

**BYLAWS**  
**of**  
**DISABILITY RIGHTS ADVOCACY FUND, INC.**  
**February 28, 2011**

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DISABILITY RIGHTS ADVOCACY FUND, INC.

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**ARTICLE 1**

**General Provisions**

**Section 1.1 Name.** The name of this corporation is Disability Rights Advocacy Fund, Inc., and shall herein be referred to as "the corporation."

**Section 1.2 Offices.** The principal business office of the corporation shall be determined by the board of directors. The corporation may also have offices at such other places as the corporation may require.

**Section 1.3 Fiscal Year.** The fiscal year of the corporation shall begin on January 1 and end on the following December 31 of each year.

**Section 1.4 Non-Discrimination.** The corporation affirms its policy and commitment to nondiscrimination on the basis of disability, race, nationality, religion, ethnicity, gender, gender expression, or sexual orientation.

**ARTICLE 2**

**Statement of Purposes**

The corporation is organized for charitable, educational, and social welfare purposes including, but not limited to, advocating for the human rights of persons with disabilities worldwide, providing grants and assistance to disabled persons' organizations engaged in advocacy, and supporting, enhancing and facilitating the mission and objectives of Disability Rights Fund, Inc., the Sole Member of the corporation. The corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Chapter 180 of the General Laws of Massachusetts and which are not inconsistent with the corporation's qualification as an organization described in Section 501(c) of the Internal Revenue Code or corresponding section of any future tax code.

**ARTICLE 3**

**Sole Member**

**Section 3.1 Sole Member.** Disability Rights Fund, Inc., a nonprofit corporation organized under the laws of Massachusetts, acting through its board of directors, shall be the Sole Member of the corporation.

**Section 3.2 Powers and Rights.** The Sole Member shall have the right to elect directors as provided in Articles 4.1, 4.2 and 4.3 of these bylaws, the right to amend these bylaws as provided in Article 13 below, such other powers and rights as are vested in the Sole Member by law, by the Articles of Organization, and by these bylaws, and such other powers and rights as the board of directors of the corporation may designate.

## ARTICLE 4

### Board of Directors

**Section 4.1 Authority.** The business and affairs of the corporation shall be controlled and governed by the board of directors of the corporation, which shall have the right to exercise all powers of the corporation that are not expressly reserved to the Sole Member by law, the Articles of Organization or these bylaws.

**Section 4.2 Composition.** The board of directors of the Sole Member, Disability Rights Fund, Inc., shall serve as the board of directors of this corporation, Disability Rights Advocacy Fund, Inc.

**Section 4.3 Terms of Office.** The length and number of terms to be served by directors shall be the same as those of the Sole Member, Disability Rights Fund, Inc.

**Section 4.4 Meetings.** The board of directors shall hold annual meetings each year and may select the time and place for annual and other meetings of the board. Other meetings of the board of directors may be called by a co-chair or by a majority of the directors then in office by delivering notice in writing, of the date, time, place, and purpose of such meeting, to all directors at least three (3) days in advance of such meeting.

**Section 4.5 Quorum and Voting.** A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. At any meeting of the board of directors at which a quorum is present, a majority of those directors present shall decide any matter, unless a different vote is specified by law, the Articles of Organization, or these Bylaws.

**Section 4.6 Meetings by Remote Communication.** One or more directors may attend any annual, regular, special, or committee meeting of the board through telephonic, electronic, or other means of communication by which all directors have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

**Section 4.7 Action Without a Meeting.** Any action required or permitted to be taken at any board meeting may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the directors with respect to such subject matter. Such consent, which may be signed in counterparts, shall have the same force and effect as a vote of the board of directors.

**Section 4.8 Waiver of Notice for Meetings.** Whenever any notice of a meeting is required to be given to any director under the Articles of Organization, these bylaws, or the laws of Massachusetts, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

**Section 4.9 Committees.** The board of directors shall establish a Grantmaking Committee and may create such other standing and special committees as it determines to be in the best interest of the corporation. The board of directors shall determine the duties, powers, and composition of such committees, except that the board shall not delegate to such committees those powers which by law may not be delegated. Committees may include individuals who do not serve on the board of directors, however such individuals shall have no formal voting rights or authority on the board of directors or as to the corporation. Each committee shall submit to the board of directors at such meetings as the board may designate, a report of the actions and recommendations of such committees for consideration and approval by the board of directors. Any committee may be terminated at any time by the board of directors.

**Section 4.10 Compensation.** Directors as such shall not receive any salaries for their services on the board, but directors shall not be precluded from serving the corporation in any other capacity and receiving reasonable compensation.

**Section 4.11 Resignation.** Any director may resign by delivering a written resignation to the corporation at its principal office or to a co-chair or the clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

**Section 4.12 Removal.** Any director may be removed, with or without assignment of cause, by a vote of a two-thirds majority of the entire board of directors at any meeting of the board of directors. No member of the board shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the director whose removal is sought. Notwithstanding the notice provision of Section 4.4 above, written notice shall be delivered by certified mail to all directors at least fourteen (14) days in advance of a meeting at which removal is sought.

**Section 4.13 Vacancies.** Any vacancy occurring in the board of directors shall be filled by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

## ARTICLE 5

### Officers

**Section 5.1 Officers.** The officers of the corporation shall be two co-chairs, a treasurer, and a clerk of the board of directors, such other officers as may be elected in accordance with the provisions of this Article, and the executive director of the corporation who shall serve on the board of directors *ex officio* with voting privileges. The responsibilities and duties of officers will be discussed by the board of directors annually and will be modified as necessary to reflect the needs of the corporation.

**Section 5.2 Election.** The officers of the corporation shall be elected annually by the board of directors at the annual meeting. Each officer shall hold office until a successor shall have been elected and qualified.

**Section 5.3 Vacancies.** A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the board of directors for the unexpired portion of the term.

**Section 5.4 Removal.** Any officer may be removed, with or without assignment of cause, by a vote of a two-thirds majority of the entire board of directors at any meeting of the board of directors. No officer shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the officer whose removal is sought. Notwithstanding the notice provision of Section 4.4 above, written notice shall be delivered by certified mail to all directors at least fourteen (14) days in advance of a meeting at which removal is sought.

**Section 5.5 Co-Chairs.** There shall be co-chairs of the board of directors, one of whom will preside at all meetings of the board of directors. At all times, at least one of the co-chairs shall be a person with disabilities. Co-chairs, or another proper officer or agent of the corporation authorized by the board of directors, may sign any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed. Co-chairs shall perform all duties incident to the office of chair and such other duties as may be prescribed by the board of directors from time to time.

**Section 5.6 Treasurer.** The treasurer, or other proper officer or agent of the corporation authorized by the board of directors, shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors; and in general perform all of the duties incident to the office of treasurer and such others as may from time to time be assigned by the board of directors.

**Section 5.7 Clerk.** The clerk shall keep the minutes of the meetings of the board of directors in one or more books provided for that purpose; ensure that all notices are given in accordance with the provisions of these bylaws; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the board of directors.

**Section 5.8 Executive Director.** The Executive Director shall be the chief executive officer of the corporation. The Executive Director shall direct the affairs and manage the daily activities of the corporation, shall work in conjunction with the board of directors to guide the overall mission and direction of the corporation, and shall perform such duties as may from time to time be assigned by the board of directors. The Executive Director of the corporation shall be selected by the board of directors, which shall be responsible for reviewing the performance of the Executive Director. The Executive Director shall serve on the board of directors *ex officio* with voting privileges.

## ARTICLE 6

### Corporate Transactions

**Section 6.1 Contracts.** The board of directors may authorize any officer or officers, agent or agents of the corporation in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined by specific instances.

**Section 6.2 Indebtedness.** All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by a co-chair or the treasurer, or such other officer or agent of the corporation as from time to time may be determined by the board of directors. In the absence of such determination of the board, such instruments shall be signed by a co-chair or the treasurer of the corporation.

**Section 6.3 Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, brokerages, or other depositories as the board of directors shall select.

**Section 6.4 Contributions.** The board of directors or any authorized officer or agent may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

## **ARTICLE 7**

### **Books and Records**

The corporation shall keep at the principal office of the corporation correct and complete books and records of account; minutes of the proceedings of board of directors; and a register of the names and addresses of the directors of the corporation. All books, and records of the corporation may be inspected by any director, or agent or attorney thereof, for any proper purpose at any reasonable time.

## **ARTICLE 8**

### **Restrictions on Activities**

Notwithstanding any other provisions of these bylaws, no director, officer, employee, agent, or any other representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken by an organization exempt under section 501(c) of the Internal Revenue Code, as it now exists or may hereafter be amended, or any corresponding section of any future tax code.

## **ARTICLE 9**

### **Dissolution**

In the event of dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation to the extent assets of the corporation permit, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the board of directors shall determine, in such manner as required by section 501(c) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the statutes of the Commonwealth of Massachusetts.

## **ARTICLE 10**

### **Conflicts of Interest**

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

## **ARTICLE 11**

### **Personal Liability**

No officer or director of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

## **ARTICLE 12**

### **Indemnification**

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

### **ARTICLE 13**

#### **Amendments to Bylaws**

These bylaws may be amended or repealed by a majority vote of the entire board of directors of the Sole Member, Disability Rights Fund, Inc.

(End of Bylaws)