



## **National Participant Network (NPN)**

### **BYLAWS**

#### **I. NAME**

The organization referred to in these Bylaws shall be known as the National Participant Network, also referred to as the NPN, a non-profit corporation incorporated in the District of Columbia, USA. The principal office of the Corporation is located in the District of Columbia, or elsewhere as determined by the Board of Directors

#### **II. AUTHORITY**

We will be authorized by the Internal Revenue Service as a 501© 3 non-profit corporation. Any conflict with the constitution or laws of the District of Columbia or the United States of America is not intended and the State and Federal laws shall prevail. Applicable tax exemption requirements, including the requirements that the Corporation not be organized for profit and that no part of its net earnings inure to the benefit of any private individual, will be followed.

#### **III. MISSION**

Our mission is to strengthen the local, state and national participant voice for participant direction and provide input for the refinement of state and regional programs for participant-directed services. Our mission is to continuously work to improve the quality of life for all participants and to provide assistance to participants to exercise self-direction, be independent, productive and integrated in all facets of community life.

Some of the activities used to advance our mission are

- Providing opportunities for dialogue, education, advancement, and improvement of all aspects of the participant-direction field through meetings, webinars, communications, electronic and handheld publications, and other programs and activities.

- Articulating and advocating the needs and interests of those served by and potentially served by participant-directed programs before legislative, administrative, and judicial branches of local, state, and national governments
- Cooperating on behalf of our members with other corporations, organizations, and individuals in matters involving the business and affairs of participant direction, and
- Promulgating policies and conducting activities for the betterment of all those individuals and groups involved in some aspect of participant-directed services.

#### **IV. DUTIES**

The duties of the NPN are divided according to the NPN roles in the organization.

##### **State Delegates:**

- Elect the Board of Directors from the pool of State Delegates
- Are responsible for speaking on behalf of the disability community in their own state
- Are active in their own communities, and in disability groups in their state and give input to the NPN on those activities
- Must take own responsibility to stay an active member in good standing of the NPN
- Will hold the position for the maximum of 5 years
- Cannot concurrently serve as a State Delegate and a member of the Board of Directors
- Must attend all meetings, and not miss more than 2 consecutive meetings
- Will serve on a minimum of one NPN committee and have the option of attending additional ad hoc meetings or workgroups
- Will report back to their constituency on the activities of the NPN
- Are active in other disability groups in their state in order to more accurately report back to the NPN the participant viewpoint represented in that state
- Can be ambassadors for participant direction in their own state and beyond
- Can be an informational liaison between General Members in their own state and the NPN activities
- Are responsible for voting on strategic and operational plans of the organization
- Are supportive and positive public ambassadors of projects being developed and actions made by the NPN

### **General Members**

- Bring issues of concern or successes to State Delegates

### **Board of Directors:**

- The governing body of the Corporation is the Board of Directors, which has authority and is responsible for the governance of the Corporation.
- Represents the diversity of all State Delegates (*specify later*)
- Is responsible for attending all meetings
- Is responsible for electing own chairperson using a simple majority
- Oversees the organization to ensure that everything is on track
- Is responsible for the vision and mission
- Is responsible for regular oversight of projects
- Is responsible for regular oversight for day to day operational decisions
- Governs on behalf of State Delegates and General Members
- Determines organizational policy
- Ensures the participant viewpoint is at the forefront at all times
- Works with the Advisory Board to seek candidates for the Executive Director position, and after consulting with the Advisory Board, makes the decision about who will be hired for Executive Director.
- Is paid a stipend based on the number of meetings attended
- Is responsible for developing strategic and operational plans

### **The Board of Directors Chairperson**

- Is responsible for facilitating meetings, having regular interaction with staff, regular interaction with Advisory Board and ensuring that meeting minutes and actions are recorded
- Is responsible for establishing the quorum of members, and delaying voting or moving to the alternative voting mechanism if quorum is not met

Note: The responsibilities of the Board of Directors and Advisory Board do not overlap, except for the collaboration involved with the Advisory Board to seek Executive Director candidates.

### **Advisory Board**

#### **Each Board member**

- Is responsible for providing the NPN with feedback on operational goals
- Is responsible for attending all Advisory Board meetings
- Is responsible for informing the NPN of opportunities (a bird's eye view of issues) which might affect the direction of the NPN
- Offers recommendations to the Board of Directors, but they are not binding

- Collaborates with the Board of Directors to seek candidates for the Executive Director position
- Is a service volunteer, without pay

Note: The responsibilities of the Advisory Board and the Board of Directors do not overlap, except for the collaboration involved with the Board of Directors to seek Executive Director candidates.

## **V. MEMBERSHIP**

**STATE DELEGATES.** State Delegates are voting members of the organization, with each member allowed one vote. Each state can have a maximum of 3 State Delegates. Terms of membership for State Delegates (“delegates”):

**Length of term.** A delegate in good standing may hold the position for 5 years before being replaced by another qualified applicant in that state. If, during the 5 year term, the delegate is elected to the Board of Directors, he/she gives up the position of delegate, to allow someone else from that state to become a delegate and active in NPN. Board of Director terms are not affected by limitations of delegate terms.

**Process to Become State Delegate.** An individual submits the delegate membership application form and the Membership Committee reviews it at their next meeting. The Membership Committee determines the openings available for that state and makes a decision about the application based on availability of openings in that state and a variety of other criteria.

**Good Standing.** The NPN values the input of its delegates, and recognizes the need for regular participation in meetings. To be a member in good standing, a delegate must annually attend at least three of the quarterly meetings and regularly contribute to each committee meeting for which they are a part. Also, for any missed quarterly meetings, the delegate is expected to listen to the posted audio archive or read meeting notes prior to the next quarterly meeting and respond to key subjects/issues generated at the missed meeting. Delegate participation is vital to the successful functioning of the NPN. Committee chairs are responsible for contacting the Membership Committee if a delegate has not been contributing.

**Process to Re-establish Good Standing.** After a delegate’s attendance and participation has dropped off, an email (or letter for those without access to email) automatically goes out to the delegate within two business days after the member’s inactivity has been brought to the attention of the appropriate staff person, stating that he/she has had inadequate attendance, and in order to remain a member in good standing, he/she needs to submit a “Recommitment Statement”. This states his/her desire to remain an active participant and a delegate in good standing of the National Participant Network. This email (or letter) to the delegate also asks him/her to review the posted meeting audio of the missed meeting or read meeting notes to

the missed meeting and respond to the issues in the presentation in order to indicate a grasp of the information and also to give input as to the issues at hand in the missed meetings. If the missed delegate submits a Recommitment Statement and also submits the responses to the archived meeting, he/she remains a member in good standing. This action must be taken within three weeks of the missed quarterly meeting, in order to provide timely feedback and input to the issues. *Note: in order for this system to function, the appropriate NPN designee will need to post the archived presentation promptly after the meeting.*

**Opting Out of State Delegate Membership.** If the delegate chooses not to do the activities needed to remain a member in good standing after the missed quarterly meeting and participation in committee meetings, it means that he/she has chosen to opt out of the NPN. He/she then automatically steps down as delegate, opening the position to someone else who is able to be active in the NPN group.

**Reapplication for State Delegate Membership.** An individual who steps down from being a state delegate may reapply after 3 months from the missed quarterly meeting date. This amount of time may allow the former delegate to have a change in personal circumstances, and make it possible to once again be considered for active membership as a delegate. If there is a waiting list of interested people for that state's delegate position, the stepped-down delegate will go in order to the end of the applicant waiting list in that state.

**Responsibility as State Delegate.** Each delegate must take his/her own responsibility for staying an active member in good standing. There shall be no NPN mechanism such as the Membership Committee "considers extenuating circumstances", because that becomes a policing policy which could be politically alienating and cause strife between delegates and Membership Committee members. It would also produce unneeded work and time for the Membership Committee.

**GENERAL MEMBERS.** The NPN may have unlimited numbers of general members and they may have countries of origin anywhere in the world. To become a general member, an individual needs to submit a general membership form, needs to support the philosophy of the NPN and commits to sign up with social media in order to receive communications from the NPN. There is no term limit for general members.

## **VI. BOARD OF DIRECTORS ELECTION PROCESS**

**Timing.** Elections are held annually, in the late summer/early fall, at least three weeks prior to the NPN autumn quarterly meeting.

**Who Can Run.** Of the Board of Directors positions ("directors"), *a majority* must be held by people who utilize participant directed services. When a position opens, it will be identified by the NPN Coordinator as to which of the following may run for it:

- An NPN state delegate who utilizes participant directed services or

- An NPN state delegate who either utilizes participant directed services or is a family member or caregiver of someone who utilizes participant directed services.

Available positions will be announced no later than 60 days prior to election by the NPN coordinator via email, with alternative methods used for those without access to email. Concurrent with a request for candidates, the NPN will provide information for potential candidates about responsibilities, expectations and benefits of a director's position.

**Declare Intention.** Candidates must declare their intention to seek a director's position at least 45 days prior to the election. Candidates may be self-nominated, or nominated by another delegate. Intention to run must be provided to the NPN Coordinator in written form, either via email or US Postal Service.

**Submit a Platform.** All candidates are requested to communicate with all NPN state delegates and staff uniformly, as described below. Private, one-on-one campaigning is discouraged. Candidates are asked to prepare a campaign document commonly referred to as a "platform" to send to each NPN state delegate and staff, facilitated by the NPN coordinator. This platform will be submitted on the provided form to allow for easy comparisons between candidates and will be limited to no more than 1000 words and may be fewer.

In order to be considered for candidacy, individuals need to address the following:

- Whether they receive services through a participant directed program

*Also:*

- Their experience with participant direction
- Previous experience with the NPN
- Previous experience in a leadership role
- Previous experience with advisory bodies/governance
- Previous experience with state participant-direction networks
- Personal strengths that would benefit NPN
- Their specific time availability for NPN activities
- Their vision for the NPN

Any additional information the candidate wishes to share within the space allocation is welcome. Any candidate who does not address the bulleted items will have their platforms withheld from distribution until they are able to address those items. The NPN coordinator can assist candidates to see what is missing on their platforms and answer any questions about the nomination process. Disadvantages related to late dissemination of a platform due to incomplete or incorrect fulfillment will be borne solely by the candidate. Note that you may submit fewer than 1000 words if you prefer. Accommodations can be made for those who require assistance.

**Question and Answer Period.** After completed platforms are disseminated via the NPN Coordinator to all state delegates, there will be a question and answer period between NPN

state delegates, NPN staff and all candidates for two weeks. All questions and answers must be shared between all candidates and all state delegates and NPN staff, through the NPN coordinator.

**Teleconference.** Approximately one week prior to the election, the NPN will host a teleconference or webinar for all state delegates and candidates to make any final comments or address any final issues. After this teleconference/webinar, campaigning ends to give time for those NPN state delegates who rely on US Mail to receive all information prior to the election.

**Voting.** Voters are those active NPN state delegates in good standing, as defined in member documents. Voting will be held electronically, except where delegates do not have access to e-communication (and in that case mail-in voting will be used.) Each delegate may cast a vote for each of the open positions. The successful candidate(s) must receive 51% of the votes cast. Voters have the option to decline a candidate running for office. Votes are tallied by the NPN coordinator.

In the event of a tie, the current Board of Directors will hold a tie-breaking vote. Newly elected candidates are not considered part of the Board of Directors for the purpose of this vote. Results of the election will be shared no later than 2 business days after final elections, by a simple announcement via email of who has been elected. (For those without access to email, notice will be provided via phone.) No one will have access to the exact number of votes for each candidate unless a grievance is filed. Such grievances must be filed no later than 30 days after a completed election. All voting will be kept confidential, and kept on file by the NPN Coordinator for a period of no less than four years.

**Transition Period.** There is to be an overlap of outgoing/incoming directors, for the purpose of smooth transitioning, for a period of three months after the election. Outgoing/incoming directors will be paired for this purpose, and all will participate in all meetings/events for that time frame. Individuals who are elected are required to participate in an orientation and training with existing leadership and NPN staff.

**Terms.** Terms are for three years, with the exception of the first election, while the NPN is setting up appropriate rotation of director positions. Terms are to be staggered to ensure continuity of senior leadership. No one may serve two consecutive three-year terms.

## **VII: DIRECTOR REPLACEMENT PROCESS:**

In the event that an individual is not able or does not wish to follow the duties required of a Director, the following process will be started to replace that individual:

**1. Verbal Communication/Support Efforts.** The Executive Director will have verbal communication with the Director, to try to come up with possible solutions and put support in

place to help the individual fulfill his/her responsibilities. All communication must be presented in a style most appropriate to the individual's abilities. Accommodations must be made to fully assist in reducing or removing the difficulty that the Director seems to be experiencing, providing that the accommodations are reasonable for an organization that is already juggling multiple accommodations at all times, due to its very nature. Also the accommodations can't place undue burden on the rest of the membership.

**2. Written Communication.** If impedance of the NPN continues due to that Director being unable to carry out duties, next there will be written communication from the Executive Director to the Director.

**3. Decision Regarding Replacement.** In the case of no improvement after written communication, the remaining Board of Directors and the Executive Director must make the decision as to whether the Director must be replaced. Note that a Director could choose to step down due to illness or other personal reasons. But when the individual is not doing the job, then the decision must be made regarding replacement.

**4. Interim Election.** Next is to find someone to replace the Director in that position. The NPN will hold an interim election for the replacement.

**5. Future NPN Involvement by Replaced Director.** Any Director that has been removed from that position will continue to have the opportunity to be a State Delegate, a General Member and to sit on any committees available.

**6. Personal Privacy.** In the interest of personal privacy for the Core Leader being replaced, State Delegates and general Members must accept Board of Directors' decision, without details.

**7. Challenge to Replacement.** If the Director being replaced wishes to challenge the replacement, he/she will understand that all reasons and details of the difficulties and the reason he/she is being asked to step down will become public to the State Delegates.

**8. Prerogative of Replaced Director.** It is the prerogative of the replaced Director to run again for the Board of Directors in the future.

**9. State Delegate Concern.** If a State Delegate has experienced reasons that he/she feels that there is concern about a Director the Delegate he/she may issue written communication to the Executive Director about the concern.

**10. Time Frame.**

a. Any formal comment made in writing by a Director to the Chairman of the Board, the Chair has the responsibility to bring the comment within 7 days to the Director in question, whether the comment may be considered by some to be frivolous or not.



b. If there are three or more written comments made to the Chair about the same Director, then the Chair must bring it to the entire Board. It will be brought to the Board at the next Board meeting. The Board will vote on any action needed at that board meeting. The Board may decide whether additional verbal action by the Chairman (or other person making the verbal contact) is needed, or go directly to written communication.

c. The time frame begins when the Chair brings it to the entire Board, but the Board is instructed to waive the significance of the complaint when it is regarding a new Director who is in a grace period of 90 days. The Board is also instructed that for a grace period to be considered, a new Director must be consistently attending the orientation meetings and also actively working to learn the process and be productive in the position.

### **VIII: COMMITTEES**

The Membership Committee: is responsible for increasing and managing membership, nominating members for the Board of Directors, interaction with the NPN staff responsible for member recruitment, monitoring member status and communicating that status with members, and performing typical public relations functions. Any member in good standing may serve on the Membership Committee at will, and the committee will elect a chairperson and spokesperson annually from among their committee members.

The Governance Committee: is responsible for generating draft policies and procedures that relate to the functioning of the organization and how staff and members present the mission and values of the NPN outside the organization. Any member in good standing may serve on the Governance Committee at will, and the committee will elect a chairperson and a spokesperson annually from among their committee members.

The Advancement Committee: supports individual members to maximize their contributions to the mission of the NPN. Examples of such supports might be mentorship programs or education modules. Any member in good standing may serve on the Advancement Committee at will, and the committee will elect a chairperson and a spokesperson annually from among their committee members.

The Action Committee: determines the proposed priorities for projects based on consistency with the mission of the NPN. These activities have been proposed by the state delegates as issues of priority. The committee establishes feasibility and identifies key goals of the projects for staff to implement. The Action Committee members work with NPN staff to ensure that contracts and activities meet the goals of contractors without compromising the mission of the NPN.

Ad Hoc Committees are created as appropriate by the Board of Directors. Committees made up exclusively of the Board of Directors shall be committees of the Board and may be delegated with Board authority. All other committees shall be advisory committees.

#### IX: By-laws Rules

The Board of Directors may establish rules that are consistent with these By-laws for the policies, procedures, and programs of the Corporation.

Amendments to these By-laws may be made by the Board of Directors and State Delegates after a vote where the majority of State Delegates participate and where the amendments carry by a two-thirds vote.

The Governance Committee will review and propose potential amendments to the By-laws at a minimum of every two years.

#### X: FINANCIAL STRUCTURE

The Executive Director is responsible for contracting with separate auditing and bookkeeping services for the purpose of payroll and operating expenses. The bookkeeping firm has the primary responsibility for signing checks, with the Executive Director responsible for a second signature on checks over \$1000.00, exempting Executive Director salary check. Expenditures over \$1000 must have prior approval of the Board of Directors during their examination and approval process of the staff proposed annual budget, with ad hoc approval of unexpected expenses to occur as needed during regular Board of Directors meetings. This includes but is not limited to significant changes to existing expenses. The Board of Directors is also responsible for review and acceptance of annual audit findings and appropriate actions dependent on those findings.