

Board Governance and Policy Manual

Manual established by
Disability Rights Vermont, Inc.



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WELCOME TO DISABILITY RIGHTS VERMONT

Dear Board Member,

First and foremost, welcome to Disability Rights Vermont and thank you for becoming a member of our Board.

Enclosed you will find some general information about DRVT, Board member roles and responsibilities, board meetings, and contact information for staff and your fellow Board members.

I look forward to working with you.

Lindsey Owen, Esq.

Sincerely,
Lindsey Owen
Executive Director

DISABILITY RIGHTS VERMONT MISSION STATEMENT

DRVT's mission is to promote the equality, dignity, and self-determination of people with disabilities.

DRVT provides information, referral, and advocacy services, including legal representation when appropriate, to individuals with disabilities throughout Vermont. DRVT also advocates to promote positive systemic responses to issues affecting people with disabilities. DRVT is dedicated to addressing problems, questions and complaints brought to it by Vermonters with disabilities.

A BRIEF HISTORY OF DISABILITY RIGHTS VERMONT

The Vermont P&A history begins in the mid 1970's. The Protection and Advocacy for Persons with Developmental Disabilities Program (PADD) was created by the Developmental

Disabilities Assistance and Bill of Rights Act of 1975. The federal government provided funding to each State to pursue legal, administrative, and other appropriate remedies to protect and advocate for the rights of individuals with developmental disabilities. As a result, the Vermont Protection & Advocacy system (now DRVT formerly VP&A) was established in the fall of 1976. In order to carry out its federal mandate, it funded a special project of Vermont Legal Aid known as the VT Developmental Disabilities Law Project (now known as the Disability Law Project) to provide these services to Vermonters with developmental disabilities. This expanded in the late 70's to include a separate citizen advocacy component to complement the legal advocacy component. This component became an independent organization - Vermont Citizens Advocacy.

The Client Assistance Program (CAP) was established as a mandatory program by the 1984 Amendments to the Rehabilitation Act. CAP services include assistance in pursuing administrative, legal and other appropriate remedies to ensure the protection of persons receiving or seeking services under the Rehabilitation Act such as HireAbility (formerly VT Department of Vocational Rehabilitation). The Client Assistance Program was previously carried out by Vermont Citizens Advocacy but is now administered through the Disability Law Project.

In 1986, Congress found that individuals with a mental illness were vulnerable to abuse and neglect, at which time, they passed the Protection and Advocacy for Individuals with a Mental Illness Act of 1986. We refer to this federal mandate as PAIMI. The enactment of PAIMI resulted in additional funding to VP&A, the designated system in Vermont. The PAIMI Act authorized VP&A to protect and advocate for the rights of people with mental illness and to investigate and respond to reports of abuse, neglect and rights violations in facilities that care for or treat individuals with mental illness.

Following the enactment of PAIMI, an Advocacy Task Force was established in Vermont to design a collaborative advocacy layperson/lawyer model to provide services to the population of Vermonters labeled with a mental illness. This led to the creation of Vermont Advocacy Network (VAN). Basically, DRVT contracted with VAN to provide services to the population of Vermont eligible under the PAIMI mandate.

In 1993, the National Association of Protection & Advocacy (NAPAS) conducted a peer review of the DRVT's system and made several recommendations for change. As a result of this technical assistance, DRVT made the decision to take over the PAIMI program which had been contracted to VAN and provide PAIMI services in-house. A new Executive Director was hired, an office was established in Montpelier, and most of the VAN staff went to work for DRVT.

Also noteworthy in 1993 was The Protection and Advocacy for Individual Rights Program (PAIR), which was established by Congress as a national program under the Rehabilitation Act. PAIR programs were established to protect and advocate for the legal and human rights of persons with disabilities who don't meet the PADD and PAIMI eligibility criteria.

In 1994, The Protection & Advocacy for Assistive Technology Program (PAAT) was created when Congress expanded the Technology-Related Assistance for Individuals with Disabilities Act (Tech Act). This provided funding for P & A's to assist individuals with disabilities to increase their access to assistive technology devices and services. Originally these funds were sub-granted to DRVT through the state of Vermont's Assistive Technology Project. As a result of the re-authorization of the Tech Act in 1998, DRVT receives a direct grant from the federal government. Since the inception of the PAAT program, DRVT has contracted with the Disability Law Project to provide these services.

In 1998, DRVT secured funding from the state of Vermont's Center for Crime Victim Services to provide advocacy and legal services to Vermonters with disabilities who have been victimized by abuse, neglect and exploitation. Also, in 1998, DRVT received a demonstration grant from the Administration on Developmental Disabilities to pursue a three-year education project on the criminal victimization of people with developmental disabilities. Both grants ran their course, but DRVT continued to offer advocacy for victims of crime with disabilities.

In 2000, DRVT secured a grant through Vermont Legal Aid to support its advocacy efforts in mental health and correctional facilities. DRVT has also secured, in 2002,

funds to assist individuals with traumatic brain injuries under the Protection & Advocacy for Individuals with Traumatic Brain Injury program.

In 2004 DRVT secured funds from the Help Americans to Vote Act (HAVA) which enabled staff to spend time registering individuals with disabilities to vote, inspecting targeted polling places to assess accessibility for individuals with disabilities, and educating individuals on what their rights are regarding voting.

In keeping with the spirit of changes at the national level and with P&As across the country, in October of 2009 DRVT officially changed its name to Disability Rights Vermont (DRVT) to make its mission and purpose easier to identify. Also, in 2009 the Vermont Center for Crime Victim Services resumed funding DRVT efforts to support people with disabilities who have been victims of crime or domestic abuse.

In 2012, with reforms made in Vermont's Mental Health system, DRVT was designated as Vermont's Mental Health Care Ombudsman. Though no funding accompanied this designation, DRVT's advocacy role was acknowledged, and access was assured to reports of deaths and of the use of emergency involuntary procedures against people receiving services through the department of Mental Health.

In 2015 the Vermont Center for Crime Victim Services (V CVS) funded two new programs in Rutland and Bennington awarding DRVT STOP (Services, Training, Officers, Prosecutors) grant funds. In 2017 V CVS also allowed DRVT to expand its efforts to support people with disabilities who have been victims of crime or domestic abuse with additional funds for victims needing legal services.

DRVT currently has an executive director, one legal director, two staff attorneys, one financial director, one administrative coordinator, one receptionist, one intake specialist, and four advocates. We continue to contract and work closely with the Disability Law Project of Vermont Legal Aid.

DRVT GRANTS OVERVIEW AND CLIENT ELIGIBILITY

Disability Rights Vermont's work is defined by each of the grants we receive. We currently operate under the following grants:

(PAIMI) PROTECTION & ADVOCACY FOR INDIVIDUALS WITH MENTAL ILLNESS

Purpose: To protect and advocate for persons with "serious mental illness" in order to prevent or redress abuse, neglect and serious rights violations, including violations of state, federal and Constitutional law.

Eligibility: To be eligible for services under PAIMI, a client must: have a significant mental illness or emotional impairment, as determined by a mental health professional qualified under the laws and regulations of the State of Vermont; and

- Be an inpatient or resident in a facility rendering care or treatment, even if the whereabouts of such inpatient or resident are unknown; or
- Be in the process of being admitted to a facility rendering care or treatment, including persons being transported to such a facility; or
- Living in a community setting, including their own home. DRVT may provide protection and advocacy services for:
 - Individuals with mental illness as defined above including persons who report matters which occurred while they were individuals with mental illness;
 - Persons who were individuals with mental illness in the state, but only with respect to matters which occur within 90 days after the date of the discharge of such individuals from a facility providing care or treatment; the scope was expanded under the Children's Health Act to include individuals with mental illness living in the community.
 - Individuals with mental illness in federal facilities rendering care or treatment who request representation by DRVT. Representation may be requested by an individual with mental illness, or by a legal guardian, conservator, or legal representative.

Priorities: Drafted yearly by the PAIMI Advisory Council with public input and approved by the Board.

(PADD) PROTECTION & ADVOCACY FOR THE DEVELOPMENTALLY DISABLED

Purpose: To protect and advocate for persons with developmental disabilities in order to prevent or redress abuse, neglect and serious rights violations, including violations of state, federal and Constitutional law.

Eligibility: To be eligible under the PADD program, an individual must have a developmental disability, which is defined by federal law as a severe, chronic mental or physical disability which occurs before the age of 22 and seriously limits that person's ability to function in at least three of the following major life activities:

- Self-care – the ability to meet daily needs
- Receptive and expressive language – the ability to understand what is communicated and to communicate with others

- Learning
- Mobility – fine and gross motor skills
- Self-direction – ability to make one's own decisions
- Independent Living
- Economic Self-sufficiency – ability to earn sufficient funds to live independently for a child under nine years of age, one major life functional limitation is required.

Priorities: Drafted yearly with input from DRVT and DLP staff, Board, the public and other agencies knowledgeable on issues effecting people with disabilities. Priorities are presented annually to the Board of Directors at the annual meeting for approval.

(PAIR) PROTECTION & ADVOCACY FOR INDIVIDUALS RIGHTS

Purpose: To protect and advocate for persons with disabilities other than those covered by either the PAIMI or the PADD Acts in order to prevent or redress abuse, neglect and serious rights violations, including violations of state, federal and Constitutional law.

Eligibility: To be eligible under the PAIR program, an individual with a disability must be ineligible for the PADD or PAIMI program and must need services beyond the scope of services authorized to be provided by the Client Assistance Program (CAP) under section 112 of the Rehabilitation Act of 1973, as amended.

Priorities: Drafted yearly with input from DRVT and DLP staff, Board, the public and other agencies knowledgeable on issues effecting people with disabilities. Priorities are presented annually to the Board of Directors at the annual meeting for approval.

(PABSS) PROTECTION & ADVOCACY FOR BENEFICIARIES OF SOCIAL SECURITY

Purpose: To provide information, referral, and advocacy services to beneficiaries of Social Security Benefits in order to assist those beneficiaries in overcoming barriers to employment.

Eligibility: An individual must be a recipient of Social Security disability benefits, including SSDI, SSI, Medicaid and/or Medicare intending to attain, regain or maintain employment.

Priorities:

1. VOCATIONAL REHABILITATION/EMPLOYMENT NETWORKS (STATE OR PRIVATE)

- I. Collaborate with professionals to explain how returning to work affects benefits and future planning;
 - II. Employment Discrimination (includes, but is not limited to discrimination in hiring, promotions, benefits, termination and denials of reasonable accommodations);
 - III. Transition services from school to work;
 - IV. Post-Secondary education;
 - V. Supported employment.
2. REFER BENEFICIARIES TO BENEFITS PLANNERS TO BETTER UNDERSTAND THE IMPACTS OF EMPLOYMENT ON BENEFITS:
 - I. Provide information on programs, services and supports available;
 - II. Refer beneficiaries to benefits planners to ensure that impairment-related work expenses and subsidies are calculated in determining benefits;
 - III. Refer beneficiaries to benefits planners to assist them in understanding their status in TWE (trial work periods) or EPE (extended periods of employment);
 - IV. Refer beneficiaries to benefit planners for assistance writing a PASS plan.
3. INVESTIGATE COMPLAINTS AND PROVIDE LEGAL CONSULTATION AND REPRESENTATION REGARDING BARRIERS TO EMPLOYMENT
 - I. Provide information about work incentives helpful in obtaining meaningful employment;
 - II. Medicaid/Medicare services (including personal assistant services);
 - III. Assistive Technology (includes, but not limited to assistive technology, durable medical equipment and van modifications);
 - IV. Housing (when lack of housing is an as obstacle to obtaining, maintaining or regaining employment);
 - V. Transportation (work-related);
 - VI. Other work-related barriers:

- a. Assist beneficiaries in protecting disability information which becomes public through court action;
 - b. Assist beneficiaries in removing obstacles to licensing or bonding requirements for certain jobs;
 - c. Assist beneficiaries in restoring/repairing damaged credit which impedes job opportunities;
 - d. Assist beneficiaries in asserting self advocacy skills to express independence and freedom of choice to parents and guardians;
 - e. Assist beneficiaries in securing independent living services.
4. ASSIST IN REDUCING OR ELIMINATING UNWARRANTED OBLIGATIONS TO SOCIAL SECURITY RESULTING FROM ALLEGATIONS OF OVERPAYMENTS.
- VII. Assist beneficiaries in properly and accurately reporting their wages and planning for anticipated overpayments;
 - VIII. Assist beneficiaries prepare to self-advocate in meetings with SSA;
 - IX. Assist beneficiaries to identify subsidies, and other work-related costs which could be used to offset their wages;
 - X. Assist beneficiaries in securing needed accommodations for effective communication.
5. INFORMATION AND REFERRAL TO OTHER AGENCIES.
- Providing information and technical assistance on work incentives to governmental agencies, employment networks and other service providers, and advocacy organizations.

(PABRP) PROTECTION & ADVOCACY FOR BENEFICIARIES OF SOCIAL SECURITY REPRESENTATIVE PAYEE

(PAAT) PROTECTION & ADVOCACY FOR ASSISTIVE TECHNOLOGY

Purpose: To provide assistance and advocacy to persons with disabilities in the acquisition, utilization, or maintenance of assistive technology or assistive technology services, such as augmentative communication devices, closed captioned television, hydraulic lifts, scooters and mobility devices, TTYs, etc.

Eligibility: Any person with a disability who needs assistive technology devices or services to enhance their daily living and independence.

Priorities:

1. **Individual Advocacy to Increase Access to Durable Medical Equipment by People with Disabilities.** Advocacy methods will include informal advocacy, negotiation and mediation, and initiation of administrative and judicial hearings.
2. **Systems Advocacy to Increase State, Federal, and Private Funding for Access to Assistive Technology.** Increase access to assistive technology for people with disabilities through changes in laws, regulations, policies, and practices, in conjunction with consumers and consumer organizations through informal advocacy with Vermont policy makers and formal advocacy in all forums including legislative, judicial and administrative.
3. **Access to Assistive Technology for Individuals who are Eligible for both Medicaid and Medicare (dual eligible).** Individual and system advocacy to ensure that individuals who are eligible for both Medicaid and Medicare (dual eligible) have access to assistive technology which is equal to that of individuals who are eligible only for Medicaid.³

(PATBI) PROTECTION & ADVOCACY FOR PERSONS WITH TRAUMATIC BRAIN INJURY

Purpose: To provide advocacy to persons with TBI and to enhance and improve access to services, including providing training for self-advocacy.

Eligibility: Persons with traumatic brain injury.

Priorities:

1. **Individual Advocacy for TBI Survivors Living in a Facility:** Identify and provide individual advocacy to TBI survivors in nursing homes, long-term care facilities, the Vermont State Hospital and private inpatient facilities to obtain appropriate community-based services and supports.
2. **Individual Advocacy for TBI Survivors Living in the Community:** Provide individual advocacy to TBI survivors living in the community to obtain appropriate services and support.
3. **Education and Training:** Increase awareness of TBI through education, trainings, and media.
4. **System Advocacy:** Enhance access to comprehensive and coordinated support and services for people with TBI and their families through system advocacy with partner agencies.

(VCSP) VERMONT COMMUNICATION SUPPORT PROJECT

Purpose: The Vermont Communication Support Project assist the person with a disability in communicating with the judge, court staff, attorney, or a state agency. The mission of the Vermont Communication Support Project (VCSP) is to promote meaningful participation of individuals with communication deficits in judicial and administrative proceedings that significantly impact their lives. The VCSP makes available, supervises, and supports a trained cadre of Communication Support Specialists qualified and accepted by Vermont's judiciary and administrative agencies.

Eligibility: To be eligible for a Communication Support Specialist a person must have a disability, must need accommodations to communicate and understand what is happening in the proceedings, and the Communication Support Project services will be effective to assist in overcoming the communication barriers posed by her/his disability.

Priorities: VCSP serves people with disabilities whose communication problems prevent them from participating fully in the following Court and Agency proceedings:

- Divorce
- Custody
- Child Support
- Restraining order
- Eviction
- Children in Need of Supervision (CHINS)
- Termination of Parental Rights (TPR)
- Probate Court and State Administrative Appeals

(VOCA) CRIME VICTIM SERVICES (VICTIMS OF CRIME ACT)

Purpose: DRVT has specially trained staff able to help victims of a crime living with disabilities overcome unique barriers faced by people with disabilities. DRVT also provides legal representation to victims when appropriate.

Eligibility: Any person of any age or gender with a disability who is a victim of a crime.

Priorities: Disability Rights Vermont was awarded a VOCA (Victim of Crime Act) grant that allows us to provide expanded services similar to case management to victims with disabilities, as well as legal representation.

Our advocates and attorneys are able to offer the following services:

- Assistance as non-mandated reporter/Attorney client privilege
- Identify victim's concerns in person or by phone, identify disability related supports.
- Investigate allegations of abuse, neglect, financial exploitation, domestic violence when appropriate to assist victim with identifying needs and services.
- Collaborate with statewide victim services including the Network Against Domestic and Sexual Assault agencies, APS, police, etc.
- Provide training on disability rights information as needed.
- Assistance and sometimes representation with applying for Relief from Abuse Orders and maintaining defendant's compliance.
- Support around how to navigate the legal system (reporting to the police, communicating with the State's Attorney's Office, etc.)
- Provide support and collaboration with individual community support (therapists, case managers, employment, etc.) to ensure victim is safe and receiving services that moves toward healing.
- Assist with reporting to state agencies (APS, DA case manager, etc.) & following up on report status.
- Assist with maintaining employment (sometimes employers discriminate against victims)
- Provide long-term emotional and legal support as required.
- Legal representation, primarily as the victim in criminal cases or in seeking protective orders in Family or Civil Court.

(STOP) SERVICES* TRAINING* OFFICERS* PROSECUTORS (WASHINGTON AND CHITTENDEN COUNTIES)

Purpose: DRVT has specially trained staff able to help victims of a crime living with disabilities overcome unique barriers faced by people with disabilities.

Eligibility: Any person of any age or gender with a disability who is a victim of a crime within the designated county.

Priorities: DRVT's STOP Grant includes four areas of action. DRVT seeks to: (1) train prosecutors and law enforcement on best practices for interacting with victims with various disabilities, victim rights under the ADA, and strategies for effective communication, 2) collaborate with the prosecutor, law enforcement, APS and other community supports to develop and implement systems and procedures that will institutionalize best practices in working with victims with disabilities and hold offenders accountable, 3) through active case work with specific, selected victims with disabilities, DRVT will model the effective best practices to support such victims and 4) to work with law enforcement, court staff, peer support staff, state agencies, and DV agency staff on best practices to obtain the appropriate Orders of Protection and shelter for victims with disabilities.

(STATE) MENTAL HEALTH OMBUDSMAN PROJECT

Purpose: To provide information, advice and advocacy to patients voluntarily admitted to inpatient psychiatric facilities or who are held on an involuntary 72-hour hold as part of an Emergency Examination or the Application for Involuntary Treatment is pending.

Eligibility: Individuals in inpatient psychiatric units either as voluntary patients or as patients undergoing an Emergency Examination or the Application for Involuntary Treatment is pending.

Priorities: Outreach Programs & Advocacy: Outreach to individuals with mental health issues at designated hospitals across the State of Vermont. Provide information, advice, and advocacy; investigate individual cases of abuse, neglect, and serious rights violations against persons with mental illness who may not otherwise have access to DRVT services and are admitted for an emergency examination (EE), on a 72 hour hold at a designated hospital within the State of Vermont, or the Application for Involuntary Treatment is pending.

(PAVA) PROTECTION & ADVOCACY FOR VOTING ACCESS

Purpose: To advocate for improved access to the electoral process by individuals with disabilities, working on systems change and outreach to individuals.

Eligibility: All individuals with disabilities as defined in the ADA.

Priorities:

1. **Voter Registration:** To promote and assist in voter registration activities during all outreach to potential voters with disabilities.
2. **Voting Rights Presentations:** To provide presentations to self-advocacy and service provider groups to educate them on issues relating to voting rights and people with disabilities.
3. **State-wide Access to Voting Committee:** Participate with other disability rights advocates on the Secretary of State's Access to Voting Committee where issues such as accessible voting technologies, voting official training and voter outreach are discussed.
4. **Polling Place Accessibility and Voting Official Training:** Systemic review of polling places throughout the State that was begun in the 2004 election year, with intense activity starting in June 2006. The goal of this project is to visit polling places identified in state self-surveys, or by DRVT constituents or other interested parties, as having less than fully accessible polling places. Using the US DOJ ADA Checklist for Polling Places our staff will determine current accessibility and communicate our findings to local polling officials and the Secretary of State's office. Staff will make suggestions for improvements and provide additional disability awareness training to polling officials encountered during this process.
5. **Availability for Information on Election Day:** Approximately two weeks prior to election day, DRVT will distribute posters notifying individuals with disabilities that DRVT will have a toll-free phone number and attorneys available on election day to answer any questions voters with disabilities have on that day.
6. **Working with GMSA:** DRVT will support the Green Mountain Self Advocates to continue their efforts to encourage civic participation among their membership with technical support and training.

Raising Awareness of Voting Rights for People with Disabilities:

As part of an overall effort to raise awareness in Vermont's general population about the rights and struggles of Vermonters living with disabilities, especially regarding voting rights, DRVT will have outreach and education booths at several State and regional fairs this summer. While present at these large community gatherings, DRVT staff will register voters who identify themselves as having a disability and will provide information and referral sources to all members of the public, but especially Vermonters with disabilities, about the

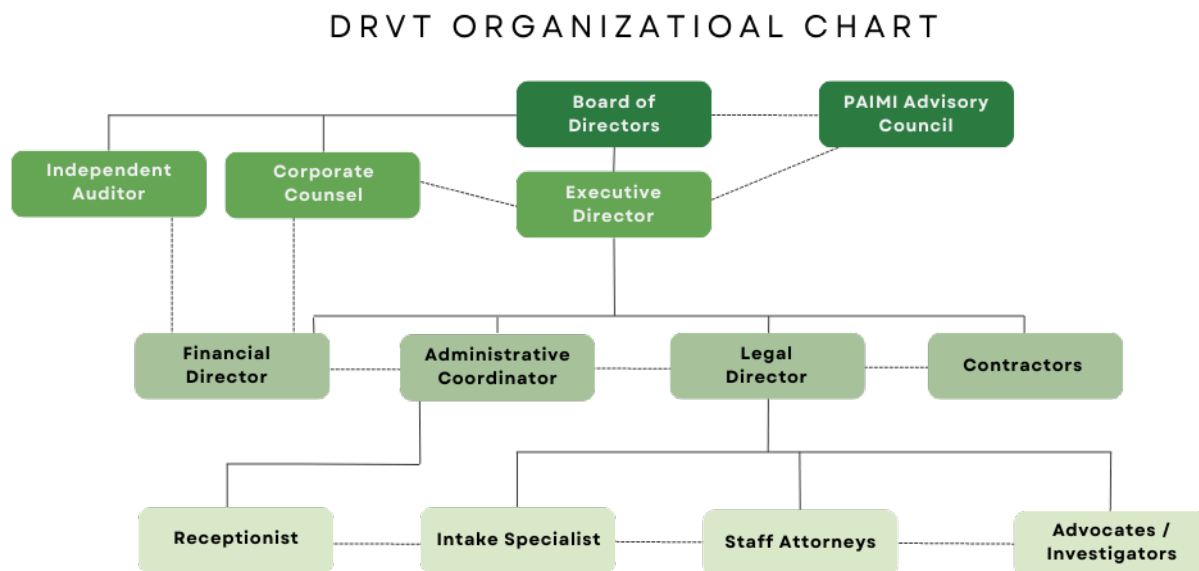
rights of Vermonter's with disabilities to vote without obstructions and prejudice, and will publicize the availability of DRVT's Voter Hotline two weeks prior to the November elections.

(FVPSA) FAMILY VIOLENCE PREVENTION AND SERVICES ACT

Purpose: To provide information, advice and advocacy to patients voluntarily admitted to inpatient psychiatric facilities or who are held on an involuntary 72-hour hold as part of an Emergency Examination or the Application for Involuntary Treatment is pending.

Eligibility: Individuals in inpatient psychiatric units either as voluntary patients or as patients undergoing an Emergency Examination or the Application for Involuntary Treatment is pending.

DRVT ORGANIZATIONAL CHART & ED JOB DESCRIPTION



DRVT EXECUTIVE DIRECTOR JOB DESCRIPTION

General Description: The Executive Director is responsible for the overall leadership and management of Disability Rights Vermont, Inc, under the supervision and policy direction of the Board of Directors. The Executive Director implements the agency's mission through two major avenues: first, by ensuring that the vision and priorities of DRVT set by the Board are carried out in its public advocacy and external networking, and second, through administrative activities necessary to maintain the structural and fiscal integrity of the agency as needed to carry out its mission with high quality standards to individual clients. The Director delegates and supervises functions as appropriate and necessary and advises and assists the Board of Directors in planning and policy matters.

Duties and Responsibilities:

1. The ED ensures that the vision and priorities of DRVT are carried out in its public advocacy and external networking.

a. The ED guides the priority setting process in a timely fashion to the board

- i. Federal rules are adhered to
- ii. Staff and Consumer input is included.
- iii. The process is evaluated and revised as needed.
- iv. The Board is provided with adequate information for consideration and action.

b. The ED functions as the primary public liaison representing DRVT

- i. An active role is demonstrated in establishing public recognition of the agency and in developing and maintaining positive working relationships with other advocacy organizations.
- ii. Public networking meetings receive active participation and involvement, including developing and enhancing state and federal contacts
- iii. Staff delegated to public roles by the ED are given clear parameters and expectations regarding their representation of the DRVT mission
- iv. The ED functions as press representative when needed, and clears all news releases, advising the Board of any significant news media issues involving DRVT.

c. The ED Oversees Legislative, Litigation and Advocacy Functions

- i. Legislative advocacy policy as set overall by the Board is implemented through the direct or supervisory role of the ED in educational efforts regarding the DRVT mission and

consumer needs in the community, within administrative bodies, and in the legislature. When delegated, the ED ensures staff have clear parameters and expectations regarding that representation.

- ii. Advocacy through court action, whether for individual clients or as class actions, is reviewed by the ED, monitoring through consultation with the Supervising Attorney appropriateness to mission and priorities, and cost-benefit, of potential new litigation.

d. The ED Advises and Provides Leadership to the Board in Its Planning and Policy Functions

- i. The ED maintains an information flow to Board and Council members adequate to keep them informed and able to meet their responsibilities.
- ii. The ED identifies agency needs in advocacy, priority-setting, internal functioning and structure, internal program enhancement, subcontractor program adequacy, and long range strategic planning, and advises and consults with the Board on these issues.
- iii. The ED prepares Board meeting agendas in consultation with the President, and ensures adequate preparation, communication, and minute-taking is arranged.
- iv. The ED proposes policies for Board consideration as needed to meet agency needs and ensures that the Board has sufficient information to evaluate proposed policy decisions.
- v. The ED provides follow-up to implement plans or develop requested information on matters approved by the Board.
- vi. The ED works with Board and Council committees to assist them in structuring their schedules, agendas, work plans and minutes.
- vii. The ED assists the Board in identifying, recruiting, and training new Board and Council members.

2. The Executive Director Administers the Agency To Maintain Its Structural and Fiscal Integrity, and To Enable It to Provide High Standards of Service to Its Clients.

- a. The ED Recruits and Maintains a High Quality, Consumer Sensitive Staff**

- i. The ED implements DRVT Personnel Policies, including the hiring, supervision and termination of all employees, either directly or through delegation, in accordance with the staff table of organization developed by the ED and approved by the Board to meet program needs.
- ii. Establishes salaries and benefits in accordance with the salary schedule as approved by the Board of Directors; and makes recommendations for changes when appropriate.
- iii. Ensures that all staff receive performance evaluations in a timely and appropriate manner consistent with the Personnel Policies, either directly or through delegation and carries out the policy is regarding exit interviews and the hearing of staff grievances.

b. The ED Oversees the Fiscal Integrity of the Agency

- i. The ED obtains the funding necessary to carry out the program's activities, including the negotiation and preparation of contracts, the preparation of grant documents, and the completion of all program and financial reporting forms within the prescribed deadlines to ensure compliance with all grant funders.
- ii. The ED works with the Board and staff in seeking and applying for new sources of funding that would allow the agency to broaden its programs.
- iii. The ED delegates to and supervises the work of the Financial Director to ensure the maintenance of adequate and accurate financial records and supervises all program spending within the budget approved by the Board of Directors.
- iv. The ED works with the Budget and Finance Committee by referring options and recommendations to it in building an annual budget to present to the Board.

c. The ED Ensures Program Oversight and Quality Control

- i. The ED, directly or through delegation, ensures that program policies exist and are maintained for the keeping of adequate records, adherence to the annual work plan, and implementation of priorities.

- ii. The ED identifies and makes recommendations to the Board for program changes or revisions that would better serve the needs of its clients and better meet its priority requirements.
- iii. The ED directly maintains oversight to ensure that all staff relate to consumers with dignity and respect, and provide all reasonable accommodations to address individual needs and feelings.
- iv. The ED receives input from consumers, staff and the public and directly monitors program implementation to ensure that quality controls are being maintained, through the supervisory system.
- v. The ED develops and implements quality control systems and conducts program evaluations to ensure quality control.
- vi. The ED ensures that the client grievance policy is followed.

3. The Executive Director Ensures Implementation of the Board of Directors Policy Decisions Regarding the Balance of Functions within the Agency

- a. The DRVT mission places an equal emphasis on individual client advocacy and systems-wide work. In keeping with that mission, best efforts are maintained to serve as many clients as possible while still carrying out broader systems and legislative advocacy in all the opportunities presented that meet our priorities.
- b. The Executive Director directs staff in maintaining this balance and implements and maintains a case priority system which takes into account annual priorities, systemic impact, and appropriateness in evaluating incoming cases for acceptance.
- c. The ED reviews the case priority system and the policy on balance of allocation of resources at least annually, and reports on it with recommendations to the Board of Directors.
 - i. Ensures either directly or through delegation that all staff receive orientation and ongoing training both to develop skills and to learn more about and appreciate the consumer culture.
 - ii. Ensures directly or through delegation that all staff understand and comply with the Attorney's Code of Professional Responsibility and DRVT's policies and procedures, with a particular emphasis given to

confidentiality and respect for consumer rights and sensibilities.

- iii. The ED schedules regular staff meetings to ensure good communication among staff and between the staff and ED; to ensure the regular transmission of information and policies; and to encourage positive dialogue and relationships as a staff team. The ED likewise maintains open relations with individual staff and promotes their self-development through good lines of communication.

Qualifications:

1. Demonstrable commitment to working respectfully with people with disabilities.
2. Demonstrable organizational skills in managing a complex workload, including ability to work well with staff, ability to supervise others, including attorneys; oversee financial matters, and implement an agency mission that has multiple programmatic dimensions.
3. Ability and willingness to make decisions and solve problems creatively under pressure.
4. Demonstrable ability to work well with public and private organizations in collaborative ventures.
5. Demonstrable grant-writing, fund-raising, and source accountability capabilities.
6. Demonstrable ability to work with nonprofit, volunteer Board of Directors.
7. Minimum of bachelor's degree and at least five years' experience in a supervisory position in a nonprofit, social services, or advocacy organization.

ROLES AND RESPONSIBILITIES OF THE BOARD

Members of the DRVT Board are aligned with the mission, vision, and values of DRVT, and work on behalf of its best interest including following the duty of loyalty to the organization in their role as members of the Board.

- The Governing Board ensures that the DRVT demonstrates compliance with applicable federal and state laws for P&A's and non-profit organizations.

- The Board of Directors has adopted, and regularly reviews, bylaws and other governance documents that define board member responsibility and activity.
- The Board of Directors is composed of members who share a commitment to the protection of the rights of all people eligible for services as defined by the organization's mission, and has the skills and abilities needed to carry out the mission.
 - The board is inclusive of the diverse cultural, ethnic, racial, and disability diversity in its state.
 - The board membership satisfies the requirements of relevant funding sources.

The Governing Board understands its roles and responsibilities as specified in governance documents. The main responsibilities include:

- It determines the organization's mission and purpose.
- The governing board selects, supports, and annually evaluates the Executive Director's performance, and takes corrective action when the performance is found to be unsatisfactory.
- It takes all steps necessary to ensure compliance with federal regulations governing P&A's and state or federal regulations governing non-profit organizations where applicable.
- It provides proper financial oversight and ensures legal and ethical accountability.
- It provides proper programmatic oversight, transparency and accountability and ensures that there are adequate financial and human resources available to adequately work toward achieving the mission.
- It determines and strengthens the organization's programs and services and ensures effective organizational planning including both priority setting and strategic planning.
- It develops and approves policies to ensure compliance with state and federal laws and regulations.
- It ensures that there is adequate guidance for the management and oversight of the organization.
- It ensures that the P&A has the capacity to perform the core functions of a P&A as described in the NDRN membership agreement.

GRANT PRIORITIES

The governing board adopts the annual priorities and participates in organizational planning and priority setting with the help of stakeholders and public input that reflects the needs of individuals with disabilities across the state and ensures client direction.

- It obtains significant public input and advisory council recommendations in setting priorities.
- It actively seeks input to identify the needs of the disability community including unserved and underserved communities.
- It ensures that program development and goal setting reflect the input of those in need of services.
- It adopts the annual goals and priorities for the system. Goals and priorities are accompanied by quantifiable performance measures associated with the outcomes.

PAIMI PRIORITY PROCESS

Annual priorities for the PAIMI grant are drafted by the PAIMI Advisory Council. The PAIMI Advisory Council advises DRVT on priorities to be carried out in Protecting and Advocating the Rights of People with Mental Illness. (PAIMI Grant).

- The Council develops its recommendations for PAIMI priorities for the Governing Board.
- The Council works jointly with the Governing Board to develop DRVT PAIMI priorities.
- DRVT provides the PAIMI Advisory Council with its goals, priorities, advocacy activities, and budgets.
- The PAIMI Advisory Council has a mechanism to gather information and feedback from individuals with mental illness.
- The PAIMI Advisory Council presents the annual PAIMI priorities at the Board of Governor's annual meeting for approval.

PADD AND PAIR PRIORITY PROCESS

Drafted yearly with input from DRVT and DLP staff, Board, the public and other agencies knowledgeable on issues effecting people with disabilities. Priorities are presented annually to the Board of Directors at the June board meeting for approval. Priorities are then published for public comment and adopted at the annual board meeting.

FISCAL OVERVIEW

The governing board provides fiscal oversight and accountability and ensures the use of sound financial practices. Fiscal overview is provided by the Budget and Finance committee of the Board of Directors as outlined in Article 7, Section 7.4 of the Board of Director Bylaws.

The Board fulfills fiscal overview of the agency with the following responsibilities:

- It ensures the allocation of financial resources is based on a formal budget and is consistent with program mission, values, and priorities.
- It ensures that DRVT uses Generally Accepted Accounting Principles (GAAP) in all appropriate accounting and financial reporting. It ensures the DRVT follows federal guidelines required by each funding agency.
- It ensures that DRVT follows all applicable OMB Circulars.
- It retains external independent auditors, commissions an annual **single** audit, and carefully reviews the audit findings.

HIRING AND EVALUATING THE EXECUTIVE DIRECTOR

HIRING PROCESS

In the event of an anticipated vacancy of the Executive Director Position the Board will look to the succession plan developed by the Planning Committee of the Board.

In the event of an unanticipated vacancy of the Executive Director Position the Executive Committee of the Board will appoint an interim director.

EVALUATING THE EXECUTIVE DIRECTOR

It is the policy of the DRVT Board to evaluate the executive director every year. The evaluation should and can vary along a spectrum of strategies determined by the Executive Committee.

1. The director writes a self-evaluation and provides a list of activities undergone the previous year.
2. An interview of the ED from an appointed member of the DRVT Budget and Finance Committee who then presents a recommendation to the Executive Committee and then writes up a formal evaluation for the DRVT Board of Directors.
3. The B&F committee distributes a questionnaire to the Board and Staff to evaluate the ED. The Committee then writes up a formal evaluation for the DRVT Executive Committee.
4. A 360 evaluation in which DRVT staff, DRVT Board and Community Partner Agencies are asked for input based on a uniform questionnaire drafted by the Executive Committee. The ED writes a self-evaluation and presents a description of the year's activities. The Executive Committee meets to discuss and then writes up a formal evaluation for the DRVT Board of Directors. These 360 evaluations will take place at least every four years.

GRIEVANCE REVIEW

All DRVT grievances are handled by the Executive Director. It is the responsibility of the ED to keep the Board informed of all grievances filed with the agency.

A grievance may be appealed for any reason within a month after receiving the decision, by giving oral or written notice to the Executive Director. Appeals are examined by the Executive Committee of the Board of Directors. The Committee acts within its own discretion on details of processing an appeal, but usually witnesses and appellant are re-interviewed. The appeals process is expected to be completed within a month, with a written reply to the appellant. The Executive Director shall keep the appellant informed of the Committee's progress.

Any allegations of a conflict of interest shall be referred to the Executive Committee.

DRVT BOARD BYLAWS

Adopted at Annual Meeting--Sept 27, 1994

Revised at Board Meeting--November 28, 1995

Revised at Board Meeting – December 14, 1998

Revised at Board Meeting – October 18, 2000

Revised at Board Meeting – May 8, 2001

Revised at Board Meeting - September 10, 2003

Revised at Board Meeting – June 13, 2018

Revised at Board Meeting – March 11, 2020

Revised at Board Meeting – June 13, 2023

Revised at Board Meeting – March 13, 2024

ARTICLE I – NAME

- 1.1 The name of the Corporation shall be Disability Rights Vermont, Inc.

ARTICLE II – PURPOSES

- 2.1 The purpose of this organization is to protect and advocate for the rights of Vermonters with disabilities.
- 2.2 This Corporation shall be a non-profit Corporation organized under Title 11, Chapter 19, of the Vermont Statutes Annotated.
- 2.3 This Corporation shall be empowered to accept financial or other forms of support donated or otherwise made available from agencies of the Federal Government, or from State or Local Governments, or from corporations, trusts, partnerships, or other persons in order to carry out the purpose of said corporation.
- 2.4 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be

authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the above Article. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from the Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE III – SCOPE

- 3.1 The Corporation may hire staff and enter into contracts with individuals, agencies or other corporations in order to carry out the activities of the Corporation and/or to provide protection and advocacy services to eligible persons, subject to the following: The protection and advocacy services to be provided to eligible persons must include legal representation in civil and administrative matters.
 - a) Protection and advocacy services may also include legislative advocacy, delivery of public information and training materials on the rights and needs of eligible persons and lay advocacy and other appropriate remedies which ensure the protection of the rights of eligible persons.

ARTICLE IV - BOARD OF DIRECTORS

- 4.1 General Powers. The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors and the officers of the corporation, who may also be directors, shall be elected by the Board at the annual membership meeting.
- 4.2 Number and Qualifications of Directors. There shall be between fifteen (15) and eighteen (18) Directors. Fifty-one percent of the Directors shall be persons who are eligible for the organization's services, or their immediate family members. Directors shall be selected who broadly represent the DRVT constituency, or who are knowledgeable about the needs of the clients served by the DRVT system and shall include representation of individuals with mental illness and people with disabilities who are, or who have been eligible for DRVT services. The Chair, or in the event of Co-Chairs, a Co-Chair designated by the PAIMI Advisory Council, shall automatically become a member of the Board of Directors of Disability Rights Vermont, Inc. for the duration of their term. The Directors shall strive for representation of all eligible populations, ethnic and geographic diversity, diversity of age and sex, and independence from agencies providing services to eligible persons as defined in the conflict-of-interest policy. Reasonable Accommodations shall be made to insure full participation of all directors.

- 4.3 Terms. The terms of board members shall be staggered and for 4 years except that any member appointed to fill a vacancy for an unexpired term shall serve for the remainder of the term. Members are limited to 3 consecutive terms and may not be reappointed to the governing board during the 1-year period beginning on the date which their last consecutive 4-year term expired.
- 4.4 At its discretion, the DRVT Board has offered the Vermont Developmental Disabilities Council (VTDDC) and the UVM Center on Disability and Community Inclusion (CDCI - Vermont's University Center for Excellence in Developmental Disabilities, Education, Research and Service) the courtesy of voting participation on the DRVT Board of Directors. As long as that courtesy is offered by the Board, the Directors of these agencies may appoint their representatives who will not be subject to term limits.
- 4.5 Vacancies. Vacancies in the Board of Directors: can be filled by people recommended by the Nominating Committee and each person recommended shall be a Director until he/she is elected by the Board of Directors at the next Board meeting.
- 4.6 Removal. A Director may be removed by a vote of two-thirds (2/3) of the Directors at any regular or special meeting called for that purpose. Any Director proposed to be removed by the Board shall be entitled to fourteen (14) days written notice and to an opportunity to appear before and be heard by the Board of Directors at such meeting.
- 4.7 Resignation of Directors. Any Director may resign from the corporation by delivering a written resignation to the President or Secretary of the corporation. Any Director who fails or neglects to attend three (3) consecutive Board meetings without contacting DRVT shall be deemed to have resigned. Said failure of attendance shall be confirmed by a vote of the Directors and said absentee Director shall be sent a written confirmation of his/her resignation. A Director will not be deemed to have resigned if meetings have been missed for health reasons, and explanation has been provided. If a Director resigns for health reasons, the 1-year waiting period in 4.3 above does not apply unless this Director is in a third term.
- 4.8 Compensation of Directors. Directors shall not receive any salary for their services. Directors may receive reimbursement for reasonable expenses incurred in carrying out their obligations as Directors, upon approval by the Board of Directors. Reasonable expenses include transportation costs, parking, meals, hotel costs, per diem expenses, stipends or subsistence allowances, and the cost of day care or childcare for their dependents with mental illness or developmental disabilities.
- 4.9 Income of the Corporation. All income and earnings of the corporation shall be used exclusively for corporate purposes, and no part of the net income or net earnings of the corporation shall inure to the benefit of or profit of any private individual, firm, corporation, partnership, or association.

ARTICLE V - MEETINGS OF THE BOARD

- 5.1 Regular Meetings. Regular meetings of the Board of Directors shall be held upon written notice to the Directors by the Secretary at least fourteen (14) days prior to the date of the meeting.
- 5.2 Special Meetings. Special meetings of the Board of Directors shall be held upon the call of the President or shall be called when requested in writing by three (3) members of the Board of Directors.
- 5.3 Waiver. Attendance of a Director at a meeting constitutes a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- 5.4 Quorum. A majority of the members of the Board then in office, or a majority of the members of a committee thereof, constitutes a quorum for the transaction of business. A vote of the majority of members who are present at a meeting at which a quorum is present constitutes the action of the Board or of the committee.
- 5.5 Annual meeting. There shall be an annual meeting of the Corporation at which Directors and Officers of the Corporation shall be elected by the Directors. The annual meeting shall be held in September of each year unless otherwise determined by the Board. At the Annual Meeting of the Board, the Board shall elect Directors and Officers to hold office for the term as set forth in these Bylaws. The Directors shall be chosen in a manner consistent with Federal and State Law.
- 5.6 Voting between Meetings. Any vote which might legally be taken by the Board at any meeting may also be taken at vote of the Directors between meetings, provided that such vote must be documented, in writing, and adopted by a full majority of all the Directors then in office.
- 5.7 Open Meetings. As a federally funded agency responsible to the citizens of Vermont, the meetings of Disability Rights Vermont, Inc's. Board of Directors are open to the public. The Chair may allow limited public input, as appropriate. The Board may go into Executive Session for specified reasons which must be recorded in the minutes. The anticipation of controversy should not be used, by itself, as justification for Executive Session.
- 5.8 Telephonic Meetings. A quorum of the Board of Directors may participate in a meeting by means of a conference telephone call or use of other communications equipment, provided that all Directors participating in such a meeting can communicate with each other. Such participation shall constitute presence in person at a meeting. All the provisions of these By-Laws pertaining to meeting procedure shall apply to such meetings.

ARTICLE VI – OFFICERS

- 6.1 Officers. The officers of this Corporation will be a President, Vice President, Secretary, Treasurer, and any other officers as established by the Board of Directors from time to time. Any two (2) or more offices may be held by the same person except the offices of President and Secretary.
- 6.2 Election of Officers. The officers of the Corporation shall be elected at the regular Annual Meeting of the Board of Directors. The term of the officers elected shall commence at the end of the annual meeting and shall be for one year from the commencement of the term. If the election of officers shall not be held at the annual meeting, such election shall be held as soon thereafter as possible. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and qualified, as provided herein.
- 6.3 Removal. Any officer elected or appointed by the Board of Directors may be removed, with or without cause, by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby.
- 6.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, must be filled by the Board of Directors for the unexpired portion of the term.
- 6.5 President. The President shall be the principal officer of the Corporation, shall preside at all meetings of the Board of Directors, and may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed. In general, the President shall perform all duties incident to office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- 6.6 Vice President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the president. The Vice President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.
- 6.7 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; be responsible for preparation of financial statements; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of

Directors, the Treasurer shall give a bond, payable by P&A for the faithful discharge of his/her duties in such sum and with such sureties as the Board of Directors shall determine. The Treasurer will serve as Chair of the Budget and Finance Committee.

- 6.8 Secretary. The Secretary shall assure that minutes of the meetings of the Board of Directors are kept in one (1) or more books provided for that purpose; see that all notices are duly given in accordance with the provision of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents as required by law, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of the Bylaws for the authority of the Board of Directors which shall be furnished to the Secretary by such members; and in general perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to her/him by the President or by the Board of Directors.

ARTICLE VII – COMMITTEES

- 7.1 Committees. The Board of Directors may establish one or more committees. The members of any such committee shall serve at the pleasure of the Board. Such committees shall advise with and aid the officers of the corporation in all matters designated by the Board of Directors. All standing committee members shall be directors in good standing. The members of any committee shall not receive any salary for their services as such. Each Committee must make at least an Annual Report to the Board, preferably at the Annual Meeting.
- 7.2 Executive Committee. The Executive Committee shall be comprised of the officers of the corporation and one at large member elected by the full board. The purpose of the Executive Committee is to act for the Board on urgent business requiring action that cannot await the next Board meeting. The Committee acts with the full authority of the Board but actions taken by the Executive Committee will be reviewed by the full Board at their next following meeting. It would not be intended that the Executive Committee have regular meetings. The Executive Committee shall also be responsible for reviewing and making recommendations regarding evaluations of the Executive Director and regarding grievances brought by clients of DRVT against DRVT or its subcontractors.
- 7.3 The Planning Committee. The Planning Committee is responsible for developing the agency's short and long-range plans and presenting them to the full Board for consideration. It is also responsible for evaluating the agency's structures and programs, recommending changes as needed to ensure that the goals and objectives of the agency are met. The Planning Committee will make recommendations to the Board of Directors for annual program priorities to be adopted at the annual meeting of the Board of Directors. Recommendations for annual

program priorities will be developed in collaboration with the PAIMI Advisory Council, taking into consideration the priorities proposed by the PAIMI Advisory Council and information from other sources. The Planning Committee shall elect a Chairperson.

- 7.4 Budget and Finance Committee. The Budget and Finance Committee is responsible for reviewing the rationale for spending, assuring that controls are in place to protect the financial integrity of the organization, advise on investment policy for restricted funds, review financial statements, advise on budget development and monitoring. It will also review the audited financial statements of the corporation and meet with the external auditors to review their findings. The Committee is responsible for reviewing agency personnel policies, benefit programs and salary schedules. The Committee is responsible for compiling evaluation materials pertaining to the annual evaluation of the Executive Director and delivering those materials and responses to the Executive Committee. The Treasurer of the corporation will be the Chair of the Budget and Finance Committee.
- 7.5 Nominating Committee. The Nominating Committee shall be comprised of at least three (3) Directors who are appointed by the President at the first meeting following the annual meeting. The Nominating Committee shall be responsible for identifying and recruiting individuals who can contribute to the policy-making functions of the Board of Directors. Not more than thirty (30) days prior to the annual meeting of the members, the Nominating Committee shall submit a slate of (A) successors to the members of the Board whose terms expire at the time of such meeting, (B) successors to vacancies existing on the Board of Directors, and C) Officers of the Board. The President shall not be an ex-officio member of this Committee.
- 7.6 Ad Hoc Committees. The Board may establish Ad Hoc committees from time to time and shall carry out the duties as specifically pertaining to their establishment and may include non-board members. Examples could include issues such as fundraising & research into specific ideas of board interest.

ARTICLE VIII - PAIMI ADVISORY COUNCIL

- 8.1 PAIMI Advisory Council: The Directors shall establish a PAIMI Advisory Council which shall:
 1. Provide independent advice and recommendations to the organization; and
 2. Work jointly with the Board of Directors on the development of policies and priorities to be carried out in protecting and advocating for the PAIMI eligible population; and
 3. Submit a section of the organization's annual report describing the Council's activities and assessing the operations of the PAIMI program.

The Council shall be established as required by the federal PAIMI statute and regulations. Members of the Advisory Council shall be elected by the existing membership of the Council, subject to the approval of the Board of Directors. In electing members to the Council, the requirements of the authorizing legislation and regulations must be followed, as well as the recommendation to promote diversity of membership (ethnicity, age, gender, sexual orientation, geography, disability characteristics, expertise, etc.) The Advisory Council may, subject to the approval of the Board, draft by-laws, prescribe rules and regulations for the call and conduct of meetings of the Council and other matters relating to its procedure. The Chair, elected by the Council membership, shall automatically become a member of the Board of Directors of Disability Rights Vermont, Inc. for the duration of their term, subject to the limitations of section 4.3 of these by-laws, and the PAIMI statute and regulations. In the event the Chair is unable to attend a meeting of the Board of Directors, the elected Vice Chair, or another officer, or designated person, shall attend to provide the report of the Council, but shall have no voting privilege on the Board.

ARTICLE IX – ACCESSIBILITY

- 9.1 Accessibility. All offices and materials of the corporation or their subcontractors shall be accessible to persons with disabilities. All activities and programs of the corporation and all meetings and activities of the corporation shall be conducted in accessible facilities.

ARTICLE X - CONFLICTS OF INTEREST

- 10.1 All Members of the Board of Directors, its employees, and its subcontractors enter into participation with P&A intending to serve the public and to further the mission of the organization. Further, for the Board of Directors to be free to make reasoned judgments concerning the advocacy they are mandated to make, persons shall make full disclosure of any possible conflict, at the time of their nomination and election to the Board and, at the time that such conflict may arise. Persons who are employed in senior policy positions in public organizations which provide services to people with disabilities, or who are involved with public or private organizations, which are engaged in adversarial proceedings against Disability Rights Vermont, Inc., or its clients, on a regular basis shall be excluded from membership on the Board of Directors of Disability Rights Vermont, Inc. Board members who had been elected prior to the adoption of this Section, and who would be excluded by its provisions, will be allowed to serve until their terms normally expire. Persons engaged in senior policy

development positions of advocacy organizations are exempt from being excluded from the Board.

- 10.2 Board members are expected to be objective and fair. They must not be in pursuit of financial or personal gain by virtue of their membership on the Board. They may not create even the appearance of realizing financial or personal gain for themselves, their family, their employer, or business.
- 10.3 Board members shall not engage in any activity that might reasonably be interpreted by the public as adversely affecting the performance of their duties as Board members.
- 10.4 The following actions are prohibited. No Board member shall:
 1. Participate in the discussion, selection, or award, or influence a decision or vote, regarding a grant or contract, in which a Board member has a conflict of interest; and
 2. Accept anything of value (e.g. money, service, gift, travel, entertainment, promise, etc.) from a grantee or contractor, or one who might wish to become a grantee or contractor in the future; and
 3. Use the organization to sell goods or services; and
 4. Represent their opinion as that of Disability Rights Vermont Inc.; and
 5. Use Disability Rights Vermont, Inc., related to their election to public office.
- 10.5 Any Board member who finds that a real or potential conflict may exist, must in relation to the matter:
 1. Recuse from participating while the details of the issue, or organization, are being developed, or discussed; and
 2. Recuse from participating in the discussion, screening or selection process for grants or contracts; and
 3. Recuse from voting on funding discussions; and
 4. Recuse from participating in contract negotiations, administration, or evaluation of grants or contracts.
- 10.6 Persons who frequently find themselves in a real, potential, or perceived conflict of interest, but who have a desire to continue in service to Disability Rights Vermont, Inc. should retire from the Board and seek membership as a non-Board member of a standing committee.
- 10.7 In the event an issue is presented to the Board of Directors which involves a potential conflict of interest between the corporation and a member of the Board, or an organization represented on

the Board, the Board by a two thirds (2/3) vote of those present, may disqualify the member from participating or voting on the matter.

ARTICLE XI - INDEMNIFICATION OF OFFICERS AND DIRECTORS

- 11.1 Any Director or Officer shall not be held personally liable for damages resulting from:
- a. any act or omission within the scope of the person's official functions or duties which is done in good faith, unless it constitutes gross negligence or an intentional tort; however, this subsection shall not protect a person from liability for damages which result from the operation of a motor vehicle; or,
 - b. any act or omission of another Director or Officer or employee of the Corporation.

A Director or Officer shall be indemnified to the fullest extent permitted by law against all damages, attorneys' fees and costs reasonably incurred by her/him in connection with 11.1 (a) and (b).

- 11.2 The corporation shall purchase and maintain insurance, provided the Board approves, on behalf of any person who is or was a Director, Officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or other agent of another organization in which it has an interest, against any liability incurred by him/her in any such capacity, or arising out of her/his status as such, whether or not the Corporation would have the power or obligation to indemnify her/him against such liability.

ARTICLE XII - RULES OF ORDER

- 12.1 Rules of Order. All meetings of the corporation and of the Board of Directors shall be conducted in accordance with Robert's Rules of Order for Deliberative Assemblies, except where in conflict with Vermont law, or the corporation's Bylaws or Articles of Incorporation..

ARTICLE XIII - NON-DISCRIMINATION

- 13.1 The Corporation and its subcontractors shall not discriminate on the basis of disability, race, sex, age, religion, national origin, sexual orientation, or weight.

ARTICLE XIV - FISCAL YEAR

- 14.1 The Fiscal Year of the Corporation shall be October 1-September 30.

ARTICLE XV - AMENDMENT OF BY-LAWS

- 15.1 The Bylaws may be amended by vote of a majority of the Board of Directors present and voting and at which a quorum is present, provided that notice of such proposed amendment, and an explanation of its need must be given in writing at the call of such meeting.

ARTICLE XVI – DISSOLUTION

- 16.1 Dissolution of the Corporation shall be as outlined in 11 V.S.A. SS 2061 et seq.
- 16.2 Unless prohibited by federal or state law, all property of the Corporation shall, on dissolution, be contributed to a nonprofit, tax exempt corporation with a similar purpose to that of Disability Rights Vermont, Inc.

WHAT TO EXPECT AT A MEETING

SETTING OF THE AGENDA

The President of the Board shall work with the ED in setting the agenda for DRVT Board meetings. Time is allotted during Board Meetings for Board member agenda item requests.

BOARD PACKETS

Board packets shall be mailed to all Board members a week before the next scheduled meeting. Board Packets will include an agenda, board minutes from the previous meeting, financials, and committee notes.

QUARTERLY MEETING PRESENTATIONS

STAFF PRESENTATIONS

To ensure a full view of agency activities individual DRVT staff will present on their area of work when invited by the Board.

NEW PROGRAM PRESENTATIONS

To ensure a full view of agency activities DRVT staff will present on new programs developed with new or existing funding.

EXECUTIVE DIRECTOR REPORT

The Executive Director will present regular updates that will include systemic advocacy done by the agency.

DISABILITY LAW PROJECT REPORT

The Disability Law project as a subcontractor of DRVT will present program work at all Board meetings to fulfill in part the oversight of the contract.

PAIMI COUNCIL & COMMITTEE PRESENTATIONS

The Chair of the PAIMI Council will present a PAIMI council report of activities to the Board.

The committees of the board will present a report of activities to the full Board.

ROUND TABLE DISCUSSIONS

At the beginning of every board meeting a period of time will be set aside for Board members to discuss individual areas of interest relating to disability issues. This is an opportunity for the director to hear from Board members about areas of interest in the disability community.

ANNUAL MEETING

BOARD ELECTIONS

Every year the DRVT Board at the annual September meeting will elect officers to oversee the work of the Board

CONTRACTED SERVICES

Every year the DRVT Board the annual September meeting will give the authority to the ED to renew the terms and conditions of contracted services over \$50,000.

BUDGET APPROVAL

Every year the DRVT Board the annual September meeting will be presented and will vote on the DRVT budget for the upcoming fiscal year.

VOTING ON GRANT PRIORITIES

Every year the DRVT Board the annual September meeting will vote on Priorities for PAIMI, PADD and PAIR programs.

TRAINING

New Board member training will consist of an overview of the Policy and Procedure Manual and the DRVT Board member Power point presentation.

DRVT may support or provide training, including related travel expenses for DRVT Board members to increase knowledge about protection and advocacy issues, to enhance leadership capabilities, or to promote education on matters related to disability.

Decisions concerning the selection of individuals to receive such training shall be made in accordance with DRVT's established policies, procedures and priorities.

DRVT will use no more than 10% of each annual allotment for providing technical assistance and training, including travel expenses for staff, contractors, Board members or its PAIMI Council.

COMPENSATION & STIPEND INFORMATION

MEETING STIPENDS

Board \$65.00

Planning Committee \$35.00

Nominating Committee \$35.00

Budget & Finance \$35.00

REIMBURSEMENT

Mileage Reimbursement = **\$.67/mile** (*driver only*)

Public Transportation reimbursement = **cost of fare**

DRVT will also reimburse board members the registration fees of various trainings, webinars, and conferences in relation to DRVT's missions and priorities. Approval is secured from the Executive Director.

FY24 BOARD MEMBERSHIP LIST

President: Thomas Van Meter

Vice president: Anastasia Douglas

Treasurer: Kirsten Murphy

Secretary: Jesse Suter

Member-at-Large: Deb Charlea Baker

Members:

Daniel Burchard

James Pontbriand

Douglas LaPoint

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