
**BYLAWS
of the
Utah Parent Center**

**ARTICLE I
NAME**

Section 1.1 NAME: The name of this organization is the Utah Parent Center.

**ARTICLE II
PURPOSE**

Section 2.1 PURPOSE: The Utah Parent Center is organized exclusively for charitable and educational purposes, more specifically to provide education and training to parents of individuals with disabilities and special needs concerning: (1) their rights and responsibilities regarding appropriate educational, vocational, and other developmental programs for individuals with disabilities and special needs; and (2) methods for increasing the functioning of families of people with disabilities.

**ARTICLE III
MEMBERSHIP**

Section 3.1 MEMBERSHIP CATEGORIES: The following categories of persons may have membership by election to the Board of Directors:

- parents of individuals with disabilities,
- representatives of parent support and advocacy groups,
- representatives of agencies and organizations serving people with disabilities and special needs,
- individuals interested in promoting the well-being of families of people with disabilities and special needs, such as legal services agencies, university departments of special education, and state departments of social services, health, and education.

There are no non-elective memberships.

Section 3.2 NUMBER OF MEMBERS: The Board of Directors shall be comprised of not fewer than eight (8) nor more than twenty (20) members.

Section 3.3 PARENT MAJORITY: A simple majority of the Board of Directors must be parents of individuals with disabilities and special needs.

Section 3.4 NOMINATIONS: At least 3 months prior to the annual meeting of the Board, the Executive Committee, or if so appointed by the Executive Committee, a separate Nominating Committee, consisting of no fewer than 3 nor more than 7 members, will accept

recommendations from the Board, advocacy groups, organizations, agencies, individuals with disabilities, and the UPC. That Committee will review and prioritize nominations and present the individual names to the Board for election to the Board.

If, in any given year, total Board membership has fallen to 8 members after vacancies have been filled by the Board, or if Board attendance is routinely below what is needed for a quorum, the Executive Committee shall constitute itself as an interim Nominating Committee, accept and prioritize nominations, and present the nominees to the Board for election prior to the next annual meeting.

The UPC Executive Director may serve as an ex-officio member of the Nominating Committee.

Additional procedures for recruiting, screening, and interviewing nominees may be established by the Board.

Election of any member to the Board of Directors shall be by a majority vote of a quorum of the Board.

Section 3.5 TERMS: Board members shall serve three year terms, with the following additional guidelines:

- A member elected to fill a vacancy occurring prior to the expiration of a predecessor's term is to be appointed for the remainder of the predecessor's term.
- The terms of service of the members initially elected are to be set by the Board of Directors so that expiration of terms will occur on a staggered basis.
- No board member may serve more than two consecutive full terms.
- Vacancies shall be filled according to nomination procedures and policies established by the Board of Directors in conformity with the Bylaws.

Section 3.6 RESIGNATION, TERMINATION: Resignation from the Board must be in writing and received by the chairperson of the Board. A Board member may be removed by a two-thirds vote of the remaining Board members if they determine that the Board member is not committed to or is unable to serve the purposes of the Utah Parent Center.

Section 3.7 EXECUTIVE DIRECTOR: The UPC Executive Director shall be an ex-officio, non-voting member of the Board.

ARTICLE IV POWERS OF THE BOARD OF DIRECTORS

Section 4.1 EXECUTIVE COMMITTEE POWERS: The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation between meetings of the Board.

Section 4.2 HIRING OF EXECUTIVE DIRECTOR: The Board of Directors shall have the power to hire the Executive Director of the Utah Parent Center and to delegate to the Executive Director the administrative duties of those programs encompassed by the Utah Parent Center, including employing and dismissing staff. The Board of Directors shall also have the power to dismiss the Executive Director of the Utah Parent Center and/or to recommend the removal of the Executive Director from the administrative position of projects being administrated under the name of the Utah Parent Center, if the Board of Directors finds the Executive Director to be in conflict with or unable to implement the stated purpose of the Utah Parent Center.

Section 4.3 PAYMENTS AND DISTRIBUTIONS:

The Board of Directors shall have the power to establish general policies governing payment and distributions. All expenditures shall be of the type permitted under the Articles of Incorporation and the Bylaws. Day-to-day implementation of the policies shall be delegated to the Executive Director. The Board of Directors shall receive regular reports of expenditures.

Section 4.4 POLICY AND GOALS: The Board of Directors shall set policy and goals for the implementation of the program(s) of the Utah Parent Center in accordance with the stated purpose of the Center.

**ARTICLE V
OFFICERS**

Section 5.1 OFFICERS AND DUTIES: Officers of the Board shall consist of a chairperson, a chairperson-elect, a secretary and a treasurer, whose duties shall be:

- a. The chairperson shall:
 - be responsible to plan and conduct meetings,
 - prepare agendas,
 - appoint committee chairs, as needed,
 - oversee the functions of other officers and committees,
 - be the spokesperson for the Board in matters dealing with the public and/or the press,
 - give general direction to the work of the Board,
 - conduct the annual performance evaluation for the Executive Director,
 - educate and train the chairperson-elect in skills needed to provide leadership to the Board, and
 - perform such other duties as may be assigned by action of the Board or as may be necessary.
- b. The chairperson-elect shall:
 - serve as vice chairperson,
 - counsel with the chairperson,
 - assist the chairperson in carrying out Board duties,

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- perform the duties of the chairperson in his/her absence or if he/she is otherwise unable to perform his/her duties,
 - serve as chairperson the immediate following year, and
 - serve as parliamentarian.
- c. With assistance from UPC support personnel, the secretary shall:
- keep or cause to be kept attendance records and minutes of Board and committee meetings and shall oversee the mailing of the minutes and the agendas,
 - review records of attendance and consult with members whose attendance and/or participation does not meet requirements,
 - give or cause to be given notice of meetings, and
 - perform other activities as assigned by the Board chairperson or the Board.
- d. The treasurer shall:
- monitor the financial records of the Utah Parent Center and make regular reports to the membership, and
 - not be responsible for operating budgets for specific Board approved programs, but will receive regular financial reports from those programs.

Section 5.2 ELECTION OF OFFICERS: The officers shall be elected by the Board of Directors at each Annual Meeting of the Board or in the case of a vacancy, as soon thereafter as may be convenient.

Section 5.3 TERMS: Officers shall be elected for a term of one year with the exception of chairperson-elect, who shall serve one year as chairperson-elect serve the following year as chairperson. If an officer is elected in mid-year, he/she will be eligible for election to serve one full additional term.

Section 5.4 REMOVAL OF OFFICERS: Any officer, member, or agent elected or appointed by the Board of Directors may be removed by majority vote of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 5.5 VACANCIES: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VI MEETINGS

Section 6.1 OPEN MEETINGS: Meetings of the organization shall be meetings of the Board of Directors and shall be open to all persons who are concerned and involved with the improvement of the quality of life for individuals with disabilities and special needs.

Section 6.2 ANNUAL MEETING: An Annual Meeting of the Board of Directors shall be held each year between August 1 and October 31, at which time the Board of Directors will hold elections of members and officers. All members of the Board shall be notified of the date, time, and place of the Annual Meeting in writing at least ten (10) days prior to the date of the meeting. A quorum for the Annual Meeting shall be a simple majority of the members of the Board of Directors and all members are expected to attend.

Section 6.3 VOTING: Voting members shall be those who are official members of the Board of Directors.

Section 6.4 SCHEDULE OF MEETINGS: The Board of Directors shall meet at least quarterly or as often as determined by the Board of Directors. The Executive Committee shall meet as needed.

Section 6.5 ATTENDANCE: Attendance at Board meetings is expected of all members. Following two (2) consecutive unexcused absences the Board president or his/her designee shall contact the member. Following four (4) non-consecutive unexcused absences per year from duly noticed Board meetings, the Executive Director and President may recommend to the Board of Trustees removing the individual from the Board. The Executive Director and President will make efforts to contact the individual to resolve concerns before removal is recommended and presented to the Board for action.

Section 6.6 QUORUM: A quorum for adoption of motions or actions shall be a simple majority of the members of the Board of Directors.

Section 6.7 ACTION BY WRITTEN CONSENT: Any action required or permitted at a meeting of the Board may be taken without a meeting if each member of the Board votes in writing or by email either to (1) vote in favor of the action; (2) vote against the action, or (3) abstain from voting and thereby waive the right to demand that the action be taken at a meeting. Action by written consent must be confirmed by a majority vote of the members of the Board who were eligible to vote at the time the Board voted in favor of the action.

Section 6.8 PROXY: A Board member may delegate another Board member to represent him or her in case of absence. Delegation must be received in writing.

ARTICLE VII COMMITTEES

Section 7.1 EXECUTIVE COMMITTEE: At the Annual Meeting, the Board of Directors shall elect an Executive Committee, which shall consist of the officers and a member-at-large. The Executive Director of the UPC shall be an ex-officio, non-voting member of the Executive Committee.

Section 7.2 COMMITTEES: Committees of the Board shall be appointed by the Executive Committee as needed.

Section 7.3 ADVISORY COUNCILS: The Board may from time to time appoint Advisory Councils. A member of the Board will also serve on the Advisory Council and act as a liaison between the two groups. The Board may appoint a current member to serve in this capacity or may identify a member of the Advisory Council to be added to the Board of Directors.

ARTICLE VIII MISCELLANEOUS

Section 8.1 ROBERT'S RULES: Robert's Rules of Order shall govern the conduct of business in all cases in which they are applicable and not in conflict with the Articles of Incorporation and the Bylaws.

Section 8.2 FISCAL YEAR: The fiscal year of the Corporation shall be from August 1 to July 31.

Section 8.3 AMENDMENTS TO BYLAWS: These Bylaws may be amended, altered, changed, added to, or repealed by an affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board if notice of the proposed amendment, alteration, change, or repeal is contained in the notice of the meeting.

Section 8.4 COMPLIANCE WITH THE ARTICLES OF INCORPORATION: The Board of Directors shall not be permitted to amend the Bylaws contrary to the provisions of the Articles of Incorporation.

*This document reflects the Bylaws as amended by the Board of Directors:
March 12, 1987, August 25, 1988, November 21, 1991, June 18, 1992, October 29, 1994,
November 4, 1995, October 10, 1996, May 2, 2002, January 27, 2005 (Section 3.4 updated),
February 23, 2006 (Section 7.3 added), November 16, 2007, and October 27, 2011 (minor wording changes for
clarity, ED annual review added to Chairperson's duties, Section 6.8 added).
Article IV Section 6.5 amended regarding absences April 24, 2014
December 3, 2015 Section 3.7 deleted, Section 3.8 renumbered.*