

**BYLAWS OF
The Family Support and Healthcare Alliance Delaware (Family SHADE)**

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be the Family Support and Healthcare Alliance Delaware (Family SHADE).

Section 2 — Purpose: Family SHADE is a collaborative alliance of family partners and organizations committed to improving the quality of life for children and youth with special health care needs by connecting families and providers to information, resources and services.

To provide a structure for members to collaborate, to share best practices, and coordinate information and services to provide accessible, efficient and reliable information and resources.

The purpose of this organization is to enable, empower and enrich families' lives by connecting families to supports and services.

ARTICLE II — MEMBERSHIP

Section 1 — Eligibility for membership:

A. Membership in General

1. Membership is open to organizations and agencies serving families of children and youth with special health care needs that live in or receive services in Delaware and whose mission is consistent with the mission of Family SHADE. Membership is granted if an organization applies for membership and meets the criteria for membership.
2. Membership is open to family members and guardians of children with special healthcare needs or self-advocates that live in or receive services in Delaware and who are interested in advancing the purpose and goals of Family SHADE.
3. Membership is open to emerging adults with special healthcare needs that live in or receive services in Delaware and who are interested in advancing the purpose and goals of Family SHADE and who have reached an age where they can effectively and substantially contribute to the purpose and goals of Family SHADE.
4. The Advisory Board shall review all applications for membership and effort will be made to ensure that the membership reflects racial, ethnic and child's age diversity as well as diversity in representation from each county, disability and chronic health condition.

B. Voting Membership

Voting membership in Family SHADE is granted after completion and receipt of membership application, mission statement and letter of intent and is approved by the Membership Committee. Each member organization shall be eligible to appoint one voting representative to cast the member's vote in general elections. Voting members may serve on the Advisory Board.

Organizations that are eligible for Voting Membership include:

- Start-up Organizations
- Non-profit Organizations/ Non-profit Corporations (501(c)3)
- Advocacy Groups
- Support Groups

C. Collaborating Membership (Non-voting membership):

The Board shall have the authority to establish and define non-voting categories of membership, including the category of Collaborative Membership.

The role of Collaborative Members is to provide input and advice to the Advisory Board, officers and membership. Collaborative Members may participate on Family SHADE projects as unfunded partners with Voting Members via a Memorandum of Understanding.

Collaborating members may serve on Committees and the Advisory Board as Ex Officio members.

Organizations, agencies or individuals that are eligible for Collaborating Membership include:

- Government Agencies
- For-profit organizations
- Corporations
- Health Systems
- Family Members or guardians of children with special health care needs
- Self-advocates transitioning to adulthood

Section 2 — Annual dues: No dues are required for membership.

Section 3 — Rights of voting members: Each member shall be eligible to appoint one voting representative to cast the member's vote in association elections.

Section 4 — Eligibility for grants: Members in good standing are eligible to participate in Family SHADE grants. Lead agencies (organizations) on all Family SHADE grant proposals must be voting members and have 501(c)3 non-profit status. Individuals serving as

voting members may sub-contract on Family SHADE grants, but may not serve as a lead agency.

Section 5 — Resignation and termination for General Membership:

A. A member may resign at any time by giving written notice to Family SHADE. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of the notice or as of the date of effect within the letter, and acceptance of the resignation shall not be necessary to make it effective.

B. A member may be involuntarily removed from the membership by a 2/3 vote of the Board for just cause, including the following:

1. failure to attend three (3) consecutive meetings personally or through a designated proxy without good cause;
2. development of an on-going and pervasive conflict of interest (e.g. member becomes paid employee of an administering agency such as the University of Delaware's Center for Disabilities Studies);
3. failure to effectively support Family SHADE's mission and purpose; or
4. failure to meet membership criteria (e.g. no longer serves children and youth with special health care needs).

ARTICLE III — MEETINGS OF MEMBERS

Section 1 — Regular meetings: Regular meetings of the members shall be held three times per year (one of which is the Annual Meeting), at a time and place designated by the chair to facilitate broad and varied attendance.

Section 2 — Annual meetings: An annual meeting of the members shall take place in the spring, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year or other such business deemed necessary.

Section 3 — Special meetings: Special meetings may be called by the chair or a simple majority of the Advisory Board. A petition signed by 30 percent of voting members may also call a special meeting.

Section 4 — Notice of meetings: Printed notice of each meeting shall be given to each voting member, by electronic mail, not less than two weeks prior to the meeting. Notice will be sent to members by postal mail upon request.

Section 5 — Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 6 — Voting: All issues to be voted on shall be decided by a simple majority of those participating at the meeting in which the vote takes place in person or by teleconference or video-conference.

Section 7 – Precedence: The Advisory Board’s decisions take precedence over actions of the organization, except for elections and by-laws. A 2/3 vote of the membership is required to override the actions of the Advisory Board

ARTICLE IV — ADVISORY BOARD

Section 1 — Board role, size, compensation and composition: The member-driven Board recommends overall policy and direction of Family SHADE. The Board shall have up to 15, but not fewer than 9 voting members. The Advisory Board receives no compensation. Family members, guardians or self-advocates transitioning to adulthood who are voting members of Family SHADE’s Advisory Board may receive a \$50 honorarium to cover their expenses related to participation in each Family SHADE Advisory Board meeting. An effort will be made to include Board members who represent both disabilities and chronic health conditions.

Collaborating members may serve on the Advisory Board in an Ex Officio (non-voting) capacity at the chair’s discretion and do not constitute part of the quorum.

A minimum of two of the Advisory Board positions shall be set aside for family members/guardians and one position shall be set aside for a trained self-advocate transitioning to adulthood. In the event that there are not adequate candidates to fill these positions, they will be open to all voting members.

Section 2 — Board Terms and Board Elections:

A Membership Committee shall be responsible for nominating a slate of prospective Board members representing the association’s constituency. Nominations of individuals to serve on the Advisory Board shall be solicited from Family SHADE Voting Members. All voting members will be eligible to send one representative to vote for each candidate, for up to 5 available positions each year. Voting members may also be nominated with written support to 5 voting members. Nominations must be received in the Family SHADE office 2 weeks prior to the election. One Advisory Board member, whose term is not expiring, shall serve on the Membership Committee. An ad hoc Nominations Subcommittee may be convened to assist in this process if needed.

B. Subject to the membership composition requirements, a slate of candidates for each category of representatives on the Board shall be submitted to the membership. The membership will select the members of the Advisory Board by ballot at the annual spring meeting.

C. Advisory Board members shall be elected or re-elected by the voting representatives of members at the annual meeting. Advisory Board members will be elected by a simple

majority of members present at the annual meeting. In the event that there are more than 2 candidates for a position and where a majority is not obtained during a ballot, the candidate with the least votes will be eliminated as a candidate and a revote including the remaining candidates will occur. This process will continue until all positions are filled.

D. Terms of Advisory Board members shall be staggered to promote expiration of approximately one third of the members' terms annually. At the first meeting after adoption of these bylaws, the membership will approve a proportionate number of one, two, and three year terms for members. On an annual basis thereafter, all members shall be appointed for a term of three (3) years and shall serve until their successors are duly appointed and qualified. There is no limit on the number of terms a member may serve.

In the event of a vacancy, the unexpired term shall be filled at the next membership meeting, provided that the resignation is received in time for the election to be included as part of the agenda included with meeting notice. A member who is elected to fill an unexpired term shall serve only until the expiration of the term. If a Board member who represents a member organization resigns, the member organization may appoint a new representative to the Board to fill the unexpired term. The designee may not, however, take on the role of Officer. The designee will be included on the ballot for election at the next membership meeting.

Section 3 — Meetings and notice: The Board shall meet at least three times a year, at an agreed upon time and place. An official Board meeting requires that each Board member have written notice at least two weeks in advance. The Chair and Vice Chair can advise on issues of concern related to Family SHADE business between meetings of the Advisory Board.

Section 4 — Quorum: A quorum must be attended by at least ½ of Board members for business transactions to take place and motions to pass. Participation via teleconference or video-conference is considered attendance.

Section 5 — Electronic Voting:

Voting: Except as otherwise specified in the By-laws, motions before the Advisory Board require a majority of votes of the eligible Advisory Board members to be approved.

Advisory Board Members may cast votes in person or electronically, but all ballots must be received within 2 weeks after of the date on which the ballots are issued. Members who are not in attendance at the meeting may only vote if by their vote they affirm that they have had equivalent access to materials related to the vote and an equivalent opportunity for discussion with advisory Board members who attended the meeting in person.

Section 6 --- Officers and Duties: There shall be three officers of the Board, consisting of a chair, vice-chair, and secretary. The officers will oversee governance of Family SHADE and issues related to the bylaws. The Executive Board will make recommendations to

the Advisory Board, and if approved, the recommendations will be voted on at the next Membership Meeting.

The individual duties of the Officers are as follows:

The chair shall convene regularly scheduled Board meetings and shall preside or, in their absence, arrange for the vice-chair to preside at each membership, Board or executive meeting.

The chair, in consultation with the Board, shall appoint members of committees. The chair may serve as an ex officio member of any committee, standing and special, except for the Membership and Nominating Committees.

The vice-chair will preside over meetings in the absence of the chair.

The secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings. The secretary shall preside over meetings in the absence of the chair and vice-chair.

The chair or vice-chair shall attend initial meetings of all committees.

Section 7 — Vacancies: When a vacancy on the Board exists mid-term, the secretary must receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 8 — Resignation, termination, and absences: Resignation from the Board must be in writing and received by the Secretary. A Board member shall be terminated from the Board due to excess absences, more than two unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 9 — Special meetings: Special meetings of the Board shall be called upon the request of the chair, or one-third of the Board. Notices of special meetings shall be sent out by the staff to each Board member at least two weeks in advance.

ARTICLE V — COMMITTEES

Section 1 — Committee formation: The Advisory Board may create standing committees by a 2/3 vote. Formation of standing committees will be affirmed by a majority vote at a regular membership meeting. The chair may create Ad Hoc committees as needed to address short term tasks within a defined term. The Board Chair appoints all committee members. Committee Chairs will be elected by majority vote of the committee

members. A member of the Advisory Board will serve on each committee. Committee Chairs will report committee recommendations to the Advisory Board. The recommendation of a committee will be considered a motion not requiring a second for action. The Board will then determine by vote whether to adopt the on committee's recommendations. With the recommendation of the Advisory Board Chair, the Advisory Board may remove a Committee Chair for failure to carry out the duties of the Committee Chair.

Section 2 — Executive Committee: The three officers and the chairs of standing committees shall serve as the members of the Executive Committee. Except for the power to amend the bylaws, the Executive Committee shall have all the powers and authority of the Advisory Board in the intervals between meetings of the Advisory Board, and require a majority vote of the Executive Committee. In the event of a tied vote, the Advisory Board will be polled.

Section 3 — Standing Committees: The Membership Committee, and the Sustainability Committee are standing committees.

ARTICLE VI – FINANCIAL OVERSIGHT

Section 1 — Financial Oversight: The Center for Disabilities Studies is responsible for developing and reviewing fiscal procedures and the annual budget. They are responsible for oversight of Family SHADE finances and staff support to the Advisory Board..

ARTICLE VII – CONFLICT OF INTEREST

Section 1 — Conflict of Interest

A. A conflict of interest on the part of a Member of the Advisory Board with respect to an issue means the Member has a material and direct personal or financial interest on the issue that is not common to Members of the Advisory Board generally, and includes, but is not limited to, a personal relationship with a person involved in the issue (e.g., relative, close personal friend); a material business relationship (contractual or professional) with a person involved in the issue; current employment by the organization, association or other such entity or person involved in the issue.

B. A Member shall announce the existence of a Conflict of Interest or possible Conflict of Interest on his or her part with respect to an issue before the Advisory Board or any of its committees prior to the beginning of discussion of such issue or as soon thereafter as the Member determines that there may be a Conflict of Interest.

C. If a Member is uncertain whether a Conflict of Interest exists, he or she shall bring the matter to the attention of the Executive Committee, which shall determine if a Conflict of Interest exists.

D. A Member with a Conflict of Interest may not vote on any matter related to the Conflict of Interest. At any meeting where a Conflict of Interest has been declared, the minutes of the meeting shall reflect the existence of a Conflict of Interest, and the vote of such Member shall be recorded as an abstention on the matter involving the Conflict of Interest. In a matter where there is potential for financial gain or a competitive situation a member with a Conflict of Interest may not vote on or participate in the discussion related to the matter.

ARTICLE VIII —STAFF

Section 1 — Project Director and Staff: Family SHADE Project Director and staff are hired by the Center for Disabilities Studies to fulfill responsibilities delineated by contract with Delaware’s Division of Public Health and other granting agencies. The Project Director has day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies. The Project Director will attend Board meetings, membership meetings and special meetings, report on the progress of the organization, and answer questions of the Board members.

ARTICLE IX — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by majority of the voting members present at a regular membership meeting or special meeting. Proposed amendments are required to be submitted by 2/3 of the Advisory Board or signed by 30% of the voting members. Proposed amendments must be submitted to the Secretary or staff to be sent out with regular meeting announcements.

CERTIFICATION

These bylaws were approved at a meeting of the membership by a two thirds majority vote on **December 7, 2016.**

Secretary

Date