

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

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 in the County of Sacramento, State of California, although the State Council may establish additional offices elsewhere within 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 are to buy, lease, rent or otherwise acquire, hold or use, own, enjoy, sell, exchange, encumber, transfer on trust or otherwise dispose of any and all kinds of property, whether real, personal or mixed and to receive property by gift, devise or bequest; to borrow money and to contract debts; to issue bonds, notes and other evidence of indebtedness, and to secure them by any or all property of this corporation or to issue them unsecured; to enter into, make, perform and carry out contracts of every kind for any lawful purpose and without limit on the amount with any person, firm or corporation; and to have and to exercise all the powers conferred by the California General Corporation law on nonprofit corporations as that law is now in effect or may at any time hereafter be amended. Notwithstanding any of the foregoing statements of purposes and powers this corporation shall not engage in activities that are not in themselves in furtherance of 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 _ Governing members enjoy all of the rights and privileges of CDR membership, including voting rights at chapter meetings and general membership meetings. A Governing member of CDR is one who belongs to a chapter as defined in Article V and whose state dues have been paid. Basic governing members' dues shall be established by a two thirds vote of the State Council.
 - 1. Individual members' dues may be waived because of extenuating circumstances as determined by their chapter. The chapter shall pay CDR dues, if any, for such members as determined by the State Council.
 - 2. Only governing members certified by their chapters shall be eligible to serve as members of the State Council or as State Officers and to vote at membership meetings.
 - 3. A governing member may belong to more than one Chapter, but may not be a delegate to the State Council from more than one Chapter and may cast only one vote at membership meetings.
- C. Lifetime Members _ Lifetime Members are governing members who have paid a special life time fee as established by the State Council.
- D. Associate Members _ An Associate Member is an individual who does not hold membership in a chapter, but has paid state dues as set by the State Council. Associate members do not have voting privileges. Associate members may become governing members by associating with a Chapter of their choice.

ARTICLE IV. MEMBERSHIP MEETINGS

- A. A meeting of the members shall be held every two years at a date, time and place within California selected by the State Council.

- B. Written notice of the date, time and place of the membership meeting shall be sent to each member by the Secretary, at the address on the most recent roster of members. Such notice shall be mailed at least thirty (30) but not more than sixty (60) days prior to the meeting date.

- C. Special meetings may be called by the Executive Committee upon the two_ thirds (2/3) vote of the Executive Committee or by the Secretary upon receipt of a petition signed by no less than one hundred governing members. Notice shall be the same as in subsection B.

- D. Publication of meeting notices in the state newsletter shall be deemed to meet the requirements for notification required in subsections B and C.

- E. A quorum for transaction of business at any membership meeting shall be thirty five governing members.

ARTICLE V. CHAPTERS

- A. Chapters may be established throughout the State. To qualify, each chapter must
 1. Support the purposes and goals of CDR
 2. Hold regular open meetings in person or by telecommunicating.
 3. Develop and submit bylaws which shall be consistent with these bylaws.
 4. Adopt the same fiscal year as the corporation.
 5. Elect its officers for fixed terms at a regularly scheduled meeting for which notice has been sent in advance to each chapter member.
 6. Elect or designate two representatives to serve as members of (delegates to) the State Council. Delegates shall take office on the first day of January immediately following their election and shall serve two year terms. Persons elected to fill a vacancy shall take office immediately. Each chapter shall be responsible for notifying the Secretary of this corporation with the names of the delegates, their addresses and telephone numbers. A chapter may name an Alternate Delegate for any specific meeting.
 7. The chapter's Delegates shall be responsible to serve as liaisons between the Council and the chapter, and to represent the chapter's interest and concerns on the Council.
 8. The chapter president and the chapter secretary shall be responsible for keeping the Secretary of this corporation informed at all times of the names and current addresses of chapter officers and chapter delegates and/or alternates to the State Council.
- B. If a Chapter meets all of the requirements as set forth above, but does not currently have six (6) members, the Chapter may participate in all activities of the corporation, except its delegates to the State Council may not vote. When Chapter membership reaches six, one of its delegates to the State Council may vote. When Chapter membership reaches fifteen, both of its delegates to the State Council may vote.
- C. This section has a sunset date of August 30, 2010. Chapters engaging in fundraising will submit 25% of net proceeds to the state organization.
- D. This section has a sunset date of August 30, 2010. Chapters that receive donations and provide receipts for tax deductions must submit these funds to the CDR Foundation. The chapters may withhold 10% for handling and administration fees.
- E. Dissolution or Termination.
 1. A chapter may be terminated by a three-fourths (3/4) affirmative vote of the members of the State Council voting on the issue. Grounds for the termination of a chapter are:
 - a. Failure to meet the minimum standards for affiliation;
 - b. Conduct of the chapter or its members detrimental to this corporation; or,

- c. Failure to carry out the policies and directions of the State Council of this corporation.
2. Upon dissolution of a chapter, the State Council shall take control of the property and assets of that chapter, shall pay any existing debts of that chapter, out of and to the extent of the property and assets of the chapter, and shall turn surplus property and/or assets over to the Treasurer of this corporation.
3. All property, funds, membership and mailing lists, and chapter records are held in trust by the chapter solely for the purpose of carrying out the purposes and goals of this corporation.

ARTICLE VI. STATE COUNCIL

- A. The State Council shall consist of the two representatives from each Chapter and the members of the Executive Committee selected pursuant to Section A of Article VIII.
- B. Powers of the State Council:
 1. Except as otherwise provided in these bylaws, the Articles of Incorporation of this corporation, or the laws of the State of California, the State Council shall exercise all the corporate powers of this corporation.
 2. The State Council shall have exclusive power to hire such professional, secretarial, clerical, consultative or other services as may be appropriate to carry out the responsibilities of the State Council. No contract for employment of any secretarial, professional, clerical, consultative or other services shall be entered into that will bind this corporation for a period that will extend beyond the term of office of the Officers of the State Council entering into such contract. Such contracts may be authorized and may be annually renewed only upon presentation to the Council at a regular meeting and approval by the Council by a majority vote of the members of the State Council present and voting. Nothing in this section shall be deemed to limit the power of the State Council to enter into long term contracts to purchase equipment, material or supplies, or to borrow funds or incur other indebtedness, provided, however, that the complete cost of such contracts and amount of such indebtedness is disclosed and approved by the State Council before such contract is signed or such indebtedness incurred.
 3. The State Council is authorized to develop and adopt a code of procedures and policies to govern the activities of CDR, Inc.; to be completed prior to August 30th 2010.
- C. Meetings of the State Council.
 1. Regular meetings of the State Council shall be held at such date, time and place as the Council may determine. State Council Delegates may be present in person or by telecommunicating.
 2. Notice of regular meetings shall be given by the Secretary to each member of the State Council at least ten (10) days prior to such meeting. Notice shall state the date, time and place of the meeting.

3. Special meetings of the State Council may be called by the President and shall be called by the Secretary upon receipt of a petition signed by not less than ten members of the Council requesting that a special meeting be called.
4. Notice of a special meeting shall be given by the Secretary to each member of the State Council at least seven (7) days prior to the meeting. The notice shall state the date, time and place of the special meeting and subject matter to be considered. No matter shall be considered that is not contained in the notice of special meeting unless three fourths (3/4) of the authorized number of members of the State Council authorizes the consideration of each additional matter.
5. Failure to give notice of any regular or special meeting shall not invalidate any proceedings taken at such meeting, provided:
 - a. All authorized members of the Council were present in person or by telecommunicating at such meeting; or,
 - b. Any members not present, either before or after such meeting sign a written waiver of notice; or,
 - c. Any members not present at the meeting sign and approve the minutes of such meeting.
6. Quorum. The presence in person or by telecommunicating, of one third of the voting members of the State Council shall constitute a quorum for the transaction of business at any regular or special meeting of the Council. Each member of the Council shall be entitled to one vote to be voted in person or by telecommunicating.
7. Except as otherwise provided by these bylaws, the Articles of Incorporation, or the laws of the State of California, each matter coming before the State Council shall be deemed passed upon an affirmative vote of the majority of votes cast.
8. Rules and Regulations. Except as otherwise provided by these bylaws, the State Council 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 or special meeting, unless otherwise provided in these bylaws, Robert's Rules of Order shall as nearly as practical govern the procedures.
9. All members of this corporation shall have the right to speak, in person or by telecommunicating, at all meetings of this corporation.

ARTICLE VII.

OFFICERS

- A. The officers of this corporation shall be a President, a Vice President, a Secretary and a Treasurer, elected by the State Council and from the State Council. Only chapter delegates and chapter presidents shall be eligible to be elected officers except that only chapter delegates shall be eligible to be elected President. A person who ceases to be a chapter delegate or chapter president subsequent to his/her election as an officer may, nevertheless, continue in office until the end of the term to which he/she was elected. The term of office for each officer shall be two years, or until his/her successor is elected and qualified to assume office.

1. The officers of this corporation shall assume office on the first day of January immediately following their election. An officer filling a vacancy shall assume office immediately following his/her election.
 2. Any vacancy in office shall be filled by majority vote of the members of the State Council present and voting at any regular or special meeting of the Council, and shall be for the unexpired portion of the term of office.
- B. Any officer may be removed for cause upon the affirmative vote of three fourths of the Council members present and voting in person or by telecommunicating, on the issue.
- C. Duties of the Officers.
1. The President shall be the chief administrative officer of this corporation and shall preside at all meetings of the members and of the State Council. Except as otherwise provided in these bylaws, the President shall appoint all Committee Chairs and Vice Chairs, and shall be an ex-officio member of all committees. The President shall appoint a parliamentarian. All appointments are subject to the approval of the Executive Committee.
 2. The Vice President shall be chairperson of the Executive Committee. 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 State Council or the President 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 State Council and the Executive Committee. He/she shall maintain the roster of members of the State Council and shall send or cause be sent, by mail or through publication in the state newsletter, notices of all meetings of the State Council and of the membership.
 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 State Council in the manner provided by these bylaws. The Treasurer shall prepare a written report of the financial position of the corporation for distribution at each meeting of the State Council, and a written report for distribution at membership meetings.

ARTICLE VIII. EXECUTIVE COMMITTEE

- A. The Executive Committee shall consist of the Officers of the Corporation and three (3) At Large members selected by the State Council from among governing members of the corporation, who are not chapter delegates to the State Council. In selecting the three at large members, special consideration shall be given to gender, geographic and disability balance. Executive Committee members shall be elected at the last State Council meeting of each odd numbered year, shall take office on the first day of January immediately following their election and shall serve two year terms. Persons elected to fill a vacancy shall take office immediately.

- B. In the absence of the State Council, the Executive Committee shall be responsible for the operation of this corporation and, subject to these bylaws; it shall have all the powers of the State Council. However, any action taken by the Executive Committee shall be binding upon this corporation only until the next meeting of the State Council at which time it shall be presented to the Council for ratification, modification or revocation. The Executive Committee 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.

ARTICLE IX. COMMITTEES

- A. The State Council may designate standing committees, additional subcommittees, special committees and ad hoc committees as needed.

ARTICLE X. 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 State Council 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. The State Council may, from time to time, terminate any special fund and transfer any balance remaining to the general fund.
 - 2. All revenues of this corporation not allocated by the State Council 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 State Council, provided however, that nothing in this section shall prohibit the State Council from transferring funds from one budget account to another. Except as is herein provided, neither the State Council nor any officer or employee of this corporation shall incur any indebtedness in excess of budget. The State Council shall adopt a budget for the coming year on or before January 1st of each year.
- D. The Treasurer shall disburse corporation funds only upon authorization of the State Council. The Treasurer shall have authority to make authorized expenditures of corporation funds in amounts not to exceed \$500.00 for any one account upon the single signature of the Treasurer. All authorized expenditures in excess of \$500.00 shall be expended only upon the signatures of the Treasurer and of one other officer of this corporation, except for contractual obligations previously approved by the Council.

ARTICLE XI. BYLAW AMENDMENTS

- A. These bylaws may be amended by a two thirds (2/3) vote of the State Council, at any regular or special State Council 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 State Council 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.

ARTICLE XII. TRANSITION

- A. For purposes of transition, all existing CAPH chapters shall be deemed to be CDR chapters upon submission and approval of new Bylaws and selection of two delegates to the State Council.
- B. All current officers shall continue to serve until the first meeting of the new State Council, at which officers of CDR shall be elected.

ARTICLE XIII. DISSOLUTION

- A. Upon the winding up and 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.