

IMAGINE POSSIBILITIES, INC.
AMENDED AND RESTATED BYLAWS
as adopted June 21, 2016

MISSION STATEMENT, VISION STATEMENT, NAME

Mission Statement: We imagine possibilities every day.

Vision Statement: Imagine Possibilities, Inc. provides progressive daytime services for individuals with intellectual and developmental disabilities through care, creativity, and community. Imagine Possibilities, Inc. advocates for the best quality of life for every person as an individual, acknowledging that all people have a lifetime of limitless potential.

Name: Imagine Possibilities, Inc. has registered the business name “Imagine Possibilities Center” and will operate under that name for day-to-day public interactions.

Hereinafter, Imagine Possibilities, Inc. may be referred to as the “Association.”

ARTICLE I
MEMBERSHIP

The Association has no members.

ARTICLE II
FISCAL YEAR

The fiscal year shall begin July 1 and end June 30.

ARTICLE III
BOARD OF DIRECTORS

SECTION 1:

(a) The Board of Directors shall consist of no fewer than 4 nor more than 14 directors. Parents, siblings, legal guardians, and other family members of individuals with intellectual and/or developmental disabilities are encouraged to become Board members.

(b) Directors shall serve for a term of two (2) years beginning upon their election at the annual meeting of the Board. Terms will be divided with the goal that half the number of directors will be elected each year.

(c) A director may resign at any time by delivering written notice to the Board of Directors, its presiding officer or to the President or Secretary.

(d) New directors may be added to the Board at any time by a majority vote of the current

members of the Board. The term of a new director added under this provision ends at the end of the fiscal year in which the director is added.

SECTION 2:

(a) The Board shall meet at least once during each quarter of the fiscal year.

(b) The last Board meeting of the fiscal year shall be held in June and shall be designated as the annual meeting. At that meeting, the budget for the next fiscal year shall be adopted, and Directors and Officers shall be elected. Directors and officers elected at that meeting shall take office on the first day of the next fiscal year.

(c) The date, time, and place of Board meetings shall be set by the President. Notice of date, time, and place of Board meetings shall be sent to all Board members at least two weeks prior to the date set for the meeting. Any reasonable method of giving notice may be used, including (but not limited to) text messages, email, US Mail, and telephone calls. A meeting may be postponed if it is determined that a quorum will not be in attendance at the established date and time. The date, time, and place of the postponed meeting shall be set by the President. Notice of the postponed meeting shall be given by any reasonable method and shall not be subject to the two week limit.

SECTION 3:

Special meetings of the Board may be called with 24 hours notice by the President. The Secretary may call special meetings of the Board upon the written request of three (3) Board members. The notice for a special meeting shall be sent by any reasonable method and shall specify the matters to be acted upon at that meeting. Only actions connected with the specified matters may be taken at that meeting.

SECTION 4:

A quorum shall consist of fifty-one percent of the members of the Board prior to the start of the meeting. Each director shall have one vote and there shall be no cumulative voting.

SECTION 5:

The general public may attend Board meetings. The presiding officer shall determine the extent to which people who are not directors of the Association may participate in the meeting. The presiding officer shall have the power to designate all or part of the meeting as an executive session.

SECTION 6:

The Board of Directors shall be responsible for the conduct of the business of the Association and shall be empowered to employ and prescribe the duties of professional personnel as required

to administer the affairs of the Association. The Board of Directors shall exercise all powers inherent in the Association. All actions taken by the Board must be passed by a majority of a quorum.

ARTICLE IV OFFICERS

SECTION 1:

The officers of the Association shall include President, Vice-President, Secretary, and Treasurer. Officers shall serve for a term of one year. An Officer is a Director of the Association, but need not be a director prior to being elected to an office.

SECTION 2:

If the office of the presidency becomes vacant, the Vice-President shall succeed to the presidency. All vacancies in the other elective positions shall be filled by persons elected by the Board of Directors to serve until the next annual meeting of the Board.

ARTICLE V DUTIES OF OFFICERS

SECTION 1:

The President of the Board shall preside at meetings of the Board of Directors and shall perform the duties usually associated with the office of President. With the advice of the Board, the President shall appoint the chairperson and members of all standing and special committees and supervise their work by being an ex-officio member of each committee.

SECTION 2:

The Vice-President shall succeed to the presidency in case of vacancy in that office and shall perform the duties of the President in the President's absence or disability. The Vice-President shall undertake such other responsibilities as the President may assign.

SECTION 3:

The Secretary shall be responsible for recording the proceedings of all meetings of the Board of Directors. The Secretary shall be responsible for all correspondence of the Association and for notifying the members of the Board of Directors of all meetings.

SECTION 4:

The Treasurer is responsible for monitoring financial policies, and shall present a written financial report at each regular meeting of the Board of Directors.

ARTICLE VI
NOMINATIONS AND ELECTIONS

SECTION 1:

All Board members shall serve as part of the nominating committee, soliciting candidates to help serve the Association and its mission/values.

SECTION 2:

The Nominating Committee shall report a slate of candidates for officers and directors to the Board at least one month prior to the annual meeting of the Board of Directors.

SECTION 3:

Nominations shall be permitted from the floor by members of the Board of Directors.

ARTICLE VII
COMMITTEES

SECTION 1:

There shall be **EXECUTIVE**, **FINANCE**, and **FUND RAISING** standing committees of the Board. The Board may also create additional standing committees as it deems appropriate. Standing committee chair persons shall deliver regular reports to the Board.

SECTION 2:

The President may create other committees by appointment as (s)he deems appropriate.

SECTION 3:

Terms and duties of standing committee members shall be as specified below. Members of other committees shall serve at the pleasure of the President.

ARTICLE VIII
STANDING COMMITTEES

SECTION 1:

(a) The Executive Committee is comprised of the officers of the Association as well as the immediate past president of the Board – if the immediate past president is a member of the Board.

(b) The Executive Committee shall meet each month when there is not a Board meeting and shall have the power to make on-going decisions between Board meetings. There are no limits to the number or frequency of Executive Committee meetings. A quorum of the Executive Committee shall consist of fifty-one percent of its members.

(c) All board members are encouraged to attend Executive Committee meetings, but only Executive Committee members shall have a vote. The general public may attend Executive Committee meetings. However, the presiding officer shall have full authority to limit attendance and participation by non-committee members as (s)he deems appropriate.

(d) Notice of date, time, and place of Executive Committee meetings shall be sent to all Executive Committee members at least 24 hours prior to the time set for the meeting. Any reasonable method of giving notice may be used.

(e) One of the functions of the Executive Committee shall be to act as a personnel committee concerning any grievances involving the Executive Director. All actions taken by the Executive Committee are subject to the authority of the Board of Directors which may adopt, reject, or let stand any action taken. Specifically, but without limitation, election of directors is a function of the Board of Directors.

SECTION 2:

The Finance Committee is comprised of the Treasurer, Bookkeeper, and Executive Director. It is responsible for developing and proposing a budget. Approval of the annual budget is the responsibility of the entire Board of Directors.

SECTION 3:

The Fund Raising Committee shall plan and conduct, or provide for, fund raising projects or other means of financial support for the Association. All Board members participate in fund raising projects.

ARTICLE IX EXECUTIVE DIRECTOR

SECTION 1:

The Board may employ an Executive Director, establish the duties of the position and fix the salary. The Executive Director shall serve under the direction of the Board by suitable contractual agreement and shall function within the policies established by the Association and the Board.

SECTION 2:

The Executive Director shall be the administrative head of the Association, serving at all times

under the direction of the Board through the President. The Executive Director shall be responsible for implementing and executing policies, programs, and activities approved by the Board; assist in developing goals and objectives and recommend policies, activities, and programs for the consideration of the Board and Association committees. The Executive Director shall have the authority to employ, terminate and fix duties and salaries of the other employees of the Association, subject to standards, rules and regulations and limitations adopted by the Board.

SECTION 3:

The Executive Director is authorized to speak for the Association, but not beyond such limits as may be established by the Board.

SECTION 4:

The Executive Director is authorized to sign contractual agreements relating to the day to day operations of the Association. Any monetary expenditures above \$15,000 shall require Board approval.

ARTICLE X
ADVISORY BOARD

The Board may appoint an advisory board consisting of a person or persons who serve in an advisory capacity only with such composition and authority as the Board by resolution may determine.

ARTICLE XI
PARLIAMENTARY AUTHORITY

Robert's Rules of Order-Newly Revised shall govern the conduct of business in all cases in which they are applicable and not in conflict with the Association's amended and restated articles of incorporation (the "Articles") and Bylaws of the Association.

ARTICLE XII
AMENDMENTS

The authority to make, alter, amend, or repeal these Bylaws is vested exclusively in the Board of Directors and may be exercised upon approval of a majority of the directors present at any duly held regular or special meeting of the Board of Directors at which a quorum is present.