

**BYLAWS
CALIFORNIANS FOR DISABILITY RIGHTS INC.
(Formerly CAPH)**

Adopted by CDR Membership Convened in Los Angeles on September 9, 1995.
Amended by CDR State Council Convened in Sacramento on May 3, 1998
Amended by CDR Membership Convened in Long Beach on August 19, 2001
Amended by CDR State Council Convened in Sacramento on November 18, 2001
Amended by CDR Membership Convened in Long Beach on February 20, 2005
Amended by CDR Membership Convened in Los Angeles on March 7, 2008
Amended by the CDR Executive Committee on December 7, 2017

ARTICLE I: GENERAL

- A. The name of this corporation shall be:
CALIFORNIANS FOR DISABILITY RIGHTS, INC. ("CDR")
- B. The principal place of business of this corporation shall be located at the President or Treasurer's home in the State of California.

ARTICLE II: PURPOSE

- A. The specific and primary purposes, as set forth in the Articles of Incorporation, are to initiate, sponsor, and carry out plans, policies, and activities that will enhance the lives of persons with disabilities and enable them to enter more fully into society at all levels. CDR is committed to providing full and equal access to all its meetings and activities for all persons with disabilities.
- B. The general purposes and powers of this corporation shall not engage in activities that will not further the purposes set forth in section "A" of this Article II, and nothing in the foregoing shall be construed to authorize this corporation to carry on any business for the profit of its members, or to distribute any gains, profits or dividends to its members as such.

ARTICLE III: MEMBERSHIP

- A. Membership in this corporation shall be open to any individual, without regard to ethnicity, religion, sex, national origin, age, disability, economic status or sexual orientation, or any other classification protected by federal or state law, who supports the purposes and goals of the organization and for whom dues have been paid.
- B. Governing members enjoy all of the rights and privileges of CDR membership. A Governing member of CDR is one whose state dues have been paid. Basic governing members' dues shall be established by a two-thirds vote of the Executive Board and ratified by a general membership meeting. Individual members' dues may be waived because of hardship-and shall be determined by the Treasurer.
- C. Lifetime Members are governing members who have paid a special life time dues as established by the original State Council.

ARTICLE IV: MEMBERSHIP MEETINGS

- A. Membership meetings shall be held at such date, time and place as the Executive Board may determine. Members may be present in person, by telephone, or another electronic method.
- B. Notice of regular meetings shall be given by the Secretary to members at least ten (10) days prior to such meeting. Notice shall state the date, time, and agenda-of the meeting. Notice shall be given electronically through the Members Xchange, and via the New World, if time permits.
- C. A quorum for transaction of business at any membership meeting shall be four (4) governing members that is the majority of the Executive Board Members.
- D. Each member shall be entitled to one vote to be voted in person or by telecommunicating.
- E. Except as otherwise provided by these bylaws, the Articles of Incorporation, or the laws of the State of California, each matter coming before those at the membership meeting shall be deemed passed upon an affirmative vote of the majority of votes cast.
- F. Rules and Regulations: Except as otherwise provided by these bylaws, the Executive Board shall have the power to make such rules and regulations regarding the conduct of the affairs of this

corporation as it deems appropriate. At any regular meeting, unless otherwise provided in these bylaws, Robert's Rules of Order shall as nearly practical govern the procedures. The most current version of Roberts Rules of Order prevails which is why by laws have to conform to most current RROO.

- G. All members of this corporation shall have the right to speak, in person or by telecommunicating, at all meetings of this corporation.

ARTICLE V: OFFICERS

- A. The officers of this corporation shall be a President, a Vice President, a Secretary and a Treasurer. In the case of an unfilled position, remaining officers will share in the duties of unfilled position.
- B. The term for each officer shall be two years, or until his/her successor is elected and qualified to assume office. The officers of this corporation shall assume office on the first day of January immediately following their election.
- C. Elections: Executive Board, which constitutes the four Officers of the Corporation and three (3) At-Large members, will all be chosen through a statewide election by all members. This will occur via mail at the end of each odd numbered year. Ballots will be mailed in October for a November return with double blind envelopes for return so that the election can take place by the end of every odd numbered year.
- D. The Executive Board shall be responsible for the operation of this corporation and, subject to these bylaws; it shall have all powers. The Executive Board shall interpret these bylaws and shall serve as a credentials committee, and shall review and authenticate the credentials of voting members before all business meetings.
 - a. Officers shall take office on the first day of January immediately following their election-and shall serve two year terms.
 - b. Persons elected by the board to fill a vacancy shall take office immediately. An officer filling a vacancy shall assume office immediately following his/her election.
 - c. Any officer may be removed for cause upon the affirmative vote of three fourths of the Executive Board.

E. Duties of the Officers:

1. The President shall be the chief administrative officer of this corporation and shall preside at all meetings. Except as otherwise provided in these bylaws, the President shall appoint all Committee Chairs, Vice Chairs, or vacant offices, on a temporary basis; and shall be an ex-officio member of all committees. All appointments are subject to the approval of the Executive Board. The President will also be an owner/moderator of all Yahoo list servers, write a column for and assist with the quarterly New World newsletter.
2. The Vice President shall be Chairperson of the Executive Board. In the absence of the President, the Vice President shall assume all the duties of the President. The Vice President shall perform such other duties as the President or Executive Board may determine.
3. The Secretary shall keep, or cause to be kept, complete records and correspondence of this corporation, including a separate record of procedures, policies and operating rules, and of the Executive Board. He/she shall send or cause to be sent, by email, notices of all membership meetings. The Secretary will assist other administrative positions with correspondence whenever requested.
4. The Treasurer shall be the Chief Fiscal Officer of this corporation, shall receive and account for all monies of this corporation, and shall disburse such funds upon order of the Executive Board, in the manner provided by these bylaws. The duties of the Treasurer include, but not limited to the following: Maintenance of financial records (QuickBooks), preparation of financial reports for membership meetings and end of year, preparation of budget forecast for coming year, filing of tax form 990, annual filing of Secretary of State & Department of Justice forms, and tracking of corporate PayPal account.

ARTICLE V: COMMITTEES of the CORPORATION:

The Executive Board may designate standing committees, additional subcommittees, special committees and ad hoc committees as needed. The following committees are essential to CDR; however, the Executive Board reserves the right to create new committees whenever needed.

- A.** Nominating Committee will look at members over the year to find suitable members who have shown an interest in becoming board members. Then by September ask possible candidates to run and gather information for the slate. Have the slate ready to send out to the membership via the September New World. Send out the ballots in October; count the votes in November; contact the winners and the Executive board immediately to let them know what the next meeting date is for installation of the new board.
- B.** Legislative Committee researches bills, educates legislators, writes letters, and/or testifies at hearings in Sacramento.
- C.** Bylaws Committee is responsible for the creation, implementation, and maintenance of the corporate by laws which govern CDR. The bylaws committee shall meet every 2 years to review and propose amendments to the bylaws if necessary to conform to the most current RROO.
- D.** Membership Chair will be responsible for all membership-related matters, including maintaining CDR's membership database, doing annual/semi-annual membership drives, emailing/ mailing letters of receipts for membership fees, tracking of corporate PayPal account, and ensuring that all paid members are added to the Members' Xchange, if they choose to be.

ARTICLE VI: OTHER ADMINSTRATIVE POSITIONS

- A.** Webmaster will handle all matters related to CDR's websites, Corporate and Foundation, including server set-up and maintenance, site design and updating, and ensuring all web content is up to date. Web Master is also responsible to ensure that all links and pages related to PayPal for membership dues and donations are working and up to date.
- B.** Newsletter Editor is responsible for all things pertaining to the New World. This entails requesting articles from those in the community, soliciting ads, editing and layout, getting newsletter to printer, emailing/ mailing newsletters to members, and assisting in getting newsletters to various community events.

ARTICLE IX: FUNDS AND FINANCES

- A.** All funds of this corporation shall be turned over to the Treasurer who shall be responsible for their safe keeping.

- B. Allocation of Funds:
 - 1. The Executive Board may create such special funds as are necessary to carry on the affairs of this corporation. Any money deposited into such special funds shall be accounted for separately from other revenues of this corporation.
 - 2. The Executive Board may, from time to time, terminate any special fund and transfer any balance remaining to the general fund.
 - 3. All revenues of this corporation not allocated by the Executive Board as prescribed in subsection 1 of this section shall be deposited in the general fund of the corporation.
- C. The finances of this corporation shall be handled and managed in accordance with sound accounting practices. No funds shall be expended except in accordance with the budget established by the Executive Board, provided however, that nothing in this section shall prohibit the transferring of funds from one budget account to another.
- D. The Executive Board shall adopt a budget for the coming year on or before January 1st of each year.
- E. The Treasurer shall disburse corporation funds only upon authorization of the Executive Board.

ARTICLE X: MISCONDUCT

Any misconduct by a CDR officer, committee chair, or member will not be tolerated. Any party who is guilty of misconduct towards another officer/chair/member or whose actions could possibly injure CDR in any way will not be allowed to post/interact on CDR's Members Xchange and/or to act as an intermediary on behalf of CDR, for a period of 60 days.

Any member who forwards committee reports or information to any person outside the committee without permission shall be suspended from their committee for 30 days. Additionally, such further infractions will result in expulsion from their committee upon recommendation of the Chair of that committee.

ARTICLE XI: BYLAW AMENDMENTS

- A. These bylaws may be amended by a two-thirds (2/3) vote of the Executive Board, at any Executive Board meeting, with the exception that matters affecting the voting rights of members must be approved by the members at a Membership meeting.

- B. Each member of the Executive Board or the Membership, as appropriate under paragraph A of this section, must have been notified at least fifteen (15) days in advance as to the wording and effect of the amendment. Minor changes need not be presented in advance, provided it is agreed they do not substantially exceed the subject of the proposed amendment. Such actions shall be reported to the general membership in the treasurer's report at the general membership meeting
- C. Bylaws are to be reviewed and amended to conform to most current RROO every two (2) years, or as seen needed by the Executive Board.

ARTICLE XII: DISSOLUTION

Upon the dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets, if any, shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable, educational, or religious and/or scientific purposes and which has established its tax-exempt status under section 501(C) (3) of the Internal Revenue Code.