

# Little People of America, Inc. Bylaws

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## LITTLE PEOPLE OF AMERICA, INC.

### BYLAWS

### FORWARD

These Bylaws govern the Little People of America, Inc. Little People of America, Inc., was conceived in Reno, Nevada in 1957, organized in Las Vegas, Nevada in 1960, incorporated as a non-profit corporation in the State of Indiana in 1961, and designated as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 in 1986.

### PREAMBLE

Concerned with the need for people of short stature to become useful members of society through education, employment, and social adjustment, and to focus attention on the fact that the magnitude of any physical limitation is a function of attitude of both the short stature and the average size person, and concerned with the desire to assist in these matters, Little People of America, Inc., has been organized; and to such ends the Bylaws of which this preamble is a part, are herewith in set forth.

### ARTICLE I - NAME

The name of this organization shall be Little People of America, Inc., hereinafter referred to as "LPA."

### ARTICLE II - OBJECT

The object of the Corporation shall be to provide and maintain, within its resources, an organization dedicated exclusively to promoting the highest interest of people of short stature in their medical, vocational, environmental, educational and psychological concerns. Such objectives will include the making of distributions to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"). The Corporation, its Directors, and officers, shall not be empowered to engage in any objectives other than as described above. No substantial part of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence Legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a Corporation, contributions to which are deductible under section 170 of the Code.

### ARTICLE III - PURPOSE

The purpose of LPA is to assist people of short stature with their physical and developmental concerns through medical, environmental, educational, vocational, and parental guidance. Our

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members will provide peer support and personal example to all those who reach out to LPA. By networking with national and international growth related and genetic support groups, LPA will enhance knowledge and support short stature individuals

## ARTICLE IV - HEADQUARTERS

A National Headquarters shall be established for the purpose of administering the daily business of LPA. The Board of Directors shall determine the location of the National Headquarters.

## ARTICLE V - MEMBERSHIP

### SECTION 1 - ELIGIBILITY

Any person shall be eligible for membership in LPA provided he/she is of good character and, in presenting an application, can show satisfactory evidence that he/she:

- A. Is an individual with dwarfism or medical condition causing short stature (a “Little Person”). It is not necessary to have a concrete diagnosis by a medical doctor as many dwarfism types are hard to identify or the individual may not have had access to medical care. LPA defines ‘dwarfism’ as a medical condition that usually results in an adult height of 4’10” or shorter, among both men and women.
- B. Is an average-sized relative of a member.
- C. Is an average-sized person who is a supporter of LPA.

### SECTION 2 - ADMISSION

Admission to membership will be made after compliance with Article V, Section 1, and after properly executing an application for membership and payment of dues, or submission of membership application for the “Friends and Family Membership” Classification. Admission to membership for Supporting members will be made after compliance with Article V, Section 1, and through a District Director or member of the Board of Directors (“Board Member”).

### SECTION 3 - CLASSIFICATION

There shall be five (5) classes of members in LPA:

- A. Regular members shall be properly admitted members of all ages, average-height or Little People.
- B. Life members shall be properly admitted short stature or average size person. The applicant will then be entitled to permanent membership without further payment of dues.
- C. Honorary Life members are those individuals who have contributed in an outstanding way, on a national basis to LPA. They need not be Little People but

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must receive three-fourths approval of the Board of Directors, and no more than one per year may be so designated.

- D. Supporting members shall be properly admitted average-sized persons who are not relatives of a little person and are supporters of LPA. An example of a Supporting Member would be a member of the Medical Advisory Board.
- E. Friends and Family Members are properly admitted short stature or average size persons, or medical professionals, who have chosen the “Friends and Family Membership” option for inclusion in the LPA Community. Friends and Family Members are not able to vote, hold office, or receive LPA mailings by USPS mail.

### **SECTION 4 - OBLIGATIONS AND DUTIES OF MEMBERS**

In order to insure continuance of LPA on the highest level, members of all classes shall do the following:

- A. Update membership application and pay all dues on time as required for the membership classification option chosen.
- B. Endeavor to attend all local meetings whenever possible.
- C. Endeavor to attend and support other district and national meetings.
- D. Exercise their obligation to vote in all elections.
- E. Accept the vote of the majority and give support to the wishes of the majority.
- F. Respect the chairpersons of all meetings and be properly recognized before speaking.
- G. Be loyal to the organization and its members.
- H. Voice any disagreements and complaints to the proper Board Member or officer or in open meeting, keeping in mind constantly the good of the individual members and the organization.
- I. Agree to abide by the Bylaws of LPA with no recourse against LPA, any Board Member, officer, or member thereof.

### **SECTION 5 - VOTING**

Regular, Life, Honorary Life, and Supporting shall constitute the voting members of LPA for general business purposes. A member must be 18 or over to vote. Members with the Friends and Family Membership option are not eligible to vote or hold office.

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## SECTION 6 - INTERNATIONAL MEMBERSHIP

Any non-resident or non-citizen of the United States may be eligible for membership in LPA, provided he/she is of good character and in presenting an application can show satisfactory evidence that he/she is within one of the three categories listed in Article V, Section 1.

An International Member:

- A. Will be obligated to pay all dues on time.
- B. May not vote in Chapter, District, or National Meeting.
- C. Is not obligated to attend Chapter, District, or National Meetings.
- D. Will not belong to a district of LPA, and will address inquiries to the International Liaison.

## SECTION 7 - MEMBERSHIP DATABASE SECURITY

The Board of Directors shall be responsible for the security and usage of the LPA Membership database.

## ARTICLE VI - BOARD OF DIRECTORS

### SECTION 1 - MEMBERSHIP

The Board of Directors shall consist of eleven members (each a “Board Member”), which shall be as follows:

- A. President
- B. Senior Vice President
- C. Finance Director
- D. Membership Director
- E. Programs Director
- F. Public Relations Director
- G. Advocacy Director
- H. Development Director
- I. Eastern Regional At-Large Representative
- J. Central Regional At-Large Representative

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## K. Western Regional At-Large Representative

The Eastern Regional At-Large Representative, Central Regional At-Large Representative and Western Regional At-Large Representative are sometimes referred to collectively as the “Regional Representatives.”

Board Members shall be LPA members who have been in good standing for the 3 years immediately prior to the election. The Board of Directors shall vote on matters brought before the Board, except for the President who shall vote in the case of a tie or if needed to make a quorum.

## SECTION 2 - GENERAL DUTIES

The Board of Directors shall be the governing body and have supervision over the property and affairs of LPA, and may perform such acts and make such rules, regulations, rulings, decisions, and alter, amend, or repeal same, consistent with the Articles of Incorporation, and or By Laws and not repugnant thereto as may be necessary and proper to carry on the business and promote the interest of LPA. In any and/all cases where problems and/or questions cannot be settled or agreed upon, passed, or approved at a general membership meeting, then they shall be taken up at the next meeting of the Board of Directors and acted upon. The Board's decision shall be final and binding as the governing body of LPA.

The Board of Directors shall:

- A. Do such acts and perform such duties as shall be specified in these Bylaws.
- B. Be voting members on the Board of Directors.
- C. Appoint standing Committee Chairpersons. Consideration will be given to applicants for committees who have combined qualifications that reflect leadership skills in regards to the LPA community and professional and/or relevant community service experience.
- D. Shall be available as a general resource to all standing Committees
- E. Follow policies as directed by the Board of Directors, maintain confidentiality of personal and financial information.
- F. Appoint members to represent LPA in organizations or programs that advance the interests of the dwarfism community.
- G. Have authority to appoint assistants or task groups where needed to help in fulfilling their duties. The assistants and task groups will be selected by the President or individual Directors for whom assistance is being provided.

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## SECTION 3 - ELECTION

- A. Elections of the members of the Board of Directors will be staggered, beginning in 2017, as described in sections G & H.
- B. The President and Senior Vice President must have been an active eligible voting member for four membership years and have served in an elected or appointed position at the national, district or chapter level for at least two membership years.
- C. Directors must have been active eligible voting members for three membership years.
- D. Candidates shall make their intent of running for a position on the Board of Directors known 120 days prior to a national election, by notifying the Voting/Election Committee or President in writing.
- E. Candidate is not required to be a person of short stature.
- F. Voting shall be by the membership. The Board of Directors will vote in the case of a tie. The candidate who receives the most popular votes shall be elected. Mail-in ballots will be used. Electronic balloting may be used if the Board of Directors obtains or identifies an acceptable and secure system, and non-profit laws allow electronic balloting.
- G. In 2017, the terms of the three current Regional Representatives will be extended for one year. The President, Senior Vice President, Finance Director and Membership Director will be elected to three-year terms. They will be elected every third year thereafter, forward from 2020. The Programs Director, Development Director, Advocacy Director and Public Relations Director will be elected to two-year terms. They will be elected every third year thereafter, forward from 2019.
- H. In 2018, the Eastern Regional At-Large Representative, Central Regional At-Large Representative and Western Regional At-Large Representative will be elected to three-year terms. They will be elected every third year thereafter, forward from 2021.
- I. The Regional Representatives shall be voted on only by their regional membership as noted in Article VI, Section 5; I, J, K.
- J. Regional Representatives do not need to have prior chapter or district experience, however they must have an interest in serving the national organization and preferably some demonstrated skills to bring to the job and Board of Directors.

## SECTION 4 - ORDER OF SUCCESSION

The order of succession to the President, in the case of a vacancy, is as follows:

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- A. The Senior Vice President shall succeed the President until a new President is elected in accordance with Article VI, Section 3.
- B. In the event a vacancy occurs concurrently with both the President and the Senior Vice President, the Vice President of Finance shall succeed the President until a new President is elected in accordance with Article VI, Section 3.

In all other cases of vacancy, the Board of Directors shall appoint an interim Board Member to fill such vacant position. Such interim Board Member shall remain until a new Board Member is elected in accordance with Article VI, Section 3.

### SECTION 5 - SPECIFIC DUTIES OF THE BOARD OF DIRECTORS

Board Members shall be expected to attend all Board Meetings whether by phone or in person.

The Board of Directors cannot make a decision that financially impacts chapters and districts without the consent of a majority of the Council of District Directors (as that term is defined in Article VIII, Section 1). Such decisions shall be voted on at a meeting with the Council of District Directors in which a majority of the District Directors are present.

The following are the duties of each of the Board Members of LPA:

- A. President
  - 1. Shall preside at all national meetings of the members, meetings of the Board of Directors.
  - 2. Shall appoint all temporary committees.
  - 3. Shall assist the Programs Director with all committees and communications, which involve confidential personal and financial information. She/He will assist with Grants and Loans awarded by Little People of America, Inc.
  - 4. Shall recruit Committee Chairpersons for all standing Committees and bring recommendations to the Board of Directors for approval.
  - 5. Shall oversee the following Committees: Bylaws and Policy, Executive, and Personnel, and any Committee not specifically assigned to another Director or Vice President.
  - 6. Shall be the District Director coordinator and be responsible for encouraging and providing support to all Districts and District Directors.
- B. Senior Vice President
  - 1. Shall, in the absence of the President at meetings, assume the duties of the President.

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2. Shall be chapter coordinator and be responsible for encouraging and establishing new chapters in appropriate areas.
3. Shall oversee responsibilities as assigned by the President.
4. Shall assist District Directors with the development of local membership not served by chapters.
5. Shall oversee the Employment and Historian Committees.

### C. Finance Director

1. Shall review and make recommendations to the Board of Directors on all investment decisions and strategies as defined by the Finance Committee.
2. Shall establish and maintain guidelines for approval by the Board of Directors for safeguarding of assets.
3. Shall define, implement and monitor all internal financial controls of LPA Inc.
4. Shall review with other members of the Board of Directors and respond to recommendations made by the Finance Committee.
5. Shall make recommendations to the Board of Directors on the allocation of funds for all grants and loans awarded by LPA.
6. Shall oversee the Finance Committee.

### D. Membership Director

1. Shall be responsible for overseeing the development and maintenance of programs that meet the concerns of the members.
2. Shall oversee the following Committees: Membership, Parent, Young Adult, Teen, Older Adults, International and Information Technology.
3. Shall be responsible for overseeing the database and staff, contractors, and volunteers with access to the database.

### E. Programs Director

1. Shall meet the specialized needs of the dwarfism community population through grant and loan programs.
2. Shall oversee the programs that allocate funds to applicants in the short stature community.



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3. Develop further programs deemed necessary and beneficial to the membership and general dwarfism community.
4. Shall oversee the Adoption Committee.

### F. Public Relations Director

1. Shall inform and educate the public about LPA and our concerns.
2. Shall be responsible for coordinating and managing those activities dealing with public relations and publicity for the organization.
3. Shall oversee those committees that deal with the media and public relations and the Outreach Committees.
4. Shall be responsible for working with the LPA Today editor and supervise activity.

### G. Advocacy Director

1. Shall inform and educate the disability community about LPA and our concerns.
2. Shall represent LPA at disability awareness meetings and with disability organizations.
3. The Advocacy Director will cover all aspects of advocacy – participating with the disability community, medical advocacy with health insurance issues, employment advocacy, school advocacy, and other areas that may impact the dwarfism community.
4. Shall oversee the Advocacy Committee.

### H. Development Director

1. Shall work with the Board of Directors and LPA Staff on identifying fundraising goals.
2. Shall be responsible for research and application for applicable grants and granting programs on behalf of LPA.
3. Shall oversee the Fundraising Committee.

### I. Eastern Regional At-Large Representative

1. Shall be a member of, a representative of, and liaison for Districts 1, 2, 3, 4, 5, and 13.

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2. Shall be involved in, or lead, any special projects, committee positions or needs as voted on or identified by the Board of Directors.

### J. Central Regional At-Large Representative

1. Shall be a member of, a representative of, and liaison for Districts 6, 7, 8, and 9.
2. Shall be involved in, or lead, any special projects, committee positions or needs as voted on or identified by the Board of Directors.

### K. Western Regional At-Large Representative

1. Shall be a member of, representative of, and liaison for Districts. 10, 11 and 12.
2. Shall be involved in, or lead, any special projects, committee positions or needs as voted on or identified by the Board of Directors.

## SECTION 6 - TERM OF OFFICE

Board Members shall serve no more than two (2) consecutive full terms in a specific role on the Board of Directors. Members may hold more than one office on the Board of Directors, consecutively or at different times in their life.

## SECTION 7 - MEETINGS AND QUORUM

Meetings of the Board of Directors shall be held at the National Conference, by teleconference by phone or email in accordance with current non-profit laws. In the event a member of the Board of Directors is unable to attend board meetings, he/she may delegate, with the approval of the President, an eligible voting member to serve in their capacity as a proxy during the board meetings. For Regional Representatives, the delegate must be from his/her area of representation to serve in their capacity as a proxy during the board meetings. This person must have served or is currently serving in a Chapter or District office.

A simple majority of the whole Board of Directors shall be necessary to constitute a quorum thereof, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

## SECTION 8 - ACTS WITHOUT A MEETING

The Board of Directors may perform any or all of its acts or duties by mail, electronic media, or telephone without the necessity of a personal meeting, in accordance with the governing non-profit laws.

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## SECTION 9 - RESIGNATION AND REMOVAL

- A. Resignation. A Board Member may resign effective upon giving written notice to the majority of the Board Members, unless the notice specifies that the resignation shall be effective at a later time.
- B. Removal.
1. A Board Member who fails to fulfill his or her duties, including failing to attend meetings or failing to fulfill tasks designated by these Bylaws or the Board of Directors, may be removed; *provided*, however, that such removal must be authorized by an affirmative vote of a majority of the Board Members then in office who find that such Board Member failed to fulfill his or her duties.
  2. A Board Member shall be removed if such Board Member is: (i) declared of unsound mind by a final order of court; (ii) convicted of a felony; or (iii) found by a final order or judgment of any court to have breached a duty to the Corporation.
- C. Vacancies. Vacancies shall be filled in accordance with Article VI, Section 4. A vacancy shall be deemed to exist upon the occurrence of the death, resignation, or removal of any Board Member, or if the authorized number of Board Member is increased.

## SECTION 10 - SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

Special meetings of the Board of Directors, for any purpose, may be called at any time by a Board Member, except where such purpose relates to actions to be taken at the National Conference, as provided in these Bylaws. Such special meetings of the Board of Directors must be preceded by notice of at least one (1) week by first-class mail or forty-eight (48) hours' notice given personally or by telephone, electronic mail, facsimile, or other equivalent means of communication. Such notice shall contain the date, time, and place of the meeting.

## SECTION 11 - PARTICIPATION IN MEETINGS BY ELECTRONIC MEANS

Board Members may participate in meetings of the Board of Directors through the use of conference telephone or equivalent communications equipment, so long as Board Members participating in the meeting can simultaneously hear each other during the meeting. Any Board Member, or proxy, participating in a meeting by this means is considered to be present in person at the meeting.

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## **SECTION 12 - COMPENSATION**

No compensation shall be paid for services rendered as a Board Member. However, the Board of Directors may reimburse the expenses of Board Members for their services to the Corporation as the Board of Directors may determine is fair and reasonable.

## **ARTICLE VII - NATIONAL MEETINGS**

### **SECTION 1 - ANNUAL MEETING**

There will be an annual meeting to be held on a national basis.

- A. The selection of the conference and annual meeting sites shall be in accordance with the guidelines, policy and deadlines established by the Conference Management Committee and Board of Directors.
- B. In the event that it becomes necessary during the ensuing year to change the time or place of the National Conference, this change shall be made by the Board of Directors with majority concurrence.
- C. All National Meeting sites that are in a public facility will be fully accessible to people with disabilities.

### **SECTION 2 - SPECIAL MEETINGS OF THE MEMBERSHIP**

Special meetings of members may be called by the President, by majority of the Board of Directors, or by written petition signed by no less than one-tenth (1/10) of all members authorized by the By Laws to vote.

## **ARTICLE VIII - DISTRICTS AND DISTRICT DIRECTORS**

### **SECTION 1 - GEOGRAPHICAL BOUNDARIES**

The United States shall be divided into 13 districts. These districts shall be numbered and composed as follows:

- DISTRICT 1 - CONNECTICUT, MAINE, MASSACHUSETTS, NEW HAMPSHIRE, RHODE ISLAND AND VERMONT
- DISTRICT 2 - NEW JERSEY, NEW YORK AND PENNSYLVANIA
- DISTRICT 3 - DELAWARE, DISTRICT OF COLUMBIA, MARYLAND, NORTH CAROLINA, SOUTH CAROLINA AND VIRGINIA
- DISTRICT 4 - FLORIDA, PUERTO RICO

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- DISTRICT 5 - INDIANA, KENTUCKY, MICHIGAN, OHIO AND WEST VIRGINIA
- DISTRICT 6 - ILLINOIS AND WISCONSIN
- DISTRICT 7 - ARKANSAS, KANSAS, MISSOURI AND OKLAHOMA
- DISTRICT 8 - LOUISIANA AND TEXAS
- DISTRICT 9 - IOWA, MINNESOTA, NEBRASKA, NORTH DAKOTA AND SOUTH DAKOTA
- DISTRICT 10 - ARIZONA, COLORADO, EL PASO COUNTY, TEXAS, NEW MEXICO, UTAH AND WYOMING
- DISTRICT 11 - ALASKA, IDAHO, MONTANA, OREGON AND WASHINGTON
- DISTRICT 12 - CALIFORNIA, NEVADA AND HAWAII
- DISTRICT 13 - ALABAMA, GEORGIA, MISSISSIPPI AND TENNESSEE

Each district will be represented by a director (each, a “District Director”). Collectively, the District Directors shall be referred to as the “Council of District Directors.”

### SECTION 2 - TERM OF OFFICE

The term of office of the District Directors shall commence three months after the district meeting at which they were elected and shall continue for three years. Each district shall elect an assistant director (the “Assistant Director”). Should the District Director resign or decess, the Assistant Director will fill such vacancy for the remainder of the term and immediately appoint a new assistant director (the “Interim Assistant Director”). Such Interim Assistant Director shall serve until the next district meeting of members in that respective district. At that time the district will vote to fill the office of Assistant Director for the rest of the term. Should both the District Director and Assistant Director resign within the same term of office, such vacancies shall be filled by election at the next district meeting of members in that district.

Districts 1, 4, 7 and 10 shall elect their director in 2003. Districts 2, 5, 8, and 11 shall elect their director in 2004. Districts 3, 6, 9, 12, and 13 shall elect their director in 2005. They shall continue in like manner every three years. A District Director shall serve no more than two (2) consecutive full terms.

### SECTION 3 - ELECTION

The District Director, Assistant Director and District Treasurer shall be elected positions. Election by a simple majority vote of those present at a district meeting held between August 1 and December 1 shall determine the elections. At the discretion of the District Director and LPA National Election Committee, a district may choose to conduct the election using mail-in

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ballots. Additional officers may be appointed by the Director, including, but not limited to: Secretary, Parent Coordinator, and Young Adult Coordinator. Electronic balloting may be used if the Board of Directors obtains or identifies an acceptable and secure system, and non-profit laws allow electronic balloting.

## **SECTION 4 - ELIGIBILITY**

The District Director shall have been an active eligible voting member for two membership years. He/she shall have been an active member of the district in which he/she is running for office for one membership year.

## **SECTION 5 - DUTIES OF DIRECTOR**

The District Director shall have the following duties:

- A. Shall have primary responsibility for the continuance of activities in the district and the solicitation of membership.
- B. Shall screen applicants for membership.
- C. Shall appoint all committee chairpersons in the district.
- D. Shall oversee local area chapters and their officers in respect to ongoing activities.
- E. Shall work for the formation of local chapters.
- F. All District Directors are limited to activities within the boundaries of their respective districts with respect to membership and dues.
- G. Shall provide financial reports for the District and Chapters within the District as per the LPA Policy Manual.
- H. Shall train the district director-elect.
- I. Shall assist with the preparation of Form 990 each year by the timely providing the requisite financial information for the district to the Board of Directors, or other person designated by the Board of Directors to prepare the Form 990.
- J. The Council of District Directors (as that term is defined in Article VIII, Section 1) shall meet with the Board of Directors, by phone or in person, at least 2 times per year, at a time and place to be determined by a majority of the Council of District Directors. In addition, during a Council Meeting (as that term is defined in Article VIII, Section 6), a majority of the then-present District Directors may request additional meetings with the Board of Directors to address any specific concerns about any decisions of the Board of Directors.

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- K. District Directors shall continue to receive and/or have access to minutes of all Board of Director meetings. Board of Director meetings are open to the public unless the Board is in a “closed session.”

### SECTION 6 - DISTRICT MEETINGS

The District Director shall be responsible to see that at least one meeting per year shall be held within six months prior to the National Conference. All District Meeting sites that are in a public facility will be fully accessible to people with disabilities. A majority of the Council of District Directors (as that term is defined in Article VIII, Section 1) may call additional meetings of the District Directors (each, a “Council Meeting”) at any time and place of their choosing; *provided that* such Council Meetings must allow for attendance via teleconference or other similar means.

### SECTION 7 - RESIGNATION AND REMOVAL

- A. Resignation. A District Director may resign effective upon giving written notice to the majority of the Board Members, unless the notice specifies that the resignation shall be effective at a later time.
- B. Removal.
1. A District Director who fails to fulfill his or her duties, including failing to attend meetings or failing to fulfill tasks designated by these Bylaws or the Board of Directors, may be removed; *provided*, however, that such removal must be authorized by an affirmative vote of a majority of the Board Members then in office who find that such District Director failed to fulfill his or her duties.
  2. A District Director shall be removed if such District Director is: (i) declared of unsound mind by a final order of court; (ii) convicted of a felony; or (iii) found by a final order or judgment of any court to have breached a duty to the Corporation.
- C. Vacancies. A vacancy shall be deemed to exist upon the occurrence of the death, resignation, or removal of any District Director or Assistant Director, or if the authorized number of District Directors is increased. The Assistant Director will fill the vacancy of its District Director for the remainder of the District Director’s term. The vacancy of the Assistant Director will be filled with appointment by the District Director, and such appointed Assistant Director shall serve until the next district meeting of members in that respective district. At that time, the district will vote to fill the office of Assistant Director for the rest of the term. Should both the District Director and Assistant Director positions become vacant within the term of office, the vacancies shall be filled by election at the next district meeting of members in that respective district.

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## ARTICLE IX - LOCAL CHAPTERS

### SECTION 1 - APPLICATIONS

Applications for local chapters shall be made through the District Director and to the Board of Directors for approval.

### SECTION 2 - FORMATION

Eight eligible voting members may form local chapters upon application.

### SECTION 3 - BOUNDARIES

The Board of Directors shall have authority to issue a charter to one chapter in any one area, county, or group of counties of a district provided evidence is given that there are a sufficient number of members residing in the area. The qualifications and classes of membership in each chapter shall be the same as for LPA as set forth in the Bylaws. All members of each chapter must also be members of LPA.

### SECTION 4 - AUTHORITY OF BOARD OF DIRECTORS

The Board of Directors shall have authority to make rules and regulations for chartering, fixing chapter boundaries, and combining or dissolving chapters.

### SECTION 5 - DISSOLUTION

A chapter may be considered inactive when membership drops below a total of five eligible voting members or the chapter has not met for one year. In the event of dissolution of a chapter by action of the Board of Directors, the membership status of chapter members in good standing will be maintained as members at-large in their district.

### SECTION 6 - BYLAWS

Each chapter chartered by LPA shall adopt such Bylaws for its operation, as it may deem proper, provided, however, that nothing contained therein shall conflict with or contravene the Bylaws of LPA. Chapter Bylaws or any amendments thereto shall not become effective until approved by the District Directors.

### SECTION 7 - ACTIVITIES

Chapters shall engage in such activities as are consistent with LPA ideas and are conducive to member welfare. Such activities shall be restricted to the geographical area, county, or counties, for which the chapter is certified, except as the Board of Directors may authorize.

### SECTION 8 - CHAPTER PRESIDENT

- A. Shall have primary responsibility for the continuance of activities in the chapter.



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- B. Shall have been an active eligible voting member of the chapter in which he/she is running for office for one membership year.
- C. Shall train the Chapter President-elect.
- D. The term of office of the Chapter President shall commence three months after the chapter meeting at which they were elected.
- E. Shall be elected by a majority vote of the chapter membership at a chapter meeting to be held between August 1 and December 1 on even-numbered years. Absentee mail-in ballots may be used. Electronic balloting may be used if the Board of Directors obtains or identifies an acceptable and secure system, and non-profit laws allow electronic balloting.
- F. Shall serve no more than three (3) consecutive terms in office. However, he/she may be eligible for a future election if there is an intervening period of two years (one term) between the end of their three (3) terms of office and the next election. This amendment shall be effective fall of 2012.
- G. Shall assist with the preparation of Form 990 each year by the timely providing the requisite financial information for the district to the Board of Directors, or other person designated by the Board of Directors to prepare the Form 990.

### **SECTION 9 - AUTONOMY**

- A. Chapter Presidents will respond to and work with District Directors in carrying out their functions as described in Article IX, Section 8, and Article X, Section 5.
- B. Disputes or conflicts of interest between Chapter Presidents and District Directors shall be mediated by the Senior Vice President in consultation with the Board of Directors. The decision of the Board of Directors is final if the dispute or conflict of interest cannot be resolved through mediation. The decision of the Board of Directors, and the process leading to that decision, shall be communicated by both phone call and email to the District Director and the Chapter President within 72 hours of the decision having been made. A formal letter will be drafted for both parties and mailed within 10 business days for purposes of record keeping for the chapter and the district. A copy of this letter will also be archived with the Board of Directors.

### **SECTION 10 - MEMBERS-AT-LARGE**

All members of a district who are not in a local chapter shall be considered members-at-large of that district.

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## ARTICLE X - STANDING COMMITTEES

### SECTION 1 - STANDING COMMITTEES

The Board of Directors shall appoint the Chairperson for the following standing committees.

- A. Adoption
- B. Advocacy
- C. Bylaws and Policy
- D. Conference Management
- E. Employment
- F. Finance
- G. Fundraising
- H. Historian
- I. International Liaison
- J. Information Technology
- K. Membership
- L. Older Adults
- M. Outreach
- N. Parents
- O. Teens
- P. Young Adults
- Q. Personnel

### SECTION 2 - TEMPORARY COMMITTEES

The President as required may appoint temporary committees and chairpersons.

### SECTION 3 - COMMITTEE MEMBERS

Each standing committee chairperson should appoint other members to assist as necessary to carry out the work of the committees. Personal and financial information gathered by some committees

# **Little People of America, Inc. Bylaws**

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should be confidential and discussed only during committee and Board of Directors deliberations. The term of the committee chairperson will coincide with the term of the President.

## **SECTION 4 - USE**

The Board of Directors and/or the designated Director shall govern standing committees.

## **SECTION 5 - DUTIES**

It shall be a primary duty of each Standing Committee to deliver a written report to the Board of Directors at the National Meeting, summarizing key highlights and accomplishments for such Standing Committee since the prior National Meeting.

## **ARTICLE XI - FISCAL AND ADMINISTRATIVE YEARS**

### **SECTION 1 - FISCAL YEAR**

The fiscal year for LPA shall be from October 1 through September 30.

### **SECTION 2 - ADMINISTRATIVE YEAR**

Board Members shall take office at the time of installation during the National Conference. Installation of the new Board Members shall take place as part of Old Business of the Board of Directors.

## **ARTICLE XII - DUES**

### **SECTION 1 - TIMING**

Annual membership dues are due on a yearly basis, unless otherwise noted. National, District, and Chapter Officers whose dues are delinquent shall forfeit their right to hold office.

### **SECTION 2 - PERMANENT OR LIFE MEMBERSHIP**

A member may become a permanent, life member, without the need for paying any additional or annual dues, upon the upfront payment of such dues specified to cover a permanent, life membership.

### **SECTION 3 - HONORARY LIFE MEMBERSHIPS**

Any individual who has contributed in an outstanding way, on a national basis, to LPA may have such permanent, life membership dues waived, and shall be granted a permanent, life membership status, upon the approval of three-fourths (3/4) of the Board of Directors. No more than one individual per year shall be granted such a waiver.

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## ARTICLE XIII - FUNDS

### SECTION 1 - LIFE MEMBERS

- A. All life membership dues shall be separately held as an endowment known as the Life Membership Fund. The Life Membership Fund shall be invested under the direction of the Finance Director.
- B. Income and appreciation from the Fund shall be distributed at the end of each fiscal year up to a maximum of 10% of the Fund. The distribution to national, Districts and Chapters shall be in the same proportion as for Annual Membership dues.

### SECTION 2 - RECORDS

Records of all financial transactions shall be maintained by the Finance Director and made available for review at each National Conference.

## ARTICLE XIV - INSIGNIA AND INTELLECTUAL PROPERTY

### SECTION 1 - INSIGNIA

LPA's logo and other designs shall be approved by the Board of Directors.

### SECTION 2 - INTELLECTUAL PROPERTY

The Board of Directors shall take all reasonably necessary steps to protect the use of LPA's intellectual property.

## ARTICLE XV - AFFILIATION

No group of LPA, sub-group or auxiliary may affiliate with any other organization without the advance authorization of the Board of Directors.

## ARTICLE XVI - AMENDMENTS

### SECTION 1 - METHOD

These Bylaws may be amended at the National Conference, provided that the resolution for amendment shall have been submitted to all Board of Directors one hundred twenty (120) days prior to the National Conference.

### SECTION 2 - REQUIREMENTS

To become effective, any amendment must receive a two-thirds favorable vote of the District Directors with each Director voting as instructed by a two-thirds favorable vote of the district members that submit a ballot.

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## **SECTION 3 - EFFECTIVE DATE**

Amendments to these Bylaws shall become effective immediately upon approval, or as specified in the amendment.

## **SECTION 4 - CORRECTIONS**

All automatic grammatical, punctuation and correlative corrections in these Bylaws and/or amendments thereto, shall be effected by the Bylaws Chairperson at the time said Bylaws or amendments were adopted, subject to the approval of the Board of Directors.

## **ARTICLE XVII - RULES OF ORDER**

The latest revision of Robert Rules of Order shall be the guide for conduct of all meetings.

## **ARTICLE XVIII - DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization (s) under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Directors shall determine. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the country in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s) as said Court shall determine which are organized and operated exclusively for such purposes.

## **ARTICLE XIX - VOTING**

### **SECTION 1 -**

For voting on Board Members and Bylaws Amendments, mail-in ballots will be used prior to the National Conference. Electronic balloting may be used if the Board of Directors obtains or identifies an acceptable and secure system, and non-profit laws allow electronic balloting.

### **SECTION 2 -**

Bids for the time and place of future National Conferences must be reviewed and approved by the Conference Management Committee and Board of Directors. If there are competing bids, the final choice will be determined through a popular vote of the membership conducted by mail-in ballot. Electronic balloting may be used if the Board of Directors obtains or identifies an acceptable and secure system, and non-profit laws allow electronic balloting. If there are no competing bids by the deadline set by the Conference Management Committee, and given 30 days notice, the Board of Directors will vote to approve or disapprove a bid without the need for a ballot to the membership.

# **Little People of America, Inc. Bylaws**

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## **ARTICLE XX - AUDIT**

LPA will conduct a certified audit of its financial records. The first audit will be issued in 2000, and cover at least 1999. Thereafter an audit will be conducted at least every two years.

## **ARTICLE XXI - ANNUAL REPORT**

LPA will issue an annual report. The first annual report will be issued in 2000. Thereafter an annual report will be issued at least every two years.

## **ARTICLE XXII - INDEMNIFICATION AND INSURANCE**

### **SECTION 1 -**

The Corporation shall, to the maximum extent permitted by the law, indemnify each of its District Directors, Board Members, employees and agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was a District Director, Board Member, employee or agent of the Corporation and shall advance to such person expenses incurred in defending any such proceeding to the maximum extent permitted by the law. For purposes of this Section a “director,” “employee” or “agent” of the Corporation includes any person who is or was a District Director or Board Member of the Corporation, or is or was serving at the request of the Corporation as a director or officer of a corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation. The Board of Directors may, in its discretion, provide by resolution for indemnification of, or advance of expenses to, other agents of the Corporation, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the law.

### **SECTION 2 -**

The Corporation shall have the power to purchase and maintain insurance on behalf of any District Director or Board Member, employee, or agent of the Corporation against any liability asserted against or incurred by such person in such capacity or arising out of the person’s status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Article XXII, Section 1.

## **ARTICLE XXIII - MEETINGS IN GENERAL**

All meetings, whether by members, District Directors, Board Members or otherwise, need not be held at the principal office of the Corporation. Such meetings may be held at any place, either in or out of the State of Indiana, as shall be provided in the notice of such meeting.

Adopted November 1960

Incorporated May 1961

Amended July 1966

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Amended July 1978

First revision July 1980

Second revision July 1980

Third revision July 1983

Fourth revision July 1984

Fifth revision July 1986

Sixth revision July 1987

Seventh revision July 1989

Eighth revision July 1990

Ninth revision July 1991

Tenth revision (Article XXIII) 1994

Eleventh revision December 1994 – Merger with LPA Foundation

Twelfth revision April 2001 – Incorporation of amendments approved in 1998 and 2000

Thirteenth revision July 2002

Fourteenth revision May 2005 – Incorporation of amendments approved in 2004

Fifteenth revision July 2005 – Incorporation of amendments approved in 2005

Sixteenth revision September 2006 – Incorporation of amendments approved in 2006

Seventeenth revision June 2008 – Incorporation of amendments approved in 2008

Eighteenth revision June 2011 – Incorporation of amendments approved in 2011

Nineteenth revision June 2013 – Incorporation of amendments approved in 2013

Twentieth revision June 2016 – Incorporation of amendments approved in 2016

Twenty-first revision June 2018 – Incorporation of amendments approved in 2018

Twenty-second revision June 2020 – Incorporation of amendments approved in 2020