

**DISABLED IN ACTION OF METROPOLITAN NEW YORK  
BY-LAWS**

**May 1, 1992**

**ARTICLE I - MEMBERS**

**Section 1. Membership.**

- a) Membership in this corporation shall be open to any person who supports the purpose of the corporation to advance the civil rights of disabled individuals. Any applicant for membership shall become a member upon the approval of his/her application by the Board of Directors and/or the Membership Committee and payment of dues.
- b) Any member may withdraw from the corporation by notice in writing to the President.
- c) A member may be suspended for a period or expelled for cause, such as violation of any of the by-laws or rules of the corporation, for conduct prejudicial to the best interests of the corporation, for physical violence, or for failure to pay the dues of the corporation. Such suspension or expulsion shall be affected in accordance with fair hearing procedures as follows: Upon request of any member, the Board shall hold a special meeting for the purpose of hearing issues of both parties. Notice of said meeting shall be sent via certified mail no less than 10 days in advance to Board members as well as both parties. The Board shall vote a recommendation to be presented and voted on at the next General Membership meeting.

**Section 2. Annual Meeting.**

The annual meeting of the members of the corporation shall be held at the office of the corporation in Metropolitan New York (or at such other place, within or outside of the area, as the Board of Directors may from time to time determine), on the \_\_\_\_ day of \_\_\_\_\_ in each year, at \_\_\_\_ o'clock, commencing in \_\_\_\_\_, if not a legal holiday, then on the next succeeding business day. The meeting shall be for the purpose of electing officers and directors of the corporation and for the transaction of such other business as may come before the meeting.

**Section 3. Special Meetings.**

Special meetings of the corporation may be called in the following fashion:

- a) By petition of fewer than 10% of the members in good standing, the Board may call a meeting.
- b) By petition of 10% or more of the members in good standing, the Board must call a meeting.

The Board is responsible for informing the membership.

**Section 4. Notice of Meetings.**

Notice of the date, time, place and purpose of each General Membership meeting and Special meeting shall be given to every member of the corporation by mail or in a publication of the corporation. All DIA meetings shall be open.

**Section 5. Waiver of Notice.**

Notice of meeting need not be given to any member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

**Section 6. Quorum and Adjournment of Meetings.**

At all meetings of the members, except as otherwise provided by law, 100 members or one-tenth of the total number of votes entitled to be cast thereat, whichever is lesser, present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the members so present or represented may adjourn the meeting from time to time until a quorum is obtained. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting originally called.

**Section 7. Organization.**

In the absence of the President and the Vice President, the Chairperson shall be chosen by the members present. The presiding officer shall choose the Recording Secretary if he/she is absent.

**Section 8. Inspectors of Election.**

At each annual or special meeting the presiding officer shall select a committee of three who shall act as Inspectors of Election and who shall after all votes by ballot certify in writing to the presiding officer the results of said ballot and the certified copy shall be

physically affixed in the minute book to the minutes of that meeting. No Inspector of Election shall be a candidate for office or personally interested in the question voted upon.

**Section 9. Voting.**

At any meeting of the members, each member present in person or by proxy appointed by an instrument in writing, subscribed by such member or his duly authorized attorney and delivered to the Secretary of the meeting, shall be entitled to one vote. The vote for directors shall be by closed ballot. All questions, the manner of deciding which is not otherwise prescribed, shall be decided according to Robert's Rules of Order or the by-laws according to precedence.

**Section 10. Proxies.**

Every member of the corporation entitled to vote at any meeting may choose another member of the corporation to act as their agent. A proxy shall be in writing or by phone to a person chosen by the Board and shall be for that meeting only.

**ARTICLE II BOARD OF DIRECTORS**

**Section 1. Number, Qualification, Nomination, Election and Term of Office.**

- a) The number of directors shall be no less than three and no more than twenty one, the number remaining constant unless changed at a nominating meeting by a majority of the general membership.
- b) Only members of the corporation shall be eligible to serve as directors. A candidate for the Board must have attended a minimum of three DIA meetings since the previous election inclusive of the nominating meeting. A member who did not attend at least three meetings shall be permitted to be a candidate only if a majority of the members present at the nominating meeting determine that his or her absences were justified.
- c) An individual nominated for officership is automatically also nominated for the Board, but may run for only one officer position. If a candidate for DIA office fails to be elected to that office, then the final Board vote shall equal the sum of the candidate's officer count and board count.
- d) No person running for the Board of DIA is permitted to collect ballots, to submit any written ballot other than his or her own or in any way be involved in the election process.

**Section 2. Removal of a Director.**

Any director may be removed with cause. Notice must be given to the individual in question within 60 days from the alleged offense, by certified mail, of a hearing before the Board of Directors, to be held no less than 21 days following the mailing. A quorum of three-quarters, and a two-thirds majority vote of those Board members present shall decide on the charges in question. A vote for removal from the Board shall not constitute removal from the corporation, and the individual shall retain membership status, with the right of appeal to the general membership. The Board of Directors shall notify the members of the accused person's status on a just cause basis.

**Section 3. Newly Created Directorships and Vacancies.**

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason may be filled by a vote of a majority of the directors then in office. A director elected to fill a vacancy shall be elected to hold office until the next annual meeting of members of the corporation.

**Section 4. Resignations.**

Any director may resign at any time, in writing, by notifying the President or the Secretary of the corporation. Any such resignation shall take effect at the time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5. Compensation.**

Directors shall not receive any compensation for serving as directors of the corporation. Neither shall they receive compensation from within or without the corporation from serving in another capacity representing it, if such compensation exceeds \$200 per annum.

**Section 6. Powers and Duties.**

The Board shall have general power to manage and control the affairs and property of the corporation. They shall have power, by majority vote, to adopt rules and regulations governing the action of the Board and to decide upon the distribution and payment of the money received by the corporation from time to time. All powers of the Board are subject to the advice and consent of the General Membership which may override board decisions by majority vote at any duly constituted General Membership meeting.

**Section 7. Regular Meetings.**

There shall be no less than six regular Board meetings. They shall be held at such places and times determined by the Board. Notice of such meetings shall be given to every member of the corporation by mail or in a publication of the corporation. Regular meetings shall be open to all members.

**Section 8. Special Meetings.**

Special meetings of the Board may be called by the President or no less than three Board members with/without written notice. Board members shall be informed of those meetings by the President or a person so designated for that purpose.

**Section 9. Waivers of Notice of Meetings.**

Notice of any meeting of the Board need not be given to any director who submits a signed waiver of such notice, whether before or after such meeting, or who attends such meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

**Section 10. Quorum.**

Only a majority of directors constitute a quorum.

**ARTICLE III OFFICERS**

**Section 1. Number and Qualifications.**

The officers of the corporation shall be a President, a Secretary, a Treasurer and such other officers, if any, including one or more Vice Presidents as the Board of Directors may from time to time appoint. Only members may be officers of the corporation.

**Section 2. Election and Term of Office.**

See Article II – Section 1.

**Section 3. Other Agents.**

The Board of Directors may appoint from time to time such agents as it shall deem necessary, each of whom shall hold during the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

**Section 4. Removal.**

Same as removal of a Board member. See Article II – Section 2.

**Section 5. President – Powers and Duties.**

a) To coordinate all DIA activities, which include: maintaining contact with all committee chairpersons. Serving as liaison between committees, General Membership and Board, Metropolitan New York and other DIA's, DIA and disabled community, DIA and general community.

b) To prepare and write agendas for General Membership, Board and DIA National meetings held in New York City.

c) To chair General Membership, Board and DIA National meetings held in New York City.

d) To keep General Membership informed as to important activities of DIA (e.g. column or editorial in the DIA Activist).

**Section 6. First Vice President – Powers and Duties.**

a) To present or delegate presentation of testimonies at hearings.

b) To coordinate all DIA legislative activity, which includes maintaining contact with chairpersons of all DIA legislative committees (e.g. health and human services, transportation, etc.)

c) To oversee communication on pertinent legislative issues.

**Section 7. Second Vice President – Powers and Duties.**

a) To coordinate all DIA public relations activity which includes maintaining contact with chairperson of all DIA public relations committees (e.g. newspaper, radio and T.V., membership, etc.).

b) To oversee communication on pertinent public relations issues.

**Section 8. Treasurer – Powers and Duties.**

a) To receive and disperse all DIA monies.

- b) To maintain necessary records of all monetary transactions.
  - c) To keep a copy of each of the following: the Certificate of Incorporation, federal and state tax exemption certificates, these by-laws and all other important financial documents of the corporation.
  - d) To give a treasurer's report at a General Membership meeting in the Fall and Spring.
- 3) To maintain contact with the chairperson of the fundraising committee.

**Section 9. Recording Secretary – Powers and Duties.**

- a) To take minutes of General Membership, Board and National DIA meetings held in New York City.
- b) To maintain an updated files of such minutes.

**Section 10. Corresponding Secretary – Powers and Duties.**

- a) To read and distribute all mail sent to DIA.
- b) To compose and/or send letters in the name of DIA, when asked.
- c) To maintain an updated file of all DIA correspondence.

**Section 11. Succession for President.**

The order of succession in case the president is incapacitated or is unable to perform his/her duties as president for any reason shall be the order of the officers as listed in this Article: Sections 6-10.

**ARTICLE IV COMMITTEES**

**Section 1. Chairpersons and Reports.**

Chairpersons of committees shall be elected by a majority of committee members. The chairperson or a representative of each committee shall present a verbal report of the committee's activities at each Board and General Membership meeting. If this is impossible, the chairperson or a representative shall submit a written report to the Board and/or General Membership meeting.

**Section 2. Reviews.**

The functioning of each committee shall be reviewed annually by the Board.

**Section 3. Standing and Ad-Hoc Committees.**

There shall be several standing committees which include: Health and Human Services, Access, Legal Liaison, Consciousness Raising, Newspaper, Radio and TV, Membership, Fund-Raising. Ad-hoc committees shall be created, when necessary.

**ARTICLE V CONTRACTS, CHECKS, NOTES, CONTRACTS, Etc.**

**Section 1. Checks, Notes, Contracts, Etc.**

The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the corporation and shall determine who shall be authorized in the corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

**Section 2. Investments.**

The funds of this corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as 2/3 of the Board of Directors in its discretion may deem desirable.

**ARTICLE VI – INDEMNIFICATION**

The corporation may indemnify any person who is or was a director or officer of the corporation in accordance with and to the extent permitted by Article VII of the Not-For-Profit Corporation Law.

**ARTICLE VII - OFFICE AND BOOKS**

**Section 1. Office.**

The office of the corporation shall be \_\_\_\_\_ or at such other place as the Board of Directors may from time to time determine.

**Section 2. Books.**

There shall be kept at the office of the corporation necessary records of all monetary transactions. There shall also be kept at the office of the corporation a copy of each of the following: the Certificate of Incorporation, federal and state tax exemption certificates, these by-laws, all other important financial documents and all minutes of the meetings of the General Membership and of the Board.

**ARTICLE VIII - CORPORATE SEAL AND USE OF DIA NAME**

**Corporate Seal.**

The seal of the corporation shall be circular in form and shall bear the name of the corporation and words and figures showing that it was incorporated in the State of New York and the year of its incorporation.

**ARTICLE IX - FISCAL YEAR**

The fiscal year of the corporation shall be determined and may be changed by resolution of the Board.

**ARTICLE X – SALARIES**

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct and operation of the organization.

**ARTICLE XI – DUES**

The Board of Directors shall set the dues with the understanding that the rights and privileges of membership in the organization shall not be prejudiced by the financial status of the applicant.

**ARTICLE XII AMENDMENTS**

These by-laws may be amended, repealed, or altered by vote of the majority of the members voting by an amendment ballot, either at a meeting, by proxy, or by mail, to a person chosen by the Board. An amendment ballot must be mailed to all DIA members no less than 20 days prior to the meeting that by-laws will be discussed and voted on and include an envelope addressed to a person chosen by the board. For each by-law change, a copy of the original version of the by-law, a copy of the by-law change, and short for and against statements must be included with the amendment ballot where an amendment is contested. The amendment(s) shall be voted on no later than two general membership meetings following the general membership meeting where amendments were discussed.