upon election or designation and acceptance and shall continue until their successors are elected or they have served the period of time in unelected positions outlined in these bylaws.

B. Vacancy

A vacancy in any office or Board position shall be filled by the Board for the unexpired term of the office, except the office of President shall be filled by the Vice-President.

C. Removal

Following procedures described under Article V, Section E, any officer or Board member elected by the delegates to the Annual Convention may be removed from with cause after due process by a vote of two-thirds (2/3) of the Board whenever, in its sole judgement, the best interest of the Coalition will be served thereby.

D. President

The President shall be the principal officer of the Coalition and the delegates to the Annual Convention, the Chairperson of the Board of Directors, voting only in case of a tie, and official spokesperson of the Coalition. The President shall be responsible for making an annual report to the delegates to the Annual Convention on the affairs of the Coalition.

E. Vice-President

The Vice-President shall have such duties as the Board of Directors shall see fit to assign, and shall serve as President in the absence of the President.

F. Treasurer

The Treasurer shall be the chief fiscal officer of the Coalition and shall monitor the disbursement of the funds of the Coalition as directed by the Board of Directors. The treasurer shall render in an annual report to the delegates to the Annual Convention, and an accurate accounting of fiscal transactions to all appropriate local, state and federal governmental bodies required.

G. Secretary

The Secretary shall attend and keep accurate records of all meetings of the Annual Convention and the Board of Directors. The Secretary shall be responsible for all correspondence relating to the Coalition as requested by the President.

Article VII Meetings

There shall be an Annual Convention within each fiscal year. Notice of such meeting shall be given at least sixty (60) days prior to the date of the meeting to the membership. Emergency/special meetings of the delegates of the Annual Convention may be called by the President and upon two-thirds (2/3) of the Board members or by a majority of the voting member organizations.

Article VIII Committees

- A. With the exception of the Nomination Committee, the President shall appoint whatever committees necessary to conduct the business of the Coalition. The Nominating Committee shall be chosen by the Board of Directors and will have responsibility for preparing a slate to be presented to the delegates to the Annual Convention by mail no less than two (2) weeks prior to the annual meeting.
- B. There shall be an Executive Committee to be composed of the President, Vice President, Treasurer and Secretary. The Executive Committee shall have the authority to make the decisions for the Coalition during the interval between board meetings only when the issue cannot wait until the next Board meeting and is within the Coalition's existing goals and objectives.

Article IX Dissolution of the Coalition

The Coalition may be dissolved by the affirmation vote of two-thirds (2/3) of the full voting membership at any regular or special meeting called for that purpose. Upon dissolution of the corporation, any assets remaining will be distributed to (a) non-profit organization(s) having similar purposes and chosen by the delegates to the Annual Convention.

Article X Finance

A. Ownership

All assets and funds of the Coalition shall be owned exclusively by the Coalition.

B. Primary Support

The Coalition will seek financial support from both public and private sources in addition to its dues revenue.

C. Additional Support

The Board of Directors, acting for the Coalition, may accept gifts and/or grants and may make contractual agreements in connection with its operation.

Article XI Fiscal Year

The fiscal year for the Coalition shall be from January 1st through December 31 of the same year.

Article XII Amendment Procedures

These bylaws may be amended by a two-thirds (2/3) vote of delegates to the Annual Convention. A proposed amendment must be mailed and postmarked to the members at least two weeks prior to the meetings of the delegates to the Annual Convention.