

**IMAGINE POSSIBILITIES, INC.**  
**AMENDED AND RESTATED BYLAWS**

\_\_\_\_\_, 2012

MISSION STATEMENT; VISION STATEMENT

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.

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:

The Board of Directors shall consist of the elected officers (President, Vice-President, Secretary and Treasurer), and the Immediate Past President and no fewer than 7 nor more than 14 directors. Parents, siblings or legal guardians of an individual with intellectual disabilities and/or other developmental disabilities and their families are encouraged to become Board members.

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.

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:

The general public may attend a Board meeting. The presiding officer shall determine before the start of the meeting the participation of such persons in any discussions and may hold all or part of the meeting in executive session.

SECTION 3:

The Board shall hold an annual meeting and regular meetings at least 8 times per year. Regular Board meeting dates shall be set by the sitting President. Reminder emails are to be sent one (1) day prior to the meeting. These dates may be changed if it is determined that a quorum is not possible on the established date and an alternate date is chosen. If a Board member does not have access to email, then phone notification contact must be made by either the Board President or the Executive Director.

SECTION 4:

Special meetings of the Board may be called with 24 hours notice by the President, or by the Secretary upon the written request of three (3) Board members. Only that business stated in the call for a special meeting may be discussed or acted upon.

SECTION 5:

A quorum shall consist of fifty-one percent of the members of the Board prior to the start of the meeting.

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

TERMS OF OFFICE

SECTION 1:

The officers of the Association shall serve for a term of one year beginning upon their election at the annual meeting of the Board of Directors.

SECTION 2:

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.

SECTION 3:

Absence from three (3) meetings within the fiscal year without good cause or prior notification of the Board President and/or Executive Director can be cause for dismissal of an officer or director.

SECTION 4:

Officers may be elected for four (4) consecutive terms and directors may be elected for three (3) consecutive terms.

SECTION 5:

In the event of a vacancy in the office of the presidency, the Vice-President shall succeed to the presidency upon a majority vote of the Board. 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 all 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, upon a majority vote of the Board, 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 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.

SECTION 4:

Officers and directors shall be elected at the annual meeting of the Board and shall take office on the first day of the fiscal year of the Association following their election.

ARTICLE VII  
STANDING COMMITTEES

SECTION 1:

Standing Committees shall be those committees designated by the Board of Directors as required to carry on the continuing functions of the Association. The Board of Directors shall determine the jurisdiction of standing committees and the committees will give regular reports to the Board of Directors. The standing committees shall be Executive, Finance, and Fund Raising.

SECTION 2:

Special committees may be appointed from time to time by the President.

SECTION 3:

Terms of all committee members are for one (1) year.

ARTICLE VIII  
DUTIES OF STANDING COMMITTEES

SECTION 1:

The Executive Committee is comprised of the officers of the Association. The Executive Committee shall have the power to make on-going decisions between Board meetings. The Executive Committee also serves as the personnel committee, which reviews personnel policies and serves as appeal route to the President of the Board of Directors for grievances as laid out in the personnel policies only in the cases that involves the Executive Director.

SECTION 2:

The Treasurer, Bookkeeper, and Executive Director are responsible for developing a budget. The Treasurer is responsible for monitoring financial policies. The entire Board of Directors is responsible for approval of the annual budget.

SECTION 3:

The Fund Raising Committee shall plan and conduct, or provide for, fund raising projects or other means of financial support that will furnish the needed income. 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  
PARLIMENTARY 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.